

GIANTS NECK BEACH ASSOCIATION
BOARD OF GOVERNORS – MEETING MINUTES

DRAFT

January 14, 2026 – 6:31 p.m.
East Lyme Parks & Recreation Building, 41 Society Road, Niantic, Connecticut

Present: Ernie Annibale, Chip Brienza, Julie Cameron, Paul Formica (President), Mary Ann Heenehan, Lou Piscatelli, Gerry Van Noordennen

1. Call to Order

President Paul Formica called the meeting to order at 6:31 p.m. He stated that, due to unresolved questions regarding notice requirements under the Association's bylaws and applicable Connecticut statutes, no votes would be taken at this meeting.

2. President's Report

Paul reported that he met with Irene Makiaris regarding erosion occurring along a strip of Giants Neck Improvement Corporation property abutting the Lafond property, where erosion has exposed an irrigation system. He stated that Keith Nielsen had been consulted for guidance and that the matter is in its early stages. He noted that any work might ultimately be coordinated with future dock-related projects.

He reported that he contacted the Chairman of the Connecticut Port Authority to inquire about the process for applying for dock grants. He stated that the Authority recently received approximately \$5 million through the Bond Commission and may award grants of approximately \$250,000 statewide. He said that any application would likely involve coordination among the Town, the Association, and the Improvement Corporation.

President Formica reported that he spoke with Costa Loukellis regarding surplus funds remaining from the shed capital project, noting that approximately \$1,000 remains unspent. He said they discussed whether those funds could potentially be redirected to other clubhouse needs, such as rodent control, subject to legal and budgetary review.

He proposed establishing a long-term capital committee within the annual budget process to identify and prioritize capital needs on an ongoing basis.

President Formica stated that there is an issue concerning the recent zoning regulation change, specifically whether notice requirements were met. He said he received an initial response from counsel and is working through the information. He noted that some requirements identified by counsel have historically not been followed, and he is uncertain whether the Association has been strictly complying with its bylaws. Based on counsel's preliminary guidance, he stated that no votes would be taken at this meeting.

3. Treasurer's Report

Treasurer Lorie Carlson presented the Treasurer's Report via Zoom. She reported that as of January 13, 2026, the Operations Account balance was \$83,941, the Tax and Assessment Collection Account balance

was \$100, the Reserves Account balance was \$51,685, and the Money Market Account balance was \$237,552, for total funds of \$373,278.

She reported that 100 percent of property tax revenues had been collected and that non-tax revenues received since the beginning of November totaled \$9,116. She stated that operating expenses paid since the last report totaled \$9,976 and that no capital expenses were paid during this period.

She reported projected future revenues of \$17,446 and projected future operating funds of \$101,387. She stated that projected future operating expenses total \$85,295, resulting in an anticipated surplus of approximately \$17,000 even if all budgeted expenses are incurred.

President Formica clarified that a \$50 expense to Flanders Fish Market reflected labor by an employee who installed a microwave in the Association Cottage.

4. Approval of Minutes

Approval of the August 6, 2025 minutes was deferred to the next meeting.

5. Discussion Items

President Formica introduced the discussion item regarding the GNBA's legal entity status, bylaws, and notice requirements. He stated that he engaged the firm of McNamara & McNamara and that attorney Lauren McNamara prepared the written opinion provided to the Board.

President Formica read from the attorney's opinion, stating that the Association is a Connecticut non-stock corporation incorporated under a special act and governed by the Connecticut Non-Stock Corporation Act. He read aloud the section of the opinion addressing general corporate powers under Connecticut General Statutes Section 33-1036.

He stated that the opinion explains a circular relationship between the statutes and the bylaws, with statutes deferring to bylaws and bylaws deferring back to statutes. He stated that under the statutes, regular meetings of the Board may be held without notice unless the bylaws provide otherwise, and that amendments, repeal, or adoption of bylaws require written notice.

He stated that the Association's bylaws require that notice of Association meetings be posted at least seven days in advance on signboards, with the Town Clerk, and sent to members at their last known physical or email address. He stated that this latter requirement has not historically been followed. He reported that counsel advised that actions taken in good faith under long-standing historical practice should stand.

