

DISTRICT OF FENWOOD

BY-LAWS

(Revised 5/18/2024)

PURPOSE OF DISTRICT

As set forth in the petition creating the District of Fenwood (hereinafter known as the “district”), which petition was approved by the voters at a referendum held on August 22, 1996, the object and purpose of the district is to acquire, construct, maintain, improve, and regulate the use of recreational facilities located adjacent to and south of Maple Avenue and north of Long Island Sound., specifically property 005/117-0000 parcel A and B (1.82 acres), book 0346, page 110.

ARTICLE I

DIRECTORS

Section 1. NUMBER AND DETERMINATION; ELECTION; TERM OF OFFICE.

Except as otherwise provided in this section, there shall be nine (9) directors. Each director shall be elected at the annual meeting of the voters. Each duly elected and qualified person holding a directorship shall be a director, and all of such directors at any given time shall collectively constitute the board of directors. Except as otherwise provided in this Section, the term of office of each director shall be until a successor has been elected and qualified. In the event that the annual meeting of the voters is not held at the time designated in these By-Laws, the directors last elected shall hold over until their successors have been elected and qualified.

The term of office for directors will be (3) years, with any director being able to serve two (2) consecutive three (3) year terms for a total of six (6) years. At each annual meeting, three (3) directors will be elected each year to serve a three (3) year term.

Section 2. DUTIES OF DIRECTORS; COMMITTEES.

The Board of Directors shall manage the district’s business, property, and affairs. The Board of Directors shall appoint annually a nominating committee of district voters not currently serving the district. The committee shall recommend a slate of nominees to be voted on at the next annual meeting to fill any vacancies on the board. The Board of Directors may occasionally appoint committees consisting of directors and/or others, which shall report to the Board of Directors.

Section 2.1 EXECUTIVE BOARD

As required, the Executive Board will comprise the district president, vice president, clerk, treasurer, or assistant officers. This body will be subordinate to the full Board of Directors and

empowered to act in a management or administrative nature on behalf of the Board between regular meetings.

Section 3. DIRECTORS' MEETINGS.

The Board of Directors may hold regular meetings at times that it designates. The schedule of regular meetings may be established at the district's annual meeting. Special and emergency meetings of the Board of Directors may be called by the President at any time. All regular, special, and emergency meetings shall be open to the public, except when held in executive session, and notice of such meetings shall be provided to the public in accordance with applicable law. Directors have a non-delegable duty to attend meetings. The Directors will meet no less than four (4) times per year and be required to attend three (3) regular meetings per one-year term in addition to the Annual Meeting. A director can be removed if they miss three (3) consecutive regularly scheduled meetings without cause as they have breached their fiduciary duties.

Section 4. NOTICE OF MEETINGS.

Written or other notice of special meetings of the Board of Directors shall be given to each director at least ten (10) days before the date therein designated for such meeting, provided that no notice shall be necessary for the holding of any regular meeting of the Board of Directors if the time and place thereof have been fixed by resolution of the Board of Directors. A written waiver of notice signed by a director entitled to such notice, whether before or after the time of the meeting, shall be equivalent to the giving of such notice. Attendance of a director at a meeting without protest, prior to or at the commencement of the meeting, shall be deemed to be a waiver of notice of such meeting.

Section 5. QUORUM.

At any meeting of the Board of Directors, five (5) of the directors shall constitute a quorum for the transaction of business. In the event of a lack of a quorum, the director or director(s) present may adjourn the meeting to some future time, not less than five (5) nor more than thirty (30) days later, and the Clerk shall thereupon give at least two (2) days oral or written notice of such adjourned meeting to any director not present at such meeting.

Section 6. VOTING.

At all meetings of the Board of Directors, each director shall be entitled to one (1) vote. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless otherwise provided by law or by these By-Laws.

Section 7. VACANCIES.

Any qualified voter who is the owner of record of real property situated within the territorial limits of the district may apply to fill a vacancy on the Board of Directors. Any vacancy in the Board of Directors may be filled until the next annual meeting by a majority vote of the Board of

Directors at any regular meeting of the Board. Any director who fills a vacancy on the Board of Directors will fulfill the term of office for the original director. Filling a vacancy will constitute a first term unless the remaining term is less than one (1) year.

