



**WECA**  
WEST END CIVIC ASSOCIATION

**West End Civic Association, Inc.  
Amended and Revised Bylaws**

Adopted by the Membership \_\_\_\_\_, 2021

**ARTICLE I**  
*General*

**Section 1.1. Name.** These bylaws are intended to supplement and implement applicable provisions of law and of the certificate of incorporation of The West End Civic Association Incorporated (the “Corporation”).

**Section 1.2. Nature and Objections.** The Corporation shall be a non-profit, non-religious, non-partisan neighborhood organization dedicated to promoting the welfare and best interests of the West End and the City of Hartford. West End is defined as that geographical area of Hartford bounded by the North Branch of the Park River on the north and east; the City Line on the west and Capitol Avenue on the south. To include and to represent the diversity of the West End, the Association shall make every effort to find membership and develop leaders who reflect the demographic composition of the community (including ethnicity, race, nationality and other cultural characteristics) and the housing status of the residents (tenant, homeowner).

The West End Civic Association shall also be the Problem Solving Committee for the West End in accordance with the Neighborhood Revitalization Zones Act codified at Connecticut General Statutes §§ 7-600 et seq. In accordance with the NRZA, the Association’s Board of Directors shall be the Neighborhood Revitalization Zone Committee for the West End.

I

**ARTICLE II**  
*Offices*

The principal office of the Corporation shall be located within or without the state of Connecticut, at such place as the board of directors shall from time to time designate. The Corporation may maintain additional offices at such other places as the board of directors may designate. The Corporation shall continuously maintain within the state of Connecticut a registered office at such place as may be designated by the board of directors.

**ARTICLE III**  
*Membership*

**Section 3.1 Eligibility.** The Corporation shall have 6 (six) classes of members with the right to vote.

**(A) Regular Members.** There shall be five (5) classes of “Regular Members” comprised of Hartford voters resident in the West End who are 16 years or older and have submitted the annual membership form. The residents shall be distributed into five (5) different classes consistent with the geographical sector of their residence.

(1) Class 1 “North Sector” shall encompass all that area north of Elizabeth Street;

(2) Class 2 “Central West Sector” encompasses all that area between Elizabeth Street and Farmington Avenue, Whitney Street and the City Line;

(3) Class 3 “Central East Sector” encompasses all that area between Elizabeth Street and Farmington Avenue, Whitney Street and the North Branch of the Park River;

(4) Class 4 “South West Sector” encompasses all that area south of Farmington Avenue and west of South Whitney Street;

(5) Class 5 “South East Sector” encompasses all that area south of Farmington Avenue and east of South Whitney Street and on the east and wide sides of South Whitney

Regular members shall be entitled to vote for the governing board of directors including the officers of the corporation, untitled directors, sector representatives representing the sector in which such member resides, WECA’s representatives to other organizations, the Communication Coordinator, the Newsletter Coordinator, and alternate sector representatives. Regular members shall have no other voting rights.

**(B) Associate Members.** There shall be one class of “Associate Members” which shall include:

(1) **Businesses & Institutions:** Any individual, partnership, corporation, institution or company not eligible otherwise meeting the definitions in subsections (A) above, who have an interest by reason of ownership of property or conduct of business in the West End. Under this provision, the individual, partnership, corporation, institution or company shall have one vote in accordance with the voting provision set forth below in subsection of this section (4).

(2) Non-Residents: Any non-resident individual active in community affairs in the West End.

(3) Qualifying businesses, institutions and nonresidents may become Associate Members upon recommendation by the board of directors, filling out an annual membership form and receiving approval for membership by a majority vote of members entitled to vote at a meeting of the membership at which a quorum is present;

(4) Associate members shall be entitled to vote for the governing board of directors including the officers of the corporation, untitled directors, WECA's representatives to other organizations, the Communication Coordinator, and the Newsletter Coordinator. Associate members shall not vote for sector representatives or alternate sector representatives, nor shall they have any other voting rights.

**(C) Member list.** A list of all members and their membership categories shall be kept by the board of directors with the assistance of an administrative assistant.

**(D) Fees.** There is no membership fee required to become a member of WECA. New and renewing members are invited to make a membership donation.

**(E) Membership not transferable.** Membership in the Corporation shall not be transferable unless otherwise provided in the Corporation's certificate of incorporation.

### **Section 3.2 Term of Membership.**

**(a) Term.** Membership, with all of its rights and responsibilities shall be for one calendar year, or part thereof, starting from the date the member's annual membership form is received and terminating on December 31<sup>st</sup> of that same calendar year, or until voluntary resignation. If a member submits his or her annual membership form after January 1<sup>st</sup> of the calendar year, his or her membership shall still terminate on December 31<sup>st</sup> of that same calendar year. Any member may resign at any time by mailing or delivering written notice to the secretary of the Corporation (any resignation to take effect when such notice is delivered unless the notice specifies a later effective date).