He stated that counsel's opinion is that the Association is not a quasi-municipality and that Connecticut General Statute Section 8-7 does not apply. He stated that counsel recommended amending the bylaws to clarify notice requirements, particularly for zoning regulations, and to align with Connecticut General Statute Section 33-1065, which requires notice no fewer than ten and no more than sixty days before a meeting.

He also stated that counsel advised that remote participation in meetings is permitted under Connecticut General Statute Section 33-1069.

President Formica stated that he intends to post the legal opinion publicly and that there will likely be further postings and clarifications. He stated that he believes the Association should reconvene the bylaws committee, update the signboards, and improve communication with members about meetings.

Legal opinion is attached at the end of this document.

He stated that he believes the ZEO should not address any zoning violations related to the recent contractor-hours regulation until procedural issues are clarified. He acknowledged community discontent related to the regulation and stated that a committee would be formed to explore more practical approaches.

During discussion, questions were raised regarding whether voting at Association meetings is limited to elections, whether budget approvals require special meetings, and whether email notice satisfies bylaw requirements. President Formica stated that the bylaws use the word “or” regarding physical or email notice and that, if a member has not provided an email address, another form of notice would be required.

Gerry Van Noordennen asked what timeframe the Board was looking at to address these issues. President Formica responded that the work would begin promptly, but with no specific timeframe .

6. Giants Neck Heights Coordination

President Formica reported that the Giants Neck Heights Association was meeting concurrently. Chip Brienza stated that he was monitoring both meetings and that the GNHA appears amenable to continuing discussions that began last year. He suggested that there may be opportunities to collaborate this year on matters such as police or security coverage and recommended involvement of the Beach Committee. He stated that he would attend a Heights Association meeting to convey the Board’s interest.

7. Committee Reports

Insurance

Andrew Young presented an insurance report. He stated that most Association insurance policies have been transferred to Smith Insurance, with some remaining with Bouvier Insurance pending renewal. He stated that this remains a work in progress.

He stated that the D&O policy specifies that committees consist of three to five members and that some committees are currently out of compliance. He stated that the crime policy underrepresents current cash balances but that this would be addressed at renewal.

He stated that Dock Committee funds are currently held in separate accounts and that, in his opinion, those funds should be under Board control to ensure insurability. Lou Piscatelli stated that Board control would clearly improve insurability in the event of a loss.

Andrew described five categories of clubhouse and grounds use. Board of Governors and chartered committee meetings, including informal small gatherings by members; Non-chartered private clubs (such as the PWC and Men’s Club); Clubhouse private events hosted by members; Right-of-way private events (such as weddings or similar uses).

He discussed concerns that homeowner liability insurance does not reliably protect the Association or the Improvement Corporation, particularly for events involving non-members. He stated that it is not practical to review individual homeowner policies and that right-of-way events currently lack insurance requirements.

He stated that insurance advisors have recommended event insurance for certain uses and described the online process for obtaining event insurance through what he referred to as The Event Planner website. He stated that the cost is approximately \$150 per event and that policies should name the Association and the Improvement Corporation as certificate holders.

A member of the public asked what the proposed event insurance requirements would mean for existing groups that regularly use the clubhouse, specifically referencing the PWC and the Recreation Committee. Andrew responded that the concern arises when non-members are present and that the recommendations were intended to address liability exposure in those situations.

A member of the public asked whether the Association could be held liable if a non-member were injured at a clubhouse or right-of-way event and whether current insurance coverage would protect GNBA and GNIC. Andrew responded that advice from insurance professionals indicates that individual homeowner policies are not reliable protection for the Association and that event insurance is intended to provide an added layer of coverage.

Discussion followed regarding how these recommendations might apply to private clubs, recreation committee events, and events involving alcohol. No action was taken.

Ponds and Wildlife Committee

Lisa Doggart presented a report on geese and pond-related issues. She discussed the placement of posts and caps along certain areas and stated that flight grass has not yet been installed along the right-of-ways but is planned for the spring. She stated that if the approach proves effective, it may be expanded to other areas.