Section 8. REMOTE MEETINGS

The Board of Directors may hold meetings via remote communication methods, including but not limited to teleconference, video conference, or other electronic means, provided all participants can communicate effectively. Such remote meetings shall be deemed valid and have the same force and effect as in person. All present shall be deemed present for purposes of determining a quorum and shall have the same rights and responsibilities as if they were physically present at the meeting location.

Section 9. REMOVAL OF DIRECTORS

Any director may be removed either with or without cause at any time by the affirmative vote of two-thirds of the directors at any meeting called for the purpose of considering such removal, provided that written notice of such meeting and purpose shall be given to the director(s) most recent address shown on the records.

ARTICLE II

OFFICERS

Section 1. NUMBER AND TITLE.

The officers of the district shall be:

1. President
2. Vice President
3. Clerk
4. Assistant Clerk
5. Treasurer
6. Assistant Treasurer

The officers shall be chosen by a vote of the Board from among the members of the Board of Directors.

Section 2. TERM OF OFFICE.

The Board may re-elect officers annually as further defined in Article I, Section 1. The officers of the District of Fenwood shall be appointed at the district's annual meeting and shall hold one-

year terms of office until their successors are duly elected. The Board may re-elect officers annually as further defined in Article 1, Section 1. The President, Vice President, Clerk, Treasurer, and assistant officers shall be chosen from among the members of the Board of Directors. Officers will be elected each year at the first Board of Directors meeting following the Annual District Meeting. Before election as an officer, the individual shall have either served on the Board for one (1) year or previously been an officer or director for the district.

Section 3. DUTIES OF OFFICERS.

The duties and powers of the officers of the district shall be as follows:

PRESIDENT

The President shall be the district's chief executive officer and shall be a member of the Board of Directors. The President shall preside over all meetings of the district's voters and at all meetings of the Board of Directors, and at all meetings where the President presides, the President shall vote to dissolve a tie when necessary. The President shall provide direction to discussions and designate the duties devolving upon each of the nine directors, approve all bills for payment by the Treasurer, and shall be, ex officio, a member of all committees and boards of the district. Upon leaving office, the President shall provide all documents and materials, including electronic files, to the Clerk and shall be an Advisor to the newly elected President until the newly elected President has full knowledge of his duties and responsibilities.

VICE PRESIDENT

The Vice President shall be a member of the Board of Directors and shall have all the authority, power, and duties of the President whenever the President vacates office, is absent, or, for any cause, is unable to perform the duties of the office. Upon leaving office, the Vice President shall provide all documents and materials, including electronic files, to the Clerk and shall be Advisor to the newly elected Vice President until the newly elected Vice President has full knowledge of the duties and responsibilities.

CLERK

The Clerk shall be a member of the Board of Directors, shall keep a record of the minutes of all meetings of the voters and of the directors of the district, retain and maintain the correspondence, records, and archives of the district, and maintain a current list of registered and eligible voters. The Clerk, upon leaving office, shall provide all documents and materials, including electronic files, to the Clerk and shall be Advisor to the newly elected Clerk until such time as the newly elected Clerk has full knowledge of the duties and responsibilities.

ASSISTANT CLERK

The assistant clerk shall be a member of the Board of Directors. At its first regular meeting each year, the executive board shall elect an assistant clerk who shall have the power and be subject to the responsibilities of the Clerk during the clerk's absence or incapacity.

TREASURER

The Treasurer shall be a member of the Board of Directors, shall have charge of the collection and payment of all sums of money of the district, under such rules and regulations as shall be prescribed by the Board of Directors, and shall report the receipt and payment of funds at meetings of the Board. The treasurer shall prepare the annual operating and capital budget, which shall be reviewed by the Board of Directors and transmitted with the board's comments and recommendations to the district's annual budget meeting for adoption. The proposed annual operating and capital budget will be available for review by April 1 of each year. The Treasurer, upon leaving office, shall provide all documents and materials, including electronic files, to the Clerk and shall be Advisor to the newly elected Treasurer until such time as the newly elected Treasurer has full knowledge of the duties and responsibilities.

ASSISTANT TREASURER

The assistant treasurer shall be a member of the Board of Directors. At its first regular meeting each year, the executive board shall elect an assistant treasurer, who shall be empowered to act as Treasurer during the treasurer's absence or incapacity.