**(b) Good standing.** A member qualifies as a “member in good standing” from the date of submission of the annual membership form until December 31<sup>st</sup> of that same calendar year. If, following a period of membership in good standing, an individual fails to timely submit the annual membership form and thereby renew such membership, said member will be given a grace-period – until February 28<sup>th</sup> – to renew the membership by submitting the annual form. During the grace-period the individual shall still qualify as a member in good standing. If, however, the annual form is not submitted by February 28<sup>th</sup> of the new calendar year, the individual will no longer qualify as a member in good standing. Unless stated otherwise, all references herein to “members” shall be references to “members in good standing.”

**Section 3.3 Annual Meeting.** An annual meeting of the members shall be held as determined by the board of directors for the election of the directors.

**Section 3.4 Regular Meetings.** Regular meetings of the members shall be held at least quarterly as determined by resolution of the members or the board of directors. Additional meetings may be held on an as-needed basis as determined by the Executive Board, or petitioned by 10 percent (10%) of the membership. There shall be no business conducted at regular meetings which warrants voting by the membership.

**Section 3.5 Special Meetings.** Special meetings of the members may be called at any time by the President of the board of directors or by the board of directors. Such meetings may also be convened by at least ten percent (10%) of the total number of members. Only business within the purpose or purposes described in the meeting notice may be conducted at a special meeting of the members. There shall be no business conducted at special meetings which warrants voting by the membership other than the removal of a director.

**Section 3.6 Place and Time of Meetings.** Meetings of the members may be held at such place, either in or out of the state of Connecticut, and at such hour as may be fixed in the notice of the meeting.

**Section 3.7 Notice of Annual, Regular and Special Meetings.**

**(a) Annual Meeting.** Notice of the annual meeting, at which the directors of the board of directors are elected, shall be given by the secretary of the board of directors, or other duly elected member of the board, to each member, by mail or other method of delivery, or by telephone, email,

voicemail or other electronic means, not less than ten (10) nor more than sixty (60) days before the date of the meeting. The notice shall state the date, time and place of the meeting.

**(b) Regular Meetings.** (i) Notice of regular meetings, at which there shall be no business transacted requiring a vote by the membership, shall be given by the secretary of the board of directors, or other duly elected member of the board, to each member by (1) mail, or other method of electronic delivery, or by telephone, email, voicemail or other electronic means; or (2) by posting notice of such meeting on the organization's website. Notice of regular meetings shall be provided to members at least fourteen (14) days before the date of the meeting in question. Notice shall state the date, time and place of the meeting. Any failure to receive notice of a regular meeting shall not be cause for objecting to the meeting or transacting business by the board of directors at the meeting. In the event that a member fails to receive notice of a regular meeting and thereby misses said meeting, upon written demand to the board of directors, the member shall receive, no later than 7 days after receipt of the written demand, a written report by a member of the board summarizing any business that was discussed or transacted at the regular meeting. The written demand may be submitted to the President, any Vice President, Secretary or Treasurer of the Board. The written demand may be submitted by hand, by email, by facsimile or by the postal service. The written summary of the meeting may be delivered by hand, by email, by facsimile or by the postal service. (ii) Should a resolution to remove a director be proposed for consideration at a regular meeting, or there be a special petition advanced for the replacement of a sector representative, thereby requiring the vote of the membership, notice as described in subsection (a) of this Section 3.7 shall be required. In addition, the notice so given shall state the date, time, place of the meeting and purpose of the meeting as set forth below in Section 4.4 or 4.6 as applicable.

**(c) Special Meetings.** (i) Notice of special meetings, at which there shall be no business transacted requiring a vote by the membership other than the removal of a director, shall be given by the secretary of the board of directors, or other duly elected member of the board, to each member by mail, or other method of electronic delivery, or by telephone, email, voicemail or other electronic means. Notice of special meetings shall be provided to members at least five (5) days before the date of the meeting in question. Notice shall state the date, time and place of the meeting as well

as the purpose of the meeting. Any failure to receive notice of a special meeting shall not be cause for objecting to the meeting or transacting business by the board of directors at the meeting. In the event that a member fails to receive notice of a special meeting and thereby misses said meeting, upon written demand submitted to the board of directors, the member shall receive, no later than (7) seven days after receipt of the written demand, a written report by a member of the board summarizing any business that was discussed or transacted at the special meeting. The written demand may be submitted to the President, any Vice President, Secretary or Treasurer of the Board. The written demand may be submitted by hand, by email, by facsimile or by the postal service. The written summary of the meeting may be delivered by hand, by email, by facsimile or by the postal service. (ii) Should a resolution to remove a director be proposed for consideration at a special meeting or there a special petition advanced for the replacement of a sector representative, thereby requiring the vote of the membership, notice as defined in subsection (a) of this Section 3.7 shall be required. In addition, the notice so given shall state the date, time, place of the meeting and purpose of the meeting as set forth below in Section 4.4 or 4.6 as applicable.

