

**BY-LAWS
OF
CITYWIDE YOUTH COALITION, INC.**

ARTICLE I. NAME AND PUPOSE OF THE COPORATION

Section 1. Name. The name of this corporation shall be Citywide Youth Coalition, Inc.

Section 2. Purpose. The purpose of the Corporation is to enhance the lives of the children, youth and their families in greater New Haven.

ARTICLE II: MEMBERS

Section 1. Composition. The membership of the Corporation shall be community organizations that subscribe to the purposes and goals of the Corporation, subject to the approval of the Board of Directors upon the affirmative vote of one-third (1/3) of the directors in office, acting at which a quorum is present.

Section 2. Powers.

- a. The Members shall have the power to elect persons to serve on the Board of Directors.
- b. The Members shall also establish the strategic priorities for the Corporation.

Section 3. Dues. Members shall pay annual dues as set forth by the Board of Directors.

Section 4. Removal. Upon an affirmative vote by a majority of the Board of Directors present at a meeting at which a quorum is present that the conduct of a Member is detrimental to the Corporation, such Member may be removed by the affirmative vote of the same Directors. Such a finding shall not be reviewable in any other forum.

ARTICLE III. BOARD OF DIRECTORS

Section 1: General Powers and Duties.

- a. The affairs of the corporation shall be managed by its Board of Directors.
- b. The Members of the Board of Directors shall perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws.
- c. The Board of Directors is responsible for the overall policy, fiscal oversight and direction of the Agency and delegates responsibility for day-to-day operations to the Executive Director.

Section 2. Number. The number of Directors shall be at least 3 and not more than 15 with the actual number to be set by the board from time to time.

Section 3. Tenure.

- a. Each Director shall hold office until the close of the next annual meeting of the Board of Directors and until a successor shall have been elected by the Membership.
- b. Full terms for new Directors shall be for a period of 2 years, renewable for two (2) full terms.
- c. Directors must rotate off the Board for 1 calendar year after serving the maximum number of terms.

Section 4. Elections.

- a. At least one month prior to each annual meeting, a designated Committee of the Board shall report nominations to the Members.
- b. At least one month prior to each annual meeting, Members may make additional nominations by reporting such nominations in writing to the Board or the Committee.
- c. At each annual meeting the Members shall elect new directors to fill the expired terms or terms about to expire.

Section 5. Conflict of Interest. A member of the Board of Directors must alert the Board of Directors if any action taken by the Board will result directly or indirectly in an economic benefit to themselves or any other person, corporation, trust or estate (as defined by the Board of Directors through protocol) by virtue of relationship with that member. Such member shall then be considered disqualified from participating in discussion or approval of such action. Annually, all members of the Board of Directors must complete a "Declaration of Interests", in such form and by such procedure as is adopted by the Board of Directors, to be kept on file by the Agency. The provisions of Sections 22-1127 through 33-1130 of the Connecticut General Statutes, Section 4958 of the Internal Revenue Code and other relevant statutes shall be utilized by the Board of Directors in identifying and resolving issues of conflicting interests, as well as loyalty and ethical matters. The Board of Directors may develop additional protocols on conflicts of interest, loyalty and ethical matters as it determines are needed.

Section 6. Vacancies. At any meeting other than the annual meeting, the Directors may call upon the membership to elect additional Directors to serve for a term that shall expire the following annual meeting.

Section 7. Resignation. Any Director may resign at any time, orally or in writing, by notifying the Board of Directors of the Corporation. Unless otherwise specified by the resigning Director, the acceptance of a resignation shall not be necessary to make it effective.

Section 8. Removal. Upon a finding by a majority of the Board of Directors at which a quorum is present, not including the Director sought to be removed, that the conduct of a Director is detrimental to the Corporation such Director may be removed by the affirmative vote of the same Directors. Such a finding shall not be reviewable in any other forum. Such removal may be carried out at any duly constituted meeting of the Board of Directors, provided that the Director whose removal is sought shall be entitled

to written notice at least five (5) days before the meeting that his or her removal will be voted upon at the meeting, and shall also be entitled to state his or her case to the Board of Directors before the vote on removal is taken.

ARTICLE IV. MEETINGS

Section 1. Meetings. A regular meeting shall be held at such time and location as the Board of Directors shall decide, with notice to the Board of Directors.

Section 2. Notice. The Secretary or designee shall give notice of the date, time, and place of meetings to each Director by mail, telephone, email or personally a minimum of ten (10) days prior of the meeting, provided that no notice need be given of any meeting held in accordance with a schedule of regular meetings distributed to and approved by the Directors.

Section 3. Quorum. A quorum shall consist of at least one half of the number of directors in office immediately before the meeting begins. The affirmative vote of a majority of directors present at a meeting shall be required for every action by the Board unless a greater proportion of directors' votes are required by the Certificate of Incorporation, these Bylaws or by Chapter 602 of the Act.

Section 4. Voting.

- a. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater number is required by these Bylaws or by law.
- b. At all meetings of the Board, each Director is entitled to have one (1) vote. Proxy voting by Directors is not permitted.
- c. In lieu of any regular or special meeting and vote of the Directors, the unanimous written or electronically (e) conveyed consent of all Directors may be executed with respect to any action taken or to be taken by the Directors, and said consent shall have the same force and effect as a unanimous vote of the Directors at a duly called or held meeting.