ARTICLE III

MEETINGS OF VOTERS

Section 1. ANNUAL MEETING.

The district's annual meeting will be held on the third Saturday of May at such time and place as the Board of Directors may direct.

Section 2. BUDGET MEETING.

Annually, not less than thirty days prior to the beginning of the fiscal year (which fiscal year shall begin on July 1 and shall end on the following June 30), the district's voters shall meet to adopt the annual budget, lay the tax, and fix the tax rate. Unless a special meeting is called for, the budget meeting shall occur at the district's annual meeting.

Section 3. SPECIAL MEETINGS.

Special district meetings may be called upon the application of ten percent (10%) of the total number of persons qualified to vote in the district meeting, or twenty (20) of the district's voters, whichever is less, or by the President or any three directors upon giving notice as hereinafter provided. Any special meeting called on the application of the voters shall be held within twenty-one days after receiving such application.

Section 4. NOTICE. Notice of the holding of the annual meeting and all special meetings shall be given by publication of a notice of such meetings in a newspaper having a general circulation in the district at least ten days before the day of such meetings, signed by the President or any three

directors, which notice shall designate the time and place of such meetings and the business to be transacted thereat.

Section 4.1. QUALIFIED VOTERS

A person who is an elector of Old Saybrook and resides within the district may vote at district meetings. Additionally, any U.S. citizen who is 18 years old or older who, jointly or severally, is liable to the town of Old Saybrook and district for taxes assessed against them on an assessment of one thousand dollars or more on the most recent grand list or who would be, if entitled to certain military exemptions, may vote. However, special state acts may impose restrictions.

An individual serving as a trustee of a trust that owns property in the town is not eligible to vote by virtue of their service as trustee. Corporations, limited liability companies, partnerships, trusts, and other legal entities are not citizens of the United States and therefore are not eligible to vote. Notwithstanding, an individual who otherwise meets the qualifications for voting as outlined in § 4.1 will be eligible to vote.

Section 5. QUORUM; ADJOURNMENT.

Not fewer than fifteen (15) of the district voters shall constitute a quorum for the transaction of business at any meeting of the district, and if fifteen (15) voters are not present at such meeting, the President of the district or, in their absence, the Vice President, may adjourn such meeting from time to time, until at least fifteen (15) voters are present. All meetings of the district where a quorum is present may be adjourned from time to time by a vote of a majority of voters voting on the question.

Section 6. METHOD OF VOTING.

Voting at any district meeting may be by voice vote, provided that, upon the vote of a majority of those voting, any question may be submitted to vote by paper ballot at such meeting, which ballots shall be prepared by the Clerk. Members must be in attendance to vote. Absentee ballots are not allowed due to Connecticut state statutes.

Section 7. REFERENDUM.

Ten (10%) percent of the total number of persons qualified to vote in the meeting of the District may petition the Clerk, in writing, at least twenty-four (24) hours prior to any such meeting, requesting that any item or items on the call of such meeting, be submitted to the persons qualified to vote in such meeting not less than seven nor more than fourteen days thereafter, on a day to be set by the District Meeting or, if the District Meeting does not set a day, by the Board of Directors, for a vote by paper ballots, during the hours between twelve o'clock noon and eight o'clock p.m., except that the district may, by vote of its Board of Directors, provide for an earlier hour for opening the polls, but not earlier than six o'clock a.m. The paper ballots shall be provided by the Clerk. When such a petition has been filed with the Clerk, the President, after completion of other business and after reasonable discussion, shall adjourn such meeting and order such votes on such item or items in accordance with the petition, and any item so voted

may be rescinded in the same manner. The Clerk shall phrase such item or items in a form suitable for printing on such paper ballots.

ARTICLE IV

BOUNDARY CHANGES

Section 1. CALL OF MEETING; REFERENDUM.

The district may enlarge or reduce its territorial limits in any way consistent with this article if the Board of Directors approves a resolution proposing such enlargement or reduction and stating the proposed boundaries of the area to be included or excluded, as the case may be. The Board of Directors shall call a meeting of voters who are abutters of the area proposed to be included or excluded, which meeting shall be held within thirty (30) days of the Board of Directors' approval of such resolution and shall be called by the publication of a written notice of the same, signed by the members of the Board of Directors, at least fourteen (14) days before the time fixed for such meeting in two successive issues of some newspaper published or circulated in the Town of Old Saybrook, provided that, not later than twenty-four (24) hours before such meeting, ten percent (10%) of the number of such voters may petition the Clerk, in writing, that a referendum on the question be held in the manner provided in Section 7 of Article III above.

