

CSS/CON, INC.

The Coalition to Strengthen the Sheldon/Charter Oak Neighborhood, Incorporated (CSS/CON)
34 Sequassen Street Hartford, CT 06106 (860) 509-3705

Bylaws

Article I: Mission Statement

The Coalition to Strengthen the Sheldon/Charter Oak Neighborhood, Inc. (CSS/CON), is a collaboration of residents and other stakeholders of the Sheldon/Charter Oak community. Its mission is to create opportunities for economic, social and cultural developments that will enhance the quality of life for all in the community.

Article II: Names and Offices

Section 1: Name. The name of the corporation shall be The Coalition to Strengthen the Sheldon/Charter Oak Neighborhood, Inc. (CSS/CON).

Section 2: Principal Office. The principal office of the corporation shall be located in Hartford, Connecticut.

Section 3: Purposes. The purpose of the corporation is to improve and preserve the Sheldon/Charter Oak neighborhood through the cooperative efforts of residents and other stakeholders, including religious institutions, businesses, cultural services, and non-profit organizations. Further, the purpose is to improve the quality of life of residents and others by addressing the needs for employment, economic development, health care, quality education, opportunities for youth, decent and affordable housing, safety, cultural enrichment, beautification and other related issues. This corporation shall plan and implement neighborhood revitalization activities in accordance with the establishment of a neighborhood revitalization zone as specified in Public Act 95-340. It carries out development activities directly and through its subsidiaries and affiliates. It is not the purpose of this corporation to be affiliated with any political party, group, or organization.

Section 4: Neighborhood Definition. The Sheldon/Charter Oak neighborhood is defined as that area bounded by Main Street and Wethersfield Avenue on the west, by Sheldon Street on the north, by the Connecticut River on the east and by the southern periphery of Colt Park on the south.

Section 5: Fiscal Year. The fiscal year of this corporation shall be the calendar year.

Article III: Membership

Section 1: Members. Those qualified for membership in CSS/CON shall include residents of the Sheldon/Charter Oak neighborhood, owners of property located within the neighborhood, and individuals and representatives of business, cultural, educational and social service agencies and religious and citizen organizations located within and/or having a significant impact on the neighborhood. Members shall elect the Board of Directors annually (with the exception of the representative of the City of Hartford and the Hartford Housing Authority who appoint their respective representatives) and exercise such other rights as are set forth in Section 33-1000 et seq., the Connecticut Nonstock Corporation Act.

Section 2: Meetings of Members. Meetings of the corporation shall be held at such times and places and for such purposes as may be determined by the board of directors. The Annual Meeting shall be held in October, or such other month as the Board shall determine. In general, the Membership shall seek to meet four times a year. Members in good standing will be authorized to vote at any Membership meeting, but even individuals who are not Members qualified to vote will be welcome to attend any Meeting. Members' meetings may be held in conjunction with Board meetings, except for the Annual Meeting.

Section 3: Dues. Dues may be established from time to time by the board of directors.

Section 4: Qualifications. There shall be maintained by the Vice President or the executive director, if one is hired, a Membership List, which shall reflect the names and contact information of each member and his or her qualifications for membership. No individual shall be eligible to vote on any matter brought before the membership unless that person has attended three CSS/CON meetings, either Board, Membership, or Committee, in the preceding 12 months.

Article IV: Board of Directors

Section 1: General Powers. The business, property, and affairs of the corporation shall be managed by the board of directors. The board of directors has ultimate control of, and responsibility for, personnel and fiscal management of each program. The fees and program budgets shall be set by decision of the board of directors. The board of directors shall function as a neighborhood revitalization zone strategic planning committee in accordance with PA 95-340.

Section 2: Election, Numbers, and Term. The board of directors shall consist of not less than 15 nor more than 35 directors. The term of a director shall be three (3) years. There shall be staggered terms of office for Directors so that one-third of the directorship shall be up for election each year. Directors shall be elected by the membership at the Annual Meeting in even years. There is no prohibition on any existing director being reelected for subsequent terms. Directors shall reflect the composition of the neighborhood and include residents of the Sheldon/Charter Oak neighborhood, owners of property located within the neighborhood, and individuals and representatives of business, cultural, educational and social service agencies and religious and citizen organizations located within and/or having a significant impact on the neighborhood. At all times more than half of the directors shall personally reside in the Sheldon - Charter Oak neighborhood and at least five directors shall be tenants living in the neighborhood. It shall be a primary organizational goal that resident representatives come from throughout the neighborhood. Three persons may be at-large members who are interested in assisting CSS/CON further its mission but do not fit the categories above. The City of Hartford and the Hartford Housing Authority shall appoint their own representative.

Section 3: Vacancies. Vacancies in the board of directors shall be filled appointments made by the directors or the appropriate appointing authorities (City of Hartford, Hartford Housing Authority). Each person selected to fill a vacancy shall remain a director for the unexpired portion of the term. A position may be considered vacant when a representative has more than three consecutive unexcused absences or when a person is no longer affiliated with the entity she/he represents. The Board minutes shall at all times reflect which directors were present and which were not.

Section 4: Removal. The board of directors may remove any director, officer, or agent by a two-thirds vote of the entire board.