Section 5. Attendance. Any member of the Board of Directors who has missed three consecutive regular Board meetings of which notice has been sent within adequate time shall have his or her seat declared vacant automatically until by a majority vote of the members present and voting such member of the Board of Directors is excused from such absences. Any Director who shall miss one half of the regular meetings on the Board of Directors during the Corporation's fiscal year shall be deemed to have resigned from the Board of Directors.

Section 6: Participation in Meetings by Telephone. In the event that a member of the board cannot attend a meeting in person, he or she may participate in the meeting by telephone, as long as the member requested such telephonic participation of the chair in advance of the meeting, as long as everyone at the meeting can hear every other person

participating in the meeting, and if so such participation by telephone shall constitute attendance at the meeting by such director.

ARTICLE V. COMMITTEES.

A majority of the Board of Directors present at a meeting at which a quorum is present may by resolution designate two or more Directors to constitute a committee (s), task force (s) and/or work group (s) as in its discretion it shall deem desirable and in the best interest of the Corporation. The Board shall specify the powers of any such committee, subject to the limitations imposed by law.

ARTICLE VI. OFFICERS

Section 1. Designation of Officers. The Officers of the Corporation shall consist of a President, a Vice-President, a Secretary, and a Treasurer, and such other officers as the Board of Directors may from time to time appoint. Each officer shall have duties as the Board of Directors may from time to time determine.

Section 2. Election and Nomination. A designated Committee of the Board shall prepare a slate for election as officers which shall be mailed to each Director at least thirty (30) days prior to the annual meeting of the Board of Directors. Any Directors may make additional nomination by submitting such nomination (s) in writing to the Secretary at least twenty (20) days prior to the annual meeting. The Secretary shall promptly give written or oral notice of any such additional nominations to each Director at least five (5) days prior to the annual meeting. No additional nominations may be made at the annual meeting.

Section 3. Terms of Office, and Vacancies. The term of each elected officer shall commence upon their election or appointment and shall continue until the next annual meeting of the Corporation and thereafter until their respective successors are chosen or until their resignation or removal. An officer may resign upon written notice to the Corporation. The resignation shall be effective upon its receipt by the Corporation or at a subsequent time specified in the notice of resignation.

Section 4. Removal. Any officer may be removed at any time by the affirmative vote of a majority of the Directors present at a duly constituted meeting at which a quorum has been established, not including the officer sought to be removed, provided that the officer sought to be removed shall be entitled to written notice at least five (5) days before the meeting that his or her removal will be voted upon at the meeting, and shall also be entitled to state his or her case to the Board of Directors before the vote on removal is taken.

ARTICLE VI. COMPENSATION.

No officer, Director, agent or employee of the Corporation shall at any time receive or be entitled to receive any compensation or pecuniary profit from the operation of the

Corporation, or upon its dissolution, except reasonable compensation for services rendered to the Corporation in effecting one or more of its purposes.

ARTICLE VII. EXECUTIVE DIRECTOR.

Section 1. Executive Director. The Board of Directors shall set forth qualifications for and appoint an Executive Director of the Agency. The Executive Director shall be the Chief Executive Officer of the Agency, and shall report to the Board of Directors. The Executive Director shall hire and supervise such staff is required for the operations of the Agency.

Section 2. Reporting. The Agency Executive Director shall make appropriate reports to the Board of Directors as required by that group.

Section 3. Conflicts of Interest. The Executive Director shall abide by and enforce any policies, protocols and/or procedures established by these Bylaws or the Board of Directors regarding conflicts of interest, loyalty and ethical matters.

ARTICLE VIII. FINANCE.

Section 1. Fiscal Year. The fiscal year of the Corporation shall be January 1 through December 31.

Section 2. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the order of the Corporation in such banks, trust companies or other reliable depositories as the Board of Directors may from time to time determine.

Section 3. Approved Signatures. All checks, drafts, and other orders for the payment of funds shall be signed by the executive director, any officer, officers, agent, or agents as shall be thereunto authorized by the Board of Directors.

Section 4. Contracts and Debts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 5. Contributions, and Bequests. Contributions, gifts and bequests may be accepted by the Corporation in accordance with its policies. Unless otherwise designated by the donor or otherwise prescribed by statute or law, such gifts, bequests, or contributions shall be utilized at the discretion of the Corporation.

ARTICLE XIX. PRINCIPAL OFFICE

The principal office of the Corporation shall be at such place as the Board of Directors may from time to time determine without amendment of the Bylaws.

ARTICLE X. BOOKS AND RECORDS

Section 1. Books and Records. There shall be kept at the principal office of the Corporation correct and complete books of account of the activities and transactions of the Corporation, including a minute book, which shall contain a copy of the Certificate of Incorporation, the Bylaws, and all minutes of proceedings of the Directors.

Section 2. Reporting and Filing. The Corporation shall report and file such information with governmental bodies as may be required by law and as may be necessary to preserve its tax-exempt and corporate status.

Section 3. Seal. The Board of Directors shall provide a corporate seal which shall bear the full name of the Corporation and contain such legend as the Board of Directors shall determine.

ARTICLE XI. INDEMNIFICATION AND INSURANCE

Officers, directors and employees of the Agency shall be indemnified in accordance with the law of the State of Connecticut.

ARTICLE XII. AMENDMENT

The Bylaws of the Corporation may be amended or repealed, and new Bylaws not inconsistent with the purposes described in the Certificate of Incorporation or any law may be adopted at any meeting of the Board of Directors by the affirmative vote of the majority of Directors present at a duly constituted meeting at which a quorum is present. Any notice of a meeting of the Board of Directors at which these Bylaws are to be amended or repealed, or new Bylaws are to be adopted, shall include notice of such proposed actions.