Section 2. VOTE.

The area shall be included if a two-thirds majority of the voters who are abutters of the area proposed to be included casting votes at such meeting, or if a referendum is held, two-thirds of such voters casting votes in such referendum vote in favor of joining or leaving such district.

Section 3. CONTIGUITY; OVERLAP.

Any area to be added must be contiguous with some portion of the existing district, and if the enlargement of the territorial limits of the district will overlap the territorial limits of another district within the Town of Old Saybrook, such enlargement may be made only if the legislative body of the Town approves it.

ARTICLE V

REVENUES, BUDGETING, FINANCING, AND EXPENDITURES

Section 1. REVENUES.

The revenues of the district will be generated by a tax based on the net assessed values of the real estate properties as stated on the records of the Town of Old Saybrook. The tax year will be a fiscal year commencing on July 1 and ending on the following year on June 30. The tax rate will be determined and fixed based on the operating and capital budgets approved by the district. The annual tax will be billed out in June for the following fiscal year. The collection of the tax will be on an annual basis. Any interest generated from funds in the bank accounts and any other

miscellaneous revenues from other sources that may be generated from third parties will be credited as additional revenues.

Section 2. FINANCING.

The Capital Budget of the district will include major projects of a capital nature that may require long-term financing and be limited to the acquisition, maintenance of, and improvements to the beachfront property owned by the district. At the time of the presentation of the Capital Budget for approval by the voters, a description of the project, scope of work, estimated cost, and financing needs will be included. Upon approval of the project, the Board will proceed to obtain financing, sign contracts, incur any obligations, and make any expenditures required in accordance with the Budget and applicable law.

Section 3. EXPENDITURES.

The district's approval of the Operating and Capital Budgets is the legal basis and authorization required by the Board to proceed with the budgets' implementation. Contracts and any other commitments shall be approved by the Board and the voters when required by law and shall require the signatures of (1) the President or Vice President and (2) the Clerk.

Section 4. NON-BUDGETED EXPENDITURES.

Contracts or obligations involving expenditures of up to five thousand dollars (\$5,000) may be made by the Board of Directors without special authorization of the district.

Section 5. FINANCIAL REVIEW

The Board of Directors shall appoint a financial review committee of three (3) District members, none of whom shall be board members, to review the district books each fiscal year.

ARTICLE VI

ADOPTION AND AMENDMENT OF THE BY-LAWS

The district may adopt these By-Laws, may amend or repeal one or more provisions of these By-Laws, or may adopt new By-Law provisions at any time or from time to time by an affirmative vote of a majority of the Voters present and eligible to vote at a meeting of the district. Any proposed amendments to these By-Laws will be provided to members at least thirty (30) days prior to the Annual meeting to be eligible for vote. District By-Laws shall be reviewed at least every five (5) years by a committee appointed by the Board of Directors.

ARTICLE VII

GOVERNING LAW; CONFLICTS; SEVERABILITY

Section 1. LEGAL AUTHORITY

THE DISTRICT OF FENWOOD WAS ESTABLISHED UNDER, DERIVES ITS AUTHORITY FROM, AND IS GOVERNED BY SECTIONS 7-324 THROUGH 7-329 OF THE CONNECTICUT GENERAL STATUTES, AS AMENDED FROM TIME TO TIME. IN THE EVENT THAT ANY PROVISION OF THESE BY-LAWS CONFLICTS WITH SUCH STATUTORY PROVISIONS OR OTHER APPLICABLE CONNECTICUT LAW, SUCH STATUTORY PROVISIONS OR ANY OTHER CONNECTICUT LAW SHALL PREVAIL. Any provisions of these By-Laws which so conflict shall be severable from and shall not affect the validity of other provisions of these By-Laws.

Section 2. RULES & PROCEDURES

Meetings of the District shall be conducted using common parliamentary law and rules of order. The standard of reference shall be Robert's Rules of Order.

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Old Saybrook, CT 06475
fenwoodbeach@gmail.com