She discussed the ongoing presence of geese and referenced educational material explaining why geese are no longer migrating as expected. She stated that this information would be shared with members through the weekly email. She also discussed the presence of ivy, Virginia creeper, and poison ivy along the pond areas and stated that the committee is exploring methods for removal.

Beach Committee

Mike Heenehan presented a report on behalf of the Beach Committee. He stated that a report was submitted to the Department of Energy and Environmental Protection and that the committee received a response acknowledging receipt. He discussed areas along the beach where sand erosion has exposed foundations and stated that grading work had been completed in certain areas.

He discussed erosion at the end of the Griswold right-of-way and presented the idea of installing a temporary gabion filled with stone and covered with sand to provide short-term protection. He stated that approximately \$1,200 was spent on this work.

He reported on buoy conditions, stating that several buoys do not meet standards and that three or four replacements are needed at an estimated cost of approximately \$1,600. He stated that the buoys are not in the current budget, and Mike will speak to Costa about the gabion and the buoys

Dock Committee

John Wohler provided an update on the status of the dock project. He stated that the committee is exploring modifications at the far end of the dock on the water side, noting that the water depth is approximately 15 feet or more. He explained that during the fall, the committee attempted to work with a consultant to prepare a permit application, but that consultant retired, resulting in delays.

John reported that the committee subsequently engaged a different firm, Coastline Consulting, which has been responsive. He stated that the committee lost several months during the transition but has now received a proposal for consultant services related to the permitting process. He noted that the proposal amount was just under \$12,000, but the cost could likely be reduced to around \$8,000 due to work committee members can perform themselves.

John stated that the committee would like permission to proceed with entering into an agreement with Coastline Consulting to prepare permitting drawings. He explained that having those drawings would allow builders to provide more accurate cost estimates. He noted that committee members have already spoken with several builders and are beginning to receive preliminary cost estimates.

John described the proposed dock surface as a system using grating panels secured to the dock frame that allow water and light to pass through. He stated that this design reduces pressure on the wood structure, which is typically the cause of deterioration. He further stated that allowing light to reach the water below would benefit marine vegetation and that the design would result in a safer and more accessible dock. John stated that the committee believes this approach is the appropriate way to complete the dock, though permitting approval would be required and may present challenges.

John reported that the committee is also planning to obtain insurance coverage for the dock, which has not previously been covered. He stated that existing policies would not cover the replacement of the dock and that this issue is being explored further.

John stated that as the permitting and bidding process progresses, cost estimates will be refined. He noted that surveys are underway and that the committee hopes to have clearer information before the end of February. He referenced anticipated permitting timelines and noted that public participation may be required.

John stated that the committee is prepared to sign the consultant agreement once revisions are made and that payment could be made from the dock account. He stated that the committee does not want to overstep its authority and is seeking guidance on whether Board approval or a formal motion is required before executing the agreement.

Board members asked about the project timeline, including whether the anticipated construction schedule would affect eligibility for approvals or expenditures in the current year. Clarification was requested regarding whether the committee had the authority to execute the consultant agreement or whether formal Board approval was required. It was noted that the cost of the consultant services had

been anticipated in prior planning and budgeting discussions. John stated that he did not require immediate action at the meeting and that guidance before the next meeting would be sufficient.

Beach Committee

Mike Heenehan provided a Beach Committee report. He stated that he submitted a report to DEEP in late December and that DEEP responded with a thank-you acknowledgement. He reported that in some areas of the beach, sand loss has exposed foundations. He stated that Carl graded the beach in several locations and that the results appear improved. He stated that Tom Doggart researched erosion at the end of the Griswold right-of-way and that the area continues to erode. Mr. Heenehan described his idea of installing a gabion filled with stones and covered with sand as a temporary measure to protect the area.

Mike also reported on buoys, stating that Jim Beaulieu researched buoy standards and that three, and possibly four, buoys failed to meet the standards. He stated that the Association needs four new buoys and that the anticipated cost is approximately \$1,600. He noted that the buoys were not in the current budget. Mike will speak to Costa about the gabion and the buoys.

