

**BY-LAWS  
OF  
THE STONY CREEK ASSOCIATION**

**Stony Creek, Connecticut**

~~Revised as of February 4, 2014~~

**MEETINGS**

The Annual Meeting of the Association shall be held on the Monday following the first Wednesday of July in each year, at such hour and place, within the district as the Executive Board shall elect. ~~At the Annual Meeting,~~ the members shall elect by written ballot a President, Treasurer, Tax Collector, two auditors and ~~an five members of the~~ Executive Board ~~consisting of ten members.~~

~~Special meetings of the Association may be called by the President or Vice President or by two members of the Executive Board.~~

The Regular monthly meetings of the Executive Board shall be held on the first Tuesday of each month, at 7:~~3000~~ P.M at such place as the Board may elect. Any change in this meeting schedule shall be made by vote of the Executive Board and notice shall be posted with the minutes of the meeting at which such vote was taken. These meeting will be held either in person or in a hybrid in-person/online format.

At the first regular monthly meeting of the Executive Board of the fiscal year (on the first Tuesday or August) The Executive Board shall elect from its' members a Vice President and Clerk.

~~Special meetings of the Association may be called by the President, Vice President, two members of the Executive Board, or by signed petition by a 40% of the members of the association. Additionally,~~ Special Meetings of the Executive Board shall be called upon the written request of four members.

**ORDER OF BUSINESS**

At all meetings the order of business, unless changed by ~~unanimous~~ consent of the executive board, shall be as follows:

1. Persons in attendance.
2. Reading of minutes.
3. Reports of Officers and Committees,

4. Old business.
5. New business.

#### DUTIES OF OFFICERS

The duties of the President shall be to preside at all meetings of the Association and of the Executive Board. The President shall vote only to dissolve a tie vote. The President shall have such other duties as are prescribed by the Charter and By-Laws and duties usually performed by the President of such organizations, so far as are consistent with said Charter and By-Laws.

The duties of the Vice President shall be to act during the absence or disability of the President, when he or she shall have all the powers and perform all the duties of the President. The Vice President shall be elected by the Executive Board annually from among its members and therefore shall have the right to vote on all matters. The Vice President retains the right to vote on issues brought before the Executive Board when performing the duties of the President.

The Executive Board shall annually elect a Clerk from among its members, who shall have the right to vote on all matters and whose duties shall be to keep a record of the proceedings of all meetings, to notify members of their election, to issue all notices of meetings and to perform the usual duties of the office. The Executive Board, may employ an Assistant Clerk or Secretary who may be compensated by the Association and to whom the Clerk may delegate any of his or her duties including keeping a record of proceedings of meetings and issuing notices of meetings.

The duties of the Treasurer shall be the care, custody and management of all funds of the Association and the disbursement of them as directed by the Executive Board, and to submit a written report to the Executive Board at each regular meeting. The Treasurer shall collect all special assessments. The Treasurer shall have no vote at meetings of the Executive Board. In the absence of the President and the Vice President the Treasurer shall preside at any meeting of the Executive Board. When presiding over meetings of the Executive Board the Treasurer will not have the right to vote to break a tie vote

The duties of the Tax Collector shall be to issue tax bills, collect taxes, place Liens and Releases and make such reports as may be required by the State of Connecticut and as required by the Charter.

#### BONDS OF OFFICERS

Each officer authorized to collect or disburse monies shall give a bond acceptable to and in such amount as may be required by the Executive Board. The expense of furnishing such bonds shall be defrayed by the Association.

## RESIGNATIONS

Any officer or member of the Executive Board may resign at any time by written notice to the Clerk. ~~Three~~Any member of the Executive Board who has three consecutive absences or a total of four absences in any one year (August to July) from any regular ~~meetings or duly called special meeting by any member of the Executive Board shall~~forfeits their position on the Executive Board. The record of absences will be recorded in the minutes of each meeting of the Executive Board. The Clerk will notify members of the Executive Board if they are approaching these limits. If the limit is exceeded official notice of removal from the Executive Board will be deemed a resignation given to the offending member of the Executive Board by the President or the Clerk.

A member of the Executive Board is considered absent from the meeting if they attend less than 75% of the meeting. The board can vote to excuse absences due to extraordinary circumstances, by a 2/3 majority of present voting members of the board.