(d) When an annual, regular or special meeting is adjourned to a different date, time or place, notice need not be given of the new date, time or place if the new date, time or place is announced at the meeting before adjournment.

**Section 3.8 Waiver of Notice of Annual Meeting.** A member may waive any notice of the annual meeting as required by law, the certificate of incorporation or these bylaws before or after the date and time stated in the notice. The waiver shall be in writing, shall be signed by the member entitled to such notice, and shall be delivered to the secretary of the Corporation for inclusion in the minutes of the annual meeting or filing with the corporate records. Attendance at the annual meeting waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting.

**Section 3.9 Record Date.** The board of directors shall, by resolution, fix a record date for the purposes of determining the members entitled to notice of the annual meeting of members at which directors are elected or at meetings designated for the removal of directors or replacement of sector representatives. Such record date may not be less than thirty-one (31) days nor more than seventy (70) days before the meeting.

**Section 3.10 Members' List or Record for Meeting.** After the board of directors has fixed a record date for the annual meeting, the secretary of the board of directors shall prepare an alphabetical list of the names and addresses of all of the members who are entitled to notice of the meeting. The members' list so prepared shall be made available for inspection by any member entitled to vote at the meeting, beginning two business days after the notice of the meeting is given for which the list was prepared and continuing through the meeting, at the Corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held.

**Section 3.11 Proxies.** Proxy voting by members shall be prohibited.

**Section 3.12 Quorum.** The members entitled to vote, present in person, at the annual meeting of members of the Corporation shall constitute a quorum for such meeting.

**Section 3.13 Vote.** Each member shall have one vote unless otherwise limited by the certificate of incorporation. The members eligible to vote at the annual meeting shall be those who became members no later than one month prior to the meeting. An abstention shall not count as a vote.

**(1) Officers and Sector Representatives.** Unless otherwise required by law, the certificate of incorporation or these bylaws, the election of officers and sector representatives shall be authorized if approved by a majority of the votes cast in person by the members entitled to vote at a meeting at which a quorum of members is present. Election of the officers and sector representatives shall be by secret ballot, unless an unopposed slate or office is proposed, at which time an election may be by voice vote.

**(2) Untitled Directors.** Unless otherwise required by law, the certificate of incorporation or these bylaws, the election of untitled directors shall be elected by a plurality of the votes cast by the members entitled to vote in the election at a meeting at which a quorum of members is present. Election of the untitled directors shall be by secret ballot, unless an unopposed slate is proposed, at which time an election may be by voice vote.

**(3) Nonprofit Organization Directors.** Unless otherwise required by law, the certificate of incorporation or these bylaws, the election of nonprofit organization directors of the corporation shall be elected by a plurality of the votes cast by the members who are entitled to vote in the election at a meeting at which a quorum is present. Election of the nonprofit organization



directors shall be by secret ballot, unless an unopposed slate is proposed, at which time an election may be by voice vote.

**(4) Coordinator Directors.** Unless otherwise required by law, the certificate of incorporation or these bylaws, the election of the Communications Coordinator and Newsletter Coordinator shall each, individually, be elected by a plurality of the votes cast by the members who are entitled to vote in the election at a meeting at which a quorum is present. Election of the coordinator directors shall be by secret ballot, unless the candidate in question is unopposed, at which time an election may be by voice vote.

**Section 3.14 Presiding Officer and Secretary.** At any meeting of the members, if neither the President, nor a vice-president, nor a person designated by the board to preside at the meeting shall be present, the members present shall appoint a presiding officer for the meeting. If the secretary of the board is not present, the appointee of the person presiding at the meeting shall act as secretary of the meeting.

## **ARTICLE IV** *Board of Directors*

**Section 4.1 Power of Board and Qualification of Directors.** All corporate powers shall be exercised by or under the authority of, and the activities, properties and affairs of the Corporation shall be managed by or under the direction of, the board of directors subject to, where so stated in the certificate of incorporation or these bylaws, the membership of the Corporation. All directors shall be members of the Corporation. A director need not be a resident of the state of Connecticut, unless said director is serving as a sector representative as defined below in Article VI, in which case such director must be a resident of Connecticut and a resident of his or her sector.

**Section 4.2 Number of Directors.** (a)

**(a) Voting.** The number of directors constituting the voting members of the board of directors shall be not fewer than three (3) nor more than thirty (30). The number of voting directors constituting the board of directors shall be the number prescribed by the directors within the foregoing range or, if no such number has been prescribed, shall be the number of directors then in office and shall include the officers, up to

thirteen (13) untitled directors, and up to five (5) sector representatives as specifically apportioned in Section 6.1 herein.