8. Public Comment

Mike Heenehan commended everyone's efforts.

Andrew Young commented on the report and counsel's advice that the Association be treated as a non-stock corporation. Andrew stated that the Board should seriously consider whether it wants to proceed with that. He stated that the Association was chartered in 1941 and noted that there is no requirement or expert mandate for the Association to set its own zoning laws or bylaws. Andrew stated that treating the Association as a non-stock corporation appears to impose additional stipulations that the Association may regret in the future. Paul noted that this was an opinion but stated that it does not reflect the Association's current position.

Adjournment

There being no further business, the meeting was adjourned at 8:29 p.m.

Respectfully submitted,

Annah Perch
Recording Secretary

Giants Neck Beach Association

I. Entity Classification

The Association's Incorporation Act (1941) defines the Association as a "corporation in law." This is further established by the Association's classification as a "non-stock corporation" with the Connecticut Secretary of State.

Therefore, as a non-stock corporation incorporated under a special act (See Conn. Gen. Stat. § 33-1200), the applicable law is the Connecticut Non-Stock Corporation Act.

Additionally, the Association is classified as "8139090: Other Similar Organizations (except Business, Professional, Labor, and Political Organizations)" under the North American Industry Classification System (NAICS). The Association falls within this category as a membership-based entity formed for mutual benefit rather than profit. Under this classification, the Association is self-governing, with members managing their owned shared interests. Community maintenance is funded through member assessments.

II. The Connecticut Non-Stock Corporation Act

Link: https://www.cga.ct.gov/current/pub/chap_602.htm

Under the Connecticut Non-Stock Corporation Act, unless a corporation's certificate of incorporation provides otherwise, the general powers under Conn. Gen. Stat. § 33-1036 detail the permissible powers of any CT non-stock corporation.

III. Notice under The Connecticut Non-Stock Corporation Act & Association Bylaws

Notice of Meeting (Conn. Gen. Stat. § 33-1098)

Board of Directors

Regular Meetings: Unless the certificate of incorporation or bylaws provide otherwise, regular meetings of the board of directors may be held without notice of the date, time, place, or purpose of the meeting

(1) Exception: the amendment, repeal, or adoption of a bylaw, which requires written notice.

Special Meetings:

1. Two days' notice of date, time, and place
2. Written notice of the meeting's purpose is not required (unless the bylaws or certificate of incorporation specify otherwise)

(1) Exception: the amendment, repeal or adoption of a bylaw, which requires written notice.

Association Meeting

The Association bylaws state that for an Association meeting, notice requirements include:

1. Seven days before the meeting, a written notice of the time, place, and purpose of an Association meeting is posted:

- (1) On one or more signboards within the territorial limits of the Association (located at a conspicuous place) and
- (2) With the Town Clerk and
- (3) At the last known physical or email address of each Association member.

Per the Association's bylaws, there are special notice requirements for amendments to bylaws, ordinances, or zoning regulations. A public hearing must be held and noticed in the same manner as outlined above, *except* that public hearings to consider the amendment of a zoning regulation must be noticed in accordance with the Connecticut General Statutes.

For amendments to a zoning regulation, I believe Connecticut General Statute § 33-1065 applies:

Sec. 33-1065. Notice of meeting. (a) A corporation shall notify members entitled to vote of the date and time of each annual, regular and special meeting of members and, if the meeting is to be held at a place, the place of the meeting, no fewer than ten nor more than sixty days before the meeting date. Unless sections 33-1000 to 33-1290, inclusive, or the certificate of incorporation requires otherwise, the corporation is required to give notice only to members entitled to vote at the meeting.

(b) Unless sections 33-1000 to 33-1290, inclusive, the certificate of incorporation or bylaws require otherwise, notice of an annual or regular meeting need not include a description of the purpose or purposes for which the meeting is called, except that, unless stated in a written notice of the meeting, (1) no bylaw may be brought up for adoption, amendment or repeal, and (2) no matter, other than the election of directors at an annual meeting, may be brought up which expressly requires the vote of members pursuant to said sections.

