



**WECA**  
WEST END CIVIC ASSOCIATION

## **WEST END CIVIC ASSOCIATION BY-LAWS**

**Revision adopted by Board of Directors, April 20<sup>th</sup> 2022**

### **Article I: Name**

The name of this organization shall be THE WEST END CIVIC ASSOCIATION, INCORPORATED.

### **Article II: Nature and Objectives**

THE WEST END CIVIC ASSOCIATION, INCORPORATED (“Association”) 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. The 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, provided that the Board of Directors may modify these boundaries for purposes of the Neighborhood Revitalization Zones Act.

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 and economic composition of the community (including ethnicity, race, nationality, and other cultural characteristics) and the housing status of the residents (tenant, homeowner).

The 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 (“Board”) shall be the Neighborhood Revitalization Zone Committee for the West End and shall comply with the requirements of such act, its amendments, and the City of Hartford Municipal Code.

### **Article III: Offices**

The principal office of the Association shall be located in the West End or at such place as the Board of Directors shall from time to time designate. The Association may maintain additional offices at such other places as the Board may designate. The Association shall continuously maintain within the state of Connecticut a registered office at such place as may be designated by the Board.

### **Article IV: Membership and Fees**

## A. Membership

1. Resident: Any person 16 or older residing within the West End may become a voting member by completing the membership form. Term of membership shall continue until such time as the resident leaves the West End. There shall be five classes of members, one for each of the sectors of the neighborhood. Each member shall be assigned to the class representing the sector where she or he resides.
2. Business, Institutional & Non-Resident: There shall be one class of associate members, as follows:
  - a. Any individual, partnership, corporation, institution or company not eligible under Article IV, A. 1 who has an interest by reason of ownership of property or conduct of business in the West End may become a member by completing an annual membership form. Under this provision, the individual, partnership, corporation, institution or company shall have one vote.
  - b. Non-Resident: Any individual active in community affairs in the West End may with the permission of the Board become a voting member by completing an annual membership form.
3. A list of all members and their membership categories shall be kept by the chair of the Membership Committee or other Director designated by the Board with the assistance of the Administrative Assistant.

## B. Fees

There is no membership fee required to become a member of WECA. Members are invited to make a membership donation and contribute to fundraising campaigns.

## **Article V: Governing Body and Committees**

### A. Governing Body

1. The Governing Body shall be the Board of Directors (“Board”) which shall have the authority to recommend policy, plan meetings, hold special meetings, delegate authority to officers, committees and staff, authorize disbursements from the treasury not to exceed amounts on hand or expected, award grants and/or scholarships in furtherance of the mission of the Association, authorize and distribute publications and press releases, and serve as the Neighborhood Revitalization Zone Committee for the West End. An Executive Committee of the Board shall have the authority to act between meetings of the Board, subject to regular reports at the Board meetings.
2. There shall be up to 25 individuals with voting rights, who reside in the West End, on the Board. The Board shall consist of the following voting members: the officers of the Association, at large members, chairs of standing committees (if a committee has co-chairs, one shall be designated by the Board as a voting member representing the committee, notwithstanding that the second co-chair may serve on the board through another position), and one representative from

each of the 5 sectors of the West End. The selection of at large members, to the extent practical, shall ensure that the needs of the Association are met and that the membership of the Board reflects the population distribution of the West End and its geographic, economic, ethnic and demographic diversity.

3. Officers, at-large directors and sector representatives shall serve from the time of their election at an annual meeting until the next annual meeting, or until such later date as a successor has been qualified. Committee chairs shall serve from time of appointment by the Board until such time as a successor is approved by the Board or they resign from their position.
4. The Board may invite a community organization, defined as a 501 c3 corporation, in the West End to name a representative to serve on the board as a non-voting member. If such person is appointed to fulfill the requirements of the Neighborhood Revitalization Zones Act, he or she shall be deemed a voting member, notwithstanding the cap on Board voting members.
5. The Board may include as non-voting members the chairs and co-chairs of ad hoc and event committees, the Association's representatives to related organizations, the communications and newsletter coordinators, and such others as may be designated by the Board.
6. Sector representatives shall reside in the sector which they represent. Each sector also may have one or more alternate representatives who shall be non-voting members of the Board but may vote in the absence of the sector representative. If a sector representative is absent, the alternative representative for that sector shall have voting rights.
7. As the Neighborhood Revitalization Zone Committee, the membership of the Board shall also satisfy the City of Hartford Municipal Code and the requirements 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 membership of the Board does not satisfy such requirements, the Board may add additional members, with voting rights, so as to satisfy such requirements, notwithstanding the cap on Board voting members.
8. Vacancies existing among the elected officers, except the office of the President, shall be filled by the Board. Vacancies existing among Sector representatives shall be filled by the President with approval by the Board until the next annual meeting. The affected Sector may petition the Board for a special election with ten or more member signatures. A special election will be conducted by the President with reasonable notice to that Sector.
9. Board meetings shall be open to the membership of the Association, but the President, or presiding officer, may limit the privilege of voice and vote to duly constituted members of the Board.
10. All Board activities shall be subject to regular reports to the Association membership.