**(b) Non-voting.** The number of directors constituting the nonvoting members of the board of directors shall include coordinator directors, alternate sector representatives, WECA representatives to other organizations and any others so prescribed by the voting directors of the board.

### **Section 4.3 Election and Term of Directors; Ex Officio Directors.**

**(A) Staggered board.** The board of directors shall be a staggered board, divided into three (3) groups. Upon adoption of these bylaws, the board of directors shall create the initial three classes of directors whose terms will expire after one year, two years, and three years respectively. Thereafter, at each annual meeting of the members, the members shall elect or re-elect directors to replace those directors whose terms are expiring, each director thereafter to serve a term of three (3) years and until his or her successor is elected. If the number of directors is changed by the membership in accordance with these bylaws, any increase or decrease shall be apportioned among the classes of directors so as to maintain the number of directors in each class of directors as nearly equally as possible.

**(B) Term limits.** No director shall serve more than two (2) consecutive full three (3)-year terms, be the terms served as officers, sector representatives or untitled directors, unless he or she has had an intervening year in which he or she was not a director. A director who is out of official office for that one-year period may, during that year, serve on the board's nonvoting advisory council as defined herein in Section 5.2. Service on the advisory council will not count as board service and will not disqualify that person from returning to the board, if elected, at the completion of a full calendar year. However, if that person returns to the board of directors in an elected capacity, that person must resign from the advisory council. No one shall serve as both an elected board member and member of the advisory council at the same time.

**(C) Ex-Officio Directors.** In addition to the directors elected as above, the voting members of the board of directors may invite a designated officer of another nonprofit organization to serve as an ex officio member of the WECA board. In the alternative, the nonprofit in question, may also, with the permission of the voting members of the WECA board of directors,

select the individual from its own board to serve as the ex-officio representative of the organization to the WECA board. Ex-officio directors shall not have the right to vote nor count toward a quorum. The provisions herein regarding election of directors, length of term and term limits, if any, shall not apply to ex officio directors, each of whom shall continue in office so long as, but no longer than, (s)he holds the office from which ex officio status derives.

**Section 4.4 Removal of Directors.** Except as may otherwise be provided in the certificate of incorporation, any one or more of the directors may be removed with or without cause at any time by action of the Members of the Corporation. A director may be removed only at a meeting called for that purpose, and the meeting notice, which must be transmitted to all members at least ten (10) days before said meeting, must state that the purpose, or one of the purposes, of the meeting is the removal of the director. If a director is elected by a class of members, only those members may vote to remove him.

**Section 4.5 Resignation.** Any director may resign at any time by delivering written notice to the board of directors, its President, or the secretary of the Corporation. Such resignation shall take effect when such notice is so delivered unless the notice specifies a later effective date.

**Section 4.6 Newly-Created Directorships and Vacancies.** Newly created directorships, resulting from an increase in the number of directors, and vacancies occurring in the board of directors for any reason, shall be filled by the board, except for the office of President or sector representative, until the next annual meeting of the members at which directors are elected, for the unexpired portion of the term, if applicable. The position of President, if it becomes vacant, shall be filled by one of the vice-presidents as selected by a majority of the remaining directors then in office. Any vacancy for a sector representative shall be filled by the board President until the next annual meeting of the members at which directors are elected.

**Section 4.7 Meetings of the Board of Directors; Notice.**

**(A) Annual meetings.** An annual meeting of the board of directors shall be held each year directly after the annual meeting of the members, at such time and place as shall be fixed by the board for the onboarding of new directors and the transaction of other such business as may properly come before the meeting. Said meeting shall require five (5) days advance notice. Annual meetings shall not be open to the membership of the Corporation.

Notice of the annual meeting of the board is not required to be provided to the membership.

**(B) Regular meetings.** Regular meetings of the board of directors shall be held monthly except in July and August (in or out of the State of Connecticut) as may be fixed by the board. Except as otherwise set forth below, regular recurring meetings of the board may be held without notice of the date, time, place or purpose of the meeting. Otherwise, regular meetings of the board shall require five (5) days advance notice. Notice of regular meetings of the board is not required to be provided to the membership.

**(C) Special meetings.** Special meetings of the board of directors may be called at any time and place (in or out of the state of Connecticut) by request of the president or three directors to the secretary. Special meetings of the board shall require a minimum of two (2) days advance notice. Notice of special meetings of the board is not required to be provided to the membership.

**(D) Special notice** of the following proposed actions must be given if any of these are to be acted upon: removal of a director; amending the Certificate of Incorporation; adoption, amendment or repeal of the bylaws; dissolution of the Corporation; transfer of substantially all of the Corporation's assets to another corporation; or merger or consolidation of the Corporation. The notice of the meeting must include the date, time and place of the meeting; set forth which of the above actions are to be considered and/or any other purpose for which the meeting is called.

