

PINE ORCHARD ASSOCIATION

By-Laws

POA Executive Board
Effective as of November 21, 2023

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Revision Log

Date of Revision	Description	Author
November 9 th 2015	Addition of new paragraph 3, Conflict of Interest	approved by the Executive Board at a Meeting held September 7, 2016
Oct. 4, 2017	Convert to MS Word	Peter Robinson
Eff. November 21, 2023	Update notice provisions, revise Board committees and assignments, update conflict of interest	Approved by the Executive Board at a Meeting held Nov. 6, 2023

1. POA Board Meetings

There shall be an Annual Meeting of the Pine Orchard Association (POA) on the first Monday after the first Wednesday of July, except for when July 4th is celebrated on a Monday, when the meeting will be on the second Monday. A quorum for the Annual Meeting is a minimum of twelve members of the Association.

There shall be a minimum of five regular meetings of the Executive Board each year. A majority of the members of the Executive Board in office shall constitute a quorum at any meeting of the Executive Board, and the vote of a majority of those present shall constitute the act of the Executive Board.

Notice of the time and place of the Annual Meeting and any regular Board meeting shall be posted on the notice board at the POA headquarters and on the Association's website and provided by personal notice as defined herein and filed with the Branford Town Clerk. "Personal notice" shall mean notice by electronic mail to members who have provided an electronic mail address to the Association for that purpose. Notice of the time and place of the Annual Meeting will be provided at least five (5) days in advance. Notice of regular meetings of the Executive Board will be provided at least three (3) days before the appointed meeting time.

Special meetings of the Executive Board and the Association may be called with 24 hours' notice. Details of the time and place of the meeting will be made by personal notice and by posting on the notice board at the POA office and the Association's website and filing with the Branford Town Clerk.

2. Members and Duties of Members of the Executive Board

There shall be twelve members of the Executive Board, four of whom shall be elected at the Annual Meeting of the Executive Board for three-year terms. Each member of the Executive Board shall hold a position of responsibility on the Executive Board, either as Officer, Tax Collector, Chair of a committee, member of a committee, or by carrying out a designated assignment, as set forth below.

Vacancies occurring in the membership of the Executive Board or among the officers, from whatever cause arising, may be filled by a majority vote of the remaining members of the Executive Board.

The Executive Board shall have the power to establish an annual budget, call meetings, make regulations and ordinances, regulate assessment and collection of taxes as well as other duties as set out in the Charter.

The Executive Board shall appoint a Board of Zoning Appeals consisting of five regular members and three alternate members who shall have the powers and duties set forth in the general statutes. Section VIII of the Zoning Ordinances describes terms, removal and vacancies as well as outlining the powers and duties of the Board of Zoning Appeals.

3. Conflict of Interest

No director shall discuss or vote on any matter which would involve a conflict of interest. Any director for whom there may exist a conflict of interest shall refrain from discussion or vote on any such matter. Executive Board Members shall refer to Connecticut General Statutes Section 1-85, "Interest in conflict with discharge of duties", for guidance in this area. Executive Board Members shall refer to Connecticut General Statutes Section 1-85, "Interest in conflict with discharge of duties", for guidance in this area. Upon motion of any Executive Board member, the Executive Board shall consider and make a

determination as to whether a conflict of interest exists with respect to a director and any particular matter, which determination shall be binding on all Executive Board Members and upon such a finding may censure the director and/or take such other actions as permitted by law.

4. The Officers

The officers of the Executive Board shall be a President, a Vice President, a Clerk, and a Treasurer. The officers shall be elected by the Executive Board for a one-year term, or until their successors are duly elected, from among the Association's members every year after the Annual meeting of the Board.

The President shall preside at all meetings of the Executive Board and shall have such other powers and perform such other duties as may from time to time be assigned to him/her by the Executive Board.

In the absence, disability, or death of the President, the Vice President shall have and possess all the powers and duties of the President.

The Clerk shall keep the minutes of all meetings of the Executive Board and shall have charge of all papers and records of the Association. S/he shall keep correct and complete books, records, and minutes of the proceedings of the Executive Board. All such records and minutes shall be kept at the principal place of business of the Association; financial reports and minutes shall be posted on the Association website. The Clerk shall see that all notices required to be given by the Association are duly given or served and shall in general perform all the duties incident to the office of the Clerk.