(c) Notice of a special meeting of members shall include a description of the purpose or purposes for which the meeting is called.

(d) If not otherwise fixed under section 33-1063 or 33-1067, the record date for determining members entitled to notice of and to vote at an annual, regular or special meeting is the day before the first notice is delivered to members.

(e) Unless the bylaws require otherwise, if an annual, regular or special meeting of members is adjourned to a different date, time or place, if any, notice need not be given of the new date, time or place, if any, if the new date, time or place, if any, is announced at the meeting before adjournment. If a new record date for the adjourned meeting is or must be fixed under section 33-1067, however, notice of the adjourned meeting must be given under this section to persons who are members entitled to vote as of the new record date

Connecticut General Statute § 8-7d provides the requirements for hearings and decisions related to Zoning, Planning, Housing and Economic and Community Development. However, the statute pertains to municipalities, which the Association is not. The Association could amend its bylaws to comply with the stricter notice requirements of C.G.S. § 8-7d, but I do not believe it is necessary under Connecticut law. For informational purposes, notice requirements under Section 8-7d include:

Matter Type	Notice Requirements	Notes
Formal petition, application, request or appeal	<ol style="list-style-type: none"> 1. Notice published in a local newspaper at least twice, at intervals not less than two days, the first publication not more than fifteen days or less than ten days from the hearing date, and the last not less than two days before the hearing date. 2. The Association may provide for additional notice (depending on the Association's bylaws). 	
Approval of site plan	Does not require a public hearing	See section 8-7d(b)
Action initiated by Zoning commission/planning commission regarding the adoption or change of any zoning regulation	<ol style="list-style-type: none"> 1. Newspaper publication is not required. 2. Notice of the hearing must be mailed to all landowners, electors, and organizations in the Association's registry of landowners/members no later than seven days prior to the public hearing date if feasible. 3. Notice may be sent by email if the zoning commission has an email service provider. 	Section 8-7d(g)(4): No zoning commission shall be civilly liable to any landowner requesting notice with respect to any act done or omitted in good faith or through a bona fide error that occurred despite reasonable procedures maintained by the zoning commission.

IV. Zoom

Here, Section 33-1069 of the Connecticut State Statutes would apply.

Sec. 33-1069. Remote participation in meetings. (a) Members of any class may participate in any meeting of members by means of remote communication to the extent the board of directors authorizes such participation for such class. Participation by means of remote communication shall be subject to such guidelines and procedures as the board of directors adopts, and shall be in conformity with subsection (b) of this section.

(b) Members participating in a member meeting by means of remote communication shall be deemed present and may vote at such a meeting if the corporation has implemented reasonable measures: (1) To verify that each person participating remotely is a member; and (2) to provide such members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to communicate and to read or hear the proceedings of the meeting substantially concurrently with such proceedings.

(c) Unless the bylaws require the meeting of members to be held at a place, the board of directors may determine that any meeting of members shall not be held at any place and shall instead be held solely by means of remote communication, provided the corporation implements the measures specified in subsection (b) of this section.

Conclusion:

It is my opinion that the Giants Neck Beach Association is a non-stock corporation subject to the Connecticut Non-Stock Corporation Act.

Under the Connecticut Non-Stock Corporation Act, the notice required for Association meetings is set forth in C.G.S. § 33-1098 and C.G.S. § 33-1065. I recommend that the Association amend its bylaws to clearly state which Connecticut statute applies to public hearings to consider amendments to zoning regulations. I believe Connecticut General Statute § 8-7d does not apply because the Association is not a municipality. Therefore, C.G.S § 33-1065 would apply. Additionally, I recommend that the Association amend its bylaws to require notice “no fewer than ten nor more than sixty days before the meeting date” to be consistent with Connecticut state statute.

Finally, I believe members may attend, and meetings may be held, via Zoom. I recommend amending the Association bylaws to clarify that virtual attendance is permitted under C.G.S § 33-1069.