**(E) Waiver of notice.** A director may waive any notice required by law, the certificate of incorporation or these bylaws before or after the date and time stated in the notice. The waiver shall be in writing, shall be signed by the director, and shall be delivered to the secretary of the Corporation for inclusion in the minutes of the meeting or filing with the corporate records. A director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless at the beginning of such meeting, or promptly upon his or her arrival, such director objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

**(F) Method of notice.** Notice of any meeting as referenced above may be given in person, by mail or other method of delivery, or by telephone, voicemail or other electronic means.

**Section 4.8 Quorum of Directors and Voting.** Unless a greater proportion is required by law, by the certificate of incorporation, or these bylaws, one-third of the number of directors prescribed in accordance with Section 4.2, but in no event fewer than two, directors shall constitute a quorum for the transaction of business or of any particular business. Except as otherwise provided by law or by the certificate of incorporation or these bylaws, the affirmative vote of a majority of the directors present and voting at the meeting at the time of such vote, if a quorum is then present, shall be the act of the board. Voting by proxy is not permitted.

**Section 4.9 Action without a Meeting.** Any action required or permitted to be taken at any meeting of the board of directors may be taken without a meeting if the action is taken by all members of the board unanimously. Such action shall be evidenced by one or more written consents describing the action taken, shall be signed by each director and shall be included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section 4.9 is the act of the board of directors when one or more consents signed by all the directors are delivered to the Corporation. The consent may specify the time at which the action taken thereunder is to be effective. A director's consent may be withdrawn by a revocation signed by the director and delivered to the Corporation prior to delivery to the Corporation of unrevoked written consents signed by all the directors.

**Section 4.10 Presumption of Assent.** A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless his/her dissent shall be entered in the minutes of the meeting or unless s/he shall file his/her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such written dissent to the secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to director who voted in favor of such action.

**Section 4.11 Meetings by Conference Call.** Any one or more members of the board of directors may participate in any meeting of the board by, or conduct the meeting through the use of, any means of conference video or telephone or similar communications equipment by which all directors participating in the meeting may simultaneously hear each other during the meeting. A director participating in a meeting by such means is deemed to be present in person at the meeting.

**Section 4.12 Compensation of Directors.** No director shall receive compensation for services rendered to the Corporation in such capacity, but directors shall be entitled to reimbursement for reasonable and necessary expenses actually incurred in connection with the performance of their duties in the manner and to the extent that the board shall determine, consistent with the requirements of Section 33-1092 of the Connecticut Revised Nonstock Corporation Act. Notwithstanding the foregoing, the Corporation shall provide no reimbursement for expenses or compensation other than those reasonable and necessary in furthering the Corporation's purposes. Directors may receive reasonable compensation for services performed in other capacities for or on behalf of the Corporation pursuant to authorization by the board of directors, subject, however, to Article VIII of these bylaws and to Sections 33-1127 through 33-1131 of the Connecticut Revised Nonstock Corporation Act.

**Section 4.13 Minutes.** The Board, through the secretary, shall arrange for minutes to be kept of each meeting of the board of directors and upon adoption by the board of directors shall retain such minutes with the permanent records of the Corporation.

## **ARTICLE V** *Committees*

**Section 5.1 Standing Committees.** To facilitate the business of the Corporation, there shall be established three standing committees including the Executive Committee, the Finance Committee, and the Board Governance Committee. The appointment of directors to each of the standing committees shall be approved by a majority of all the directors in office when the action is taken. The board of directors may also appoint one or more directors as alternate directors to replace any absent or disqualified director during the director's absence or disqualification.

**(a) Executive Committee.** The executive committee shall consist of the board president, vice-presidents, secretary and treasurer and shall be chaired by the board president. The executive committee shall act on behalf of the Corporation between board and membership meetings, except where prohibited from doing so by statute, the Corporation's certificate of incorporation, or these bylaws. The executive committee shall exercise such powers as may be assigned to it by the board and may consider and make recommendations to the board in respect to any matters relating to the affairs of Corporation.

**(b) Finance Committee.** The finance committee shall have the duty of monitoring the Corporation's finances to ensure that there are adequate funds available for financial management tasks. The Committee shall be chaired by the board treasurer. The finance committee shall likewise work to ensure that the Corporation's assets are protected and help anticipate and avert financial problems. The finance committee will also oversee the Corporation's financial record keeping and help the board understand the Corporation's overall fiscal health.

**(c) Board Governance Committee.** The board governance committee is responsible for ensuring that all corporate documents are up to date, legally compliant and that the Corporation is operating in compliance with them. The committee shall be chaired by one of the two vice presidents. The governance committee shall help the board reach its full potential by engaging and involving its members, by identifying and institutionalizing best governance practices, and by planning for leadership succession.