The Treasurer shall have responsibility for the funds of the Association and for causing to be kept full and accurate accounts of all receipts and disbursements of the Association. At the close of each fiscal year and at such other times as the Executive Board may direct, the Treasurer shall cause to be prepared a report showing the financial condition of the Association and a statement of receipts and disbursements for the fiscal year, which statement shall be kept on file at the principal office of the Association, and posted on the Association website. The Treasurer shall in general perform all the duties incident to the office of the Treasurer. No bill shall be paid by the Treasurer unless the expenditure has been authorized and the bill is approved by the appropriate officer, committee chairperson or other person designated for that purpose.

The Executive Board may employ an Office Manager and a Zoning Enforcement Officer, both of whom may be compensated to assist in any of the above duties as authorized by the Executive Board.

5. Annual Review of Finances

The Executive Board shall annually appoint a Certified Public Accountant to do a compilation level or higher review of the accounts of the Association and report said findings to the Executive Board.

6. Committees

The Executive Board shall annually appoint the following standing committees. The Chairperson of each committee shall be a member of the Executive Board. The membership of the committees may include other members of the Executive Board and at the election of the Chairperson of a committee in conjunction with the President, one or more Association members. For Nominations, these By-laws call for inclusion of Association members (see 6.b. below) Such committee members shall serve after their appointment until others are appointed in their place. Such committees shall act under the direction of the Executive Board and report to the Executive Board on all matters committed to their care. The

Executive Board shall have the right to appoint ad hoc committees as needed in addition to the standing committees listed below.

a) By-Laws

A committee on By-Laws, which shall consider and report upon all by-laws proposed for change and/or adoption by the Executive Board.

b) Nominations

A committee on Nominations which shall consist of three members of the Executive Board and two members of the Pine Orchard Association who are not on the Executive Board. The committee shall be appointed by the Executive Board. The Nominating Committee shall present no later than the May meeting of the Executive Board proposed candidates for election or re-election to the Executive Board. The Vice President of the Executive Board shall be co-chair of the committee.

c) Planning and Zoning

A committee on Planning and Zoning, which shall act as a liaison between the Executive Board, the Zoning Enforcement Officer, and the Zoning Board of Appeals and oversee the zoning issues concerning Pine Orchard.

7. Board Assignments

The Executive Board shall annually designate one or more Board members to carry out administrative functions as outlined below. Such appointees shall act under the direction of the Executive Board and report to the Executive Board on all matters committed to their care. The Executive Board shall have the right to make ad hoc assignments in addition to the those listed below.

a) Communications

The designated Board member(s) shall represent the Executive Board in matters of communication to the Pine Orchard Association members, by electronic mail and posting on the Association's notice board and website.

b) Shoreline Maintenance and Access

The designated Board member(s) shall be responsible for overseeing the upkeep and maintenance of the shoreline access points.

c) Building Maintenance

The designated Board member(s) shall be responsible for overseeing the maintenance of the Pine Orchard Association building and the property where the building is located.

d) Municipal Interface

The designated Board member(s) shall act as the liaison between the Pine Orchard Association and the town of Branford agencies, such as police, fire, and public works.

e) Tax Collector

The designated Board member(s) shall be responsible to ensure proper notice and collection of taxes and to issue liens on property when taxes are unpaid.

8. Term Limits

Each member of the Executive Board shall be elected for a three-year term. An Executive Board member, after serving two full consecutive terms, must vacate his or her position for at least one year before seeking re-election for another term.

9. Changes to By-Laws

In accordance with Section 9 of the Charter of The Pine Orchard Association the Executive Board may alter, amend, or repeal the By-laws of the Association, at any annual meeting of the membership or at any regular or special meeting of the Executive Board, called for such purpose or purposes, by a vote of two-thirds (2/3) of the Executive Board members entitled to vote.

Notice of any proposed change to the By-laws shall be provided to the members of the Association at least two weeks prior to the meeting of the Executive Board at which the proposed change will be considered. The notice shall be provided to the membership of the Association by:

1. Personal notice,
2. Posting it on the Association's notice board and website
3. Filing with the Branford Town Clerk.

Said notice shall describe the subject matter of the proposed change and provide the text of the proposed change. Said notice shall also state the date, time, and location of the meeting of the Executive Board at which the proposed change will be considered.

The Executive Board shall, at its meeting at which any proposed change to the By-laws is to be considered, accept, and receive comments, either written or oral, from members of the Association. The proposed change, if approved, shall be posted on the public notice board and website of the Association within seven days of passage and maintained on the notice board and website for at least thirty days. The change shall take effect fifteen days after its passage by the Executive Board. A certificate of the Clerk of the Association of the posting of the By-laws, shall be prima facie evidence of such posting.

10. Charter

The provision of these by-laws is subject to the Charter of the Pine Orchard Association and in case of a conflict between provisions, the provisions of the Charter shall prevail.

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