11. The directors shall not receive a salary for their services as directors.

B. Committees

1. The Board may create one or more standing committees. The creation of a committee shall be at the discretion of the President and approved by the Board. Persons who are not Board members may serve on any committee of the Board, with vote. In addition, following the same procedure as that established to create standing committees, the Board may create one or more additional ad hoc or event committees. These committees may include non-board members.
2. The President, with approval of the Board, shall appoint and may remove committee chairs.
3. Committees may receive annual appropriations from the Board for their activities, based on an annual budget and project plan approved by the Board.
4. Committees exercise all powers specifically granted to them by the Board in written descriptions of their responsibilities. Otherwise, all committees are advisory only. All activities and affairs shall be managed under the ultimate direction of the Board.
5. There shall be an Executive Committee. The Executive Committee shall consist of the President of the Association, Vice Presidents, Secretary and Treasurer and shall be chaired by the President. The Committee shall act on behalf of the Association between Board meetings. The 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 the Association.
6. Any member of the Association may become a member of a committee except the Executive Committee, whose membership is limited to the officers, and except where the size of the committee is limited by the Board. Chairs of the specific committees may limit the privilege of vote to members who regularly attend the committee's meetings. Chairs may remove, with approval of the Board, members of the committee.

C. Delegates

The President, with the approval of the Board, shall appoint and may remove delegates to other organizations.

**Article VI: Officers and their Terms and Duties**

- A. The officers consist of a President, up to two Vice Presidents, Secretary, and Treasurer.
- B. The duties of the officers shall be as follows:

1. The President shall preside at each meeting of the members and of the Board 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 or by law. The President shall also serve as the chairperson of the Executive Committee. The President shall be responsible for the coordination of staff functions for the Association with the advice and consent of the Board.
2. In the absence of the 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 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.
3. The Secretary shall be responsible for preparing and maintaining custody of minutes of all meetings of the members and of the Board and for authenticating and maintaining the records of the Association, 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 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.
4. The Treasurer shall have the custody of, and be responsible for, all funds and property of the Association. Checks shall be signed by the Treasurer, or in his or her absence, the President. He or she shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Association and shall deposit all monies and other valuable property of the Association in the name and to the credit of the Association in such banks, trust companies or other depositories as the Treasurer may designate, subject to approval of the Board. He or she shall collect all membership fees and contributions. Whenever required by the Board, 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 Association, and shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board, and such other duties as shall from time to time be assigned by the Board. In the absence of the President, Vice Presidents and Secretary, the Treasurer shall preside at any meeting.
5. 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 Association. 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.

6. Any Board member may resign at any time by delivering written notice to the Board, the President, or the Secretary of the Association. Such resignation shall take effect when such notice is so delivered unless the notice specifies a later effective date.

## **Article VII: Meetings and Quorum**

### A. Meetings

1. Regular meetings of the members shall be held a minimum of four times a year or on an as needed basis in excess of that number determined by the Board or petitioned by 10 percent of the membership.
2. An annual meeting of the members shall be held as determined by the Board and shall include the elections as provided in Article VIII.
3. Special meetings of the members may be called at any time by the President or by the Board. 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.
4. The Board shall meet monthly on call by the President except in July and August. Special meetings of the Board may be called by the President or on the request of three members of the Board to the Secretary.
5. A director may participate in a meeting of the Board by, or conduct the meeting through the use of, any means of communication by which all directors participating in the meeting may simultaneously hear one another during the meeting. A director participating in a meeting by this means is deemed to be present at the meeting.
6. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if the action is taken unanimously by all members of the Board with the right to vote. 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 Association records reflecting the action taken. Action taken under this section is the act of the Board when one or more consents signed by all the directors are delivered to the Association. 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 Association prior to delivery to the Association of unrevoked written consents signed by all the directors.

B. Quorum

1. One-third of the members of the Board of Directors with a right to vote will constitute a quorum at a Board meeting.
2. Twenty persons who are members entitled to vote, present in person, at the annual meeting of the Association or any other meetings of the Association's membership, shall constitute a quorum for such meeting.

**Article VIII: Elections**

A. Nominating Committee

Prior to the annual election meeting, the President with approval of the Board shall appoint at least 3 members of the Association to serve on a Nominating Committee. The committee shall nominate candidates for the officer and sector representative positions and at-large directorships.

B. Officers

The Nominating Committee shall select from resident members of the Association at least one candidate for each officer position, obtaining consent of those members to serve if elected. In the case of the Vice President position, if there are no candidates from the appropriate portion of the West End for one of the two positions, there will be no nominee for that position. Notification of the election shall be made at least one month prior to the election date and nominations shall be submitted to the Secretary ten days prior to the annual meeting. Nominations will also be accepted from the floor.

C. Sector Representatives

At the annual meeting, each membership class shall caucus for the purpose of electing sector representatives and alternates. For the purpose of conducting each sector caucus, the President shall designate a member of each sector to serve as chair for said caucus. Nominations will also be accepted from the floor.

D. Voting

In order to vote, a member must be present. Rules of conduct of the voting shall be proposed by the President at the beginning of the annual meeting and approved by the majority of the members present and voting. An unopposed slate or office may be elected by a voice vote.

**Article IX: Fiscal Policies**

- A. No officer, committee or member shall have the authority to incur any debt on behalf of

the Association, its members, committees or officers, except as authorized by the Board.

- B. The Association shall indemnify, and advance expenses to, its directors, officers, employees, and agents to the maximum extent permitted by the Connecticut Revised Nonstock Corporation Act, as amended.

#### **Article X: Consensus Building 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 members can agree. If, after reasonable efforts, no such agreement can be reached, and if at least four members formally object, the president shall, if practical, 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. The Board may act by majority vote.

#### **Article XI: Amendments By-Laws**

The bylaws of the Association 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 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 and include the text or a summary of the proposed amendment.

#### **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 its 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.