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## VACANCIES

Vacancies on the Executive Board shall be filled by the person who received the highest votes of those not elected at the last election. If such person declines the next in line shall serve. If there be no such person, the vacancy shall be filled by majority vote of the Executive Board. A vacancy in any other position shall be filled by a majority vote of the Executive Board.

## STANDING COMMITTEES

The Executive Board shall, annually, appoint from its members the following standing committees and may change the personnel at its pleasure. Such committees shall serve until others are appointed to succeed them and shall be under the direction of and shall report to the Executive Board on all matters assigned to them. The Executive Board is responsible for ensuring that each committee will provide documentation of their roles and responsibilities which will be made available to the Executive Board prior to the annual meeting. Each committee shall be made up of three members of the Executive Board and up to three additional members of the Association

A Committee on the Administration of the Association, consisting of three or more members, who shall be responsible for the maintaining communications between the Executive Board and the Association and making recommendations to the Executive Board on matters related to the charter and by-laws of the Association. These duties include by maintaining contact information for members of the Association, publishing the minutes of all regularly scheduled and special meetings of the Association and Executive Board, and maintaining the Association Website. This may include making videos of meetings available on the Association Website.

A Committee on Legal and Zoning, consisting of three or more members, who shall keep the community informed on all legal and zoning matters involving Stony Creek and recommend positions to be taken by the Executive Board on such matters. These matters may include the actions of the Stony Creek Village District and the Stony Creek Architectural Review Board. Each year the Executive Board will ask the Stony Creek Architectural Review Board if one of its' members would be willing to serve.

A Committee on Police ~~and~~ Traffic and Public Safety, consisting of three or more members, who shall act as liaison with the Branford Police Department and Branford Department of Public Works and make recommendations concerning all issues involving police, vehicular and pedestrian ~~and~~ traffic.

A Committee on Maintenance, consisting of three or more members, who shall act as liaison with the appropriate municipal departments related to ~~who shall be responsible for the~~ location, construction and maintenance of recreation facilities, sidewalks and all community structures, and be responsible for all street lighting.

~~———— A Committee on Town Relations, consisting of the Chair persons of the three preceding committees, who shall be responsible for all matters concerning the Town of Branford and relating to police and traffic, legal and zoning and maintenance matters.~~

A Committee on Nominations and Elections, consisting of three or more members, who shall nominate candidates for membership to the Executive Board for election by the membership and handle all matters relating to the annual election. A second responsibility of this committee is to provide newly elected members of the Executive Board with the information that is needed to effectively participate on the Executive Board.

The Executive Board may, by majority vote, from time to time create special committees of the Association which shall be made up of at least three members of the Executive Board and other members of the Association. These special committees shall have such duties as ~~are~~ prescribed by vote of the Executive Board. Special committees shall be reauthorized each year (August to July).

#### PRESCRIPTIVE OR PERPETUAL RIGHTS

No person shall gain any prescriptive or perpetual rights by reason or any permit or permission granted by the Executive Board and all such permits or permissions may be revoked cancelled or rescinded by a majority vote of the Executive Board at any legal meeting thereof.

#### AUDITORS

The duties of the Auditors shall be to examine the accounts of the Association and report to the Executive Board.

## CONFLICT OF INTEREST

Officers and members of the Executive Board shall be obligated to disclose any financial and or personal interest in any matter before the Executive Board or any Standing Committee (a conflict of interest position) prior to discussion of such matter. No person in a conflict of interest position shall participate in any discussions regarding or vote on any matter before the Executive Board in which he or she has a financial or personal interest, unless the Executive Board unanimously determines, upon full disclosure that it is so insignificant that participation in discussions or voting shall be permitted.

## COMPENSATION

Officers and members of the Executive Board, except for the Tax Collector, shall not receive any compensation for their services in such capacity, but may be reimbursed by the Association for their incidental and reasonable expenses and disbursement made on behalf of the Association provided, however, that the Executive Board by a majority votes to make such payment or reimbursement. The Tax Collector may be compensated by majority vote of the Executive Board.

## INDEMNIFICATION

Every person who is or shall be or shall have been an officer or member of the Executive Board shall be indemnified by the Association against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been an officer or member of the Executive Board, except in relation to such matters as to which he or she shall finally be adjudicated in such action, suit or proceeding, to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of his or her duties as such Officer or member of the Executive Board or where such indemnification would be contrary to public policy. The Association may purchase and maintain insurance on behalf of any such person or persons against any liability asserted against him, her or them, whether or not the Association would have the power to indemnify him, her or them against such liability under the provisions of this Article or otherwise.