## **Section 5.2 Advisory Council.**

**(a) Responsibilities.** The board of directors may establish an advisory council and appoint individuals who are not members of the board to serve on it in an advisory capacity. The advisors shall meet as a Council, at such times and places, and with such frequency, as determined by the advisors. The advisors may attend meetings of the board of directors when invited, to provide input, react to ideas from the board and staff, if any, and make suggestions in the best interest of the organization. Advisors, if authorized by the board of directors, may act as external ambassadors in promoting the organization and may offer ideas for fundraising and facilitating entree to potential funders and/or program partners when appropriate. Advisors shall not be members of the board of directors, nor shall they count towards a quorum or have the authority to vote on any corporation business or hire, fire or discipline staff, if any. Advisors do not have fiduciary, legal or policy-making responsibilities, but shall serve in an advisory capacity only. Advisors are not entitled to attend board meetings and shall attend only when invited. Participation on the council is voluntary and no advisor may be compensated for his or her time on the council.

**(b) Term limits.** The council, if established, shall consist of no more than 10 advisors at any given time. Advisors shall be appointment to the council by an affirmative vote of a majority of all the directors then in office,

at a meeting at which a quorum is present. Advisory Council appointments shall be for one year. There are no limits to the number of times an advisor may be reelected to the council.

**Section 5.3 Ad Hoc Committees.** The board of directors may create one or more committees, in addition to the standing committees, and appoint one or more members of the board to serve on them. The creation of a committee and the appointment of directors to a committee shall be approved by a majority of all the directors in office when the action is taken. The board of directors may appoint one or more directors as alternate directors to replace any absent or disqualified director during the director's absence or disqualification. The board may also appoint persons who are not board members to serve in an advisory non-voting capacity on any committee of the board. In addition, the board may create one or more additional advisory committees and appoint such individuals, who may or may not be members of the board, to serve on such committees as the board determines will assist it by providing sound advice, reflecting the views of the community or otherwise serving the best interests of the Corporation

**Section 5.4 Authority of Committees.** To the extent specified by the board of directors, any committee may exercise the power of the board, provided all the voting members of such committee are directors of the Corporation. Otherwise, all committees shall be advisory only. In no event may a committee do any of the following:

- (1) fill vacancies on the board of directors or, except as provided in this section, on any of its committees;
- (2) adopt, amend or repeal these bylaws or make changes to the Corporation's certificate of incorporation;
- (3) approve a plan of merger;
- (4) approve a sale, lease, exchange or other disposition of all, or substantially all, of the property of the Corporation, other than in the usual and regular course of affairs of the Corporation; or
- (5) approve a proposal to dissolve the Corporation.

**Section 5.5 Committee Rules.** The provisions of Section IV of these bylaws, which govern meetings, action without meetings, participation in meetings by conference call, notice and waiver of notice, and quorum and voting



requirements of the board of directors, apply to committees and their members as well, except that committees shall not be required to hold annual meetings.

**Section 5.6 Compliance with Standards of Conduct.** The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a director with the standards of conduct described in Section 33-1104 of the Connecticut Revised Nonstock Corporation Act.

**Section 5.7 Minutes.** Each committee shall keep regular minutes of its proceedings and report the same to the board of directors, and such minutes shall be retained with the permanent records of the Corporation.

## **ARTICLE VI**

### ***Officers, Sector Representatives***

**Section 6.1 Officers; Sector Representatives. Eligibility.** The Membership shall elect from among them as directors, who shall serve as officers of the Corporation, a board President, up to two vice-presidents, a secretary, and a treasurer. The membership shall also elect from among them five (5) directors who shall serve as sector representatives for the: (1) North Sector, (2) West Central Sector, (3) East Central Sector, (4) Southwest Sector, and (5) Southeast Sector.

**Section 6.2 Officers.** All officers shall be elected at the annual meeting of the board of directors. Prior to the annual election meeting, the President with the approval of the board of directors, shall appoint three (3) members of the association to serve on an advisory nominating committee. The Nominating Committee shall select from resident members of the association at least one candidate for each officer position to recommend to the membership as a singular slate, obtaining consent of those members to serve if elected. In the case of the vice-President positions, if there are no candidates from the appropriate portions of the West End for at least one of the two positions, there will be no nominee for that position. The Nominating Committee's suggestions shall be submitted to the secretary of the board ten days prior to the annual meeting. Nominations for officer positions may also be proposed from the floor during the annual meeting.

**(a) Elections; Term of Office; Removal; Vacancies.** All officers shall be elected by a majority of the votes cast by the members eligible to vote who are present at a meeting at which a quorum is present. Each officer shall hold office for three (3) years and until his or her successor has been appointed and qualified. An officer may serve no more than two (2) consecutive three-year terms as an officer or other qualified director, unless

he or she has had an intervening year in which he or she was not a director. Any officer may be removed by the membership at any time with or without cause. Any vacancy or vacancies involving an officer of the Corporation, except the President, may be filled, until the next meeting of the membership at which officers are elected, by the concurring vote of a majority of the remaining directors, though such remaining directors are less than a quorum, though the number of directors at the meeting is less than a quorum, and though such majority is less than a quorum.

