

To: Southwinds Association, Inc. Homeowners  
From: Southwinds Association, Inc. Board  
Re: Proxy Amendment: Requiring a By-Laws Amendment  
Date: November 21, 2021

The board received a request from a South Winds Association, Inc. homeowner to amend language in our By-Laws that would expand the definition of proxy to include: "spouse of the homeowner or significant other, who is an adult and resides in the homeowner's household".

### **History:**

**Our By-Laws** are silent on the definition of proxy (Article I: General Section 2: "Defined Terms" (p. 1 of 13). Our Certificate of Incorporation states that: "Members of the corporation shall be owners of lots in South Winds, a subdivision in the Town of Essex, Connecticut. There shall be one vote for each lot, regardless of the ownership of the lot." The only reference to proxies is found in Article II. Section 6. Quorum: which states in part: "...For purposes of determining if a quorum has been met at any meeting of members, the number of members present and entitled to vote at a meeting shall include all members: (i) present in person; (ii) represented by proxy".

State statute, Chapter 602, from the board's understanding, allows for a more liberal definition of a proxy to include a person designated by the homeowner who may or may not reside in the same residential community of the homeowner (i.e., South Winds).

### **Amendments to By-Laws:**

By-Laws: Article VI: Amendments: States in part: "These Amended and Restated By-Laws may be adopted, repealed or amended by the Association members by the affirmative vote of a majority of those present, either in person or by proxy, and constituting a quorum at a meeting called for this purpose or at the Annual Meeting..."

### **Reason for Defining Proxy:**

We're aware of specific residents of South Winds whose names do not appear on title of their respective homes. Yet, these individuals consistently volunteer, attend Zoom and in person meetings of South Winds Association, Inc. but are not permitted to vote. As a result, their respective spouses identify another homeowner, who will be attending the meeting and willing to be their proxy, even though their own spouse or significant other is also present at the same meeting.

When scheduling meetings, the board must have no less than twenty homeowners attending (in person or by proxy) to have a quorum. Whereas Zoom meetings have been meeting the quorum requirement, it still requires board members to call homeowners to encourage them to attend, or designate a proxy. Should the board decide to return to in-person meetings, attendance has historically been a challenge to

meet the quorum requirement. Regardless of the type of meeting (Zoom or in person) the same individuals not identified in title, are not entitled to vote.

**Motion:** To amend Article 1: General Section 2: Defined Terms to define proxy as “a spouse of the homeowner or significant other, who is an adult, and resides in the homeowner’s household”.