**(b) Resignation.** Any officer may resign at any time by delivering written notice to the Corporation. Unless the written notice specifies a later effective time, the resignation shall be effective when the notice is delivered to the board of directors, its President, or the secretary of the Corporation.

**(c) Powers and Duties of Officers.**

**(i) President.** The president shall preside at each meeting of the members and of the directors and shall have such powers and duties as usually pertain to the office of president and shall perform such other duties as may from time to time be assigned to him or her, or specifically required to be performed by him or her, by these bylaws, by the board of directors or by law. The president shall also serve as the chairperson of the executive committee

**(ii) Vice-President(s).** In the absence of the board president or in the event of his or her inability or refusal to act, the vice-president shall perform the duties of the president, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the president. If the membership chooses to elect two vice-presidents, one shall reside from north of Farmington Avenue, including the north side of the avenue, and one shall reside from the south side of Farmington Avenue, including the south side of the avenue. The vice-president(s) shall perform such other duties and have such other powers as the board of directors may from time to time prescribe by standing or special resolution, or as the president may from time to time provide, subject to the powers and the supervision of the board of directors. The vice-presidents shall be responsible for chairing the board governance committee.

**(iii) Secretary.** The secretary shall be responsible for preparing and maintaining custody of minutes of all meetings of the

members and of the board of directors and for authenticating and maintaining the records of the Corporation, and shall give or cause to be given all notices in accordance with these bylaws or as required by law. The secretary shall perform the duties of the board president in the absence of the president and vice-presidents. In such a case, the secretary shall appoint a temporary secretary of that meeting. The secretary in general, shall perform all duties customary to the office of secretary.

**(iv) Treasurer.** The treasurer shall have the custody of, and be responsible for, all funds and property of the Corporation. Checks shall be signed by the treasurer, or in his absence, the board president. He or she shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks, trust companies or other depositories as the treasurer may designate, subject to approval of the board of directors. He or she shall collect all membership fees. Whenever required by the board of directors, and at least quarterly, the treasurer shall render a statement of accounts. He or she shall at all reasonable times exhibit the books and accounts to any officer or director of the Corporation, and shall perform all duties incident to the office of treasurer, subject to the supervision of the board of directors, and such other duties as shall from time to time be assigned by the board. In the absence of the board president, vice-presidents and secretary, the treasurer shall preside at any meeting. The treasurer shall be responsible for chairing the finance committee.

**Section 6.3 Sector Representatives.** All sector representatives shall be elected at the annual meeting of the board of directors. Each sector representative shall reside within the sector that he or she represents.

**(A) Elections; Term of Office; Removal; Vacancies.** Each sector representative shall hold office for three (3) years, and until his or her successor has been appointed and qualified. A sector representative may serve no more than two (2) consecutive terms as either a sector representative or other qualified director, unless he or she has had an intervening year in which he or she was not a director. Any sector representative may be removed by the sector residents of the membership that he or she represents, at any time with or without cause, upon written

petition of ten or more sector residents to the board of directors. Any vacancy or vacancies occurring in any office of the Corporation may be filled until the next meeting at which officers are elected by the concurring vote of a majority of the remaining directors, though such remaining directors are less than a quorum, though the number of directors at the meeting is less than a quorum, and though such majority is less than a quorum.

**(B) Resignation.** Any sector representative may resign at any time by delivering written notice to the Corporation. Unless the written notice specifies a later effective time, the resignation shall be effective when the notice is delivered to the board of directors, its President, or the secretary of the Corporation.

**(C) Sector Designations.** The five sector representatives shall be apportioned accordingly:

(1) One (1) representative shall be elected from the North Sector which encompasses all that area north of Elizabeth Street;

(2) One (1) representative shall be elected from the West Central Sector which encompasses all that area between Elizabeth Street and Farmington Avenue, Whitney Street and the City Line;

(3) One (1) representative shall be elected from the East Central Sector which encompasses all that area between Elizabeth Street and Farmington Avenue, Whitney Street and the North Branch of the Park River;

(4) One (1) representative shall be elected from the South West Sector which encompasses all that area south of Farmington Avenue and west of South Whitney Street;

(5) One (1) representative shall be elected from the South East Sector which encompasses all that area south of Farmington Avenue and east of South Whitney Street and on the east and wide sides of South Whitney.

## ARTICLE VII *Corporate Policies*

**Section 7.1 Conflicts of Interest; Adoption of Policy.** The Corporation shall adopt a conflict of interest policy to assure that any potential “directors’ conflicting interest transaction” as that term is defined in Section 33-1127 of the Connecticut Revised Nonstock Corporation Act, or any potential “excess benefit transaction” involving a “disqualified person,” (including a director or officer of the Corporation) as those terms are defined in Section 4958 of the Internal Revenue Code, shall only be undertaken after the requisite disclosure, determinations and voting by directors as provided in Sections 33-1129 and 33-1130 of the Connecticut Revised Nonstock Corporation Act and under any relevant regulations of the Internal Revenue Service.

**Section 7.2 Conflicts of Interest; Disclosure and Annual Review of Policy.** The conflict-of-interest policy shall be reviewed by the board at least annually. At the time of their election or appointment, each director of the Corporation may be asked to complete a disclosure statement identifying all related parties of the director who have a conflicting interest with respect to any transaction between such person and the Corporation. These statements shall be kept on file at the Corporation's office. These statements shall be updated annually and any additions or other changes shall be made by the director in writing as they occur.

**Section 7.3 Whistleblower Policy; Adoption of Policy.** The Corporation shall adopt a whistleblower policy to assure that the Organization’s employees, volunteers and board members exercise honesty and integrity in fulfilling the Organization’s responsibilities and comply with all applicable laws and regulations. The policy will also encourage and enable good faith reporting of wrongful conduct and protect individuals from retaliation who report wrongful conduct.

**Section 7.4 Whistleblower Policy; Disclosure and Review of Policy.** At the time of hire, acceptance as a volunteer or election to the board, each employee, volunteer or director may be asked to complete an acknowledgement of the whistleblower policy which shall be kept on file at the Corporation’s office. The whistleblower policy shall be reviewed periodically.

**Section 7.5 Document Retention Policy; Adoption of Policy and Review.** The Corporation shall adopt a document retention policy to assure that the documents generated by, or in the possession of, the Corporation are properly

maintained as long as they serve a function for achieving the Corporation's purpose, and to comply with law or regulations. The document retention policy shall be reviewed periodically.

## **ARTICLE VIII** *Amendments*

**Section 8.1 Amendments to Bylaws.** Subject to the notice requirements of Section 4 of these bylaws, the bylaws of the Corporation may be adopted, amended or repealed in whole or in part by the affirmative vote of a majority of the directors present and voting at a meeting of the board of directors at which a quorum is present, provided that notice of the meeting state that amendment of the bylaws is to be voted on at that meeting.

## **ARTICLE IX** *Miscellaneous*

**Section 9.1 Consensus Building and Decision Making.** The board of directors shall follow a process for consensus building decision making. Before voting on any issue on which there is a difference of opinion, the board shall make reasonable efforts to find solutions upon which all directors can agree. If, after reasonable efforts, no such agreement can be reached, and if at least four directors formally object, the president shall appoint a sub-committee which shall meet separately to make recommendations on the action and present those recommendations to the board but not later than the next meeting of the board. Thereafter, the board may act by majority vote or greater margin if required by these bylaws, the certificate of incorporation or the laws of the state of Connecticut.

**Section 9.2** As the Neighborhood Revitalization Zone Committee, the board of directors shall also satisfy the requirement of Connecticut General Statute 7-601(a), as amended, that it include tenants and property owners, community organizations and representatives of businesses located in the neighborhood or which own property in the neighborhood. If the make-up of the board of directors does not satisfy such requirement, board may add additional members so as to satisfy such requirements.

**Section 9.3 Delegates.** The board president, with the approval of the board, shall appoint and may remove association delegates to other organizations.

**Section 9.4 Fiscal Year.** The fiscal year of the Corporation shall be the calendar year.

**Section 9.5 Checks, Notes and Contracts.** The board of directors alone shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

**Section 9.6 Written Notice or Consent.** Any written notice or consent required hereunder may, without limitation, be issued by regular mail, hand delivery, electronic transmission or facsimile.

**Section 9.7 Books and Records.** The Corporation shall keep at its office correct and complete books and records of the accounts, activities and transactions of the Corporation, the minutes of the proceedings of the members, the board of directors and any committee of the Corporation, and a current list of the members, directors and officers of the Corporation and their business addresses. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

**Section 9.8 References.** Reference in these bylaws to a provision of the Internal Revenue Code is to such provision of the Internal Revenue Code of 1986, as amended, or the corresponding provision(s) of any subsequent federal income tax law. Reference in these bylaws to a provision of the Connecticut Revised Nonstock Corporation Act or any provision of Connecticut law set forth in such statutes is to such provision of the General Statutes of Connecticut, Revision of 1997, as amended, or the corresponding provision(s) of any subsequent Connecticut law.

## **NOTES**

(July 20, 1997) – Gender specific references are not meant to be limited to one gender, and are intended to include he/she, him/her, his/hers, etc.

(November 11, 1997) – At hits November 11, 1997 meeting, the WECA Executive Board established the membership year of September 1 to August 31.

(April 4, 2007) – At its April 3, 2007 meeting, the WECA Executive Board established the membership year of January 1 to December 31, effective January 1,

2008.