Section 5: Compensation. The board of directors shall serve without compensation except that the corporation may reimburse any director for necessary and reasonable expenses incurred in the

performance of the business of the corporation pursuant to the reimbursement policy and the conflict of interest policy adopted by the board.

Section 6: Execution of Papers. All deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Corporation shall be signed by two officers, or one officer and the executive director, if an executive director is hired. If an executive director is hired, withdrawals from financial accounts shall only need the signature of an officer if the payee is the executive director or if the amount is above the withdrawal limit set by the board.

Section 7: Regular Meetings. Meetings of the board of directors will be held regularly at such times and at such places within the state of Connecticut as the board of directors may from time to time designate and appoint and if held on the first Monday of the month, or the second Monday when the first Monday is a holiday, may be held without notice provided in advance.

Article V: Officers

Section 1: Officers. The officers of the Corporation, all of whom shall be Members of the corporation and members of the Board of Directors, shall be a president, a vice-president, a treasurer and such other officers as may be selected by the board of directors in accordance with the provisions of this article. The Board of Directors shall elect the president, vice president, and treasurer. The Board of Directors may elect or appoint such other officers as they deem necessary from time to time. Such officers will have the authority to perform the duties prescribed by the board of directors. Any two or more offices may be held by the same person, except the offices of president and treasurer. The offices of president and vice president shall be residents of the City of Hartford, shall have served as a Director for at least two (2) years, and at least one of the two shall be residents of Sheldon/Charter Oak.

Section 2: Election and Term of Office. The officers of the corporation shall be selected annually by vote of the Board of Directors at the first meeting following the Annual Meeting. Each officer shall hold office until a successor shall have been duly selected and shall have qualified.

Section 3: Removal. Any officer may be removed by a decision of the Board of Directors with or without cause. Removals shall occur at a special meeting called for such purpose or at a regular meeting provided that written notice of such proposed action has been given to each director at least seven days in advance of the meeting.

Section 4: Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by a decision by the board of directors for the unexpired portion of the term.

Section: 5 President. The president shall be the chair and-chief executive officer of the corporation, unless an executive director is hired, in which case the executive director may serve as the chief executive officer. The president shall preside over all meetings of the board and the executive committee. The president shall see that all orders and resolutions of the board are-carried into effect. The president shall be an *ex officio* member of all standing and special committees with full voting powers and shall have the general powers and duties of supervision and management usually vested in the office of the president of a corporation.

Section 6: Vice-President. The vice-president, in the absence of the president, shall perform the duties of that office. The vice-president shall keep, or cause to be kept, accurate records of all meetings of the board of directors and executive committee; shall issue, or cause to be issued, notices of meetings as

required under these by-laws or as required by the Connecticut Nonstock Corporation Act; shall keep, or cause to be kept, an accurate list of the Membership and the board of directors and of the place where they reside; and shall perform such other duties as shall be delegated by the president or by the board of directors.

Section 7: Treasurer. The treasurer shall, subject to the direction of the board of directors and under the supervision of the president, have general charge of the financial concerns of the corporation, and the care and custody of the funds and valuable papers of the corporation and shall have the power to endorse for deposit or collection all notes, checks, drafts and similar instruments, payable to the corporation or its order and to accept drafts on behalf of the corporation. The treasurer shall keep, or cause to be kept, accurate books of account, which shall be the property of the corporation, shall present accurate and timely financial reports to the Board of Directors and to the Membership on a regular basis and perform such other duties as shall be delegated by the president or by the board of directors. If required by the board of directors, the treasurer shall give bond for the faithful performance of his or her duty in such form, in such sum, and with such sureties as the board of directors shall require.

Article VI: Committees

Section 1: Executive Committee. There shall be an executive committee consisting of the president, vice-president, and treasurer of the corporation, the chair of each standing committee, and such additional directors as the board of directors may determine at the annual meeting. The executive committee shall be empowered to act on behalf of the board of directors at appropriate and necessary times. The executive committee may serve as the Nominating Committee to recruit and recommend candidates for election as directors and as officers.

The executive committee shall keep a record of its proceedings and shall report to the board of directors at the next regular or special meeting of the board of directors. The records of the executive committee's proceedings shall be open to the inspection of any director during business hours.

The executive committee shall meet as often as necessary to fulfill its duties and responsibilities as determined by the president, or shall be called by the president and vice president upon the written request of two members of the executive committee. Any director may attend a meeting of the executive committee.

Section 2: Finance Committee. The board of directors shall establish a Finance Committee that meets quarterly to review and report upon the finances of the organization, including developing and presenting a budget and reporting on the income and expenses of the organization on a regular basis. The Finance Committee shall be appointed by the board and consist of at least two members of the board, including the Treasurer.

Section 3: Development Committee. The board of directors shall establish a Development Committee that meets to consider and develop recommendations to the board regarding potential and ongoing development projects in, abutting, or with significant impact on the Sheldon/Charter Oak neighborhood. The Development Committee shall also oversee the development activities of the subsidiaries and affiliates of the Corporation.

Section 4: Quality of Life Committee. The board of directors shall establish a Quality of Life Committee that shall be concerned with issues of public safety, parks, and quality of life in the *CSS/CON* neighborhood, including working closely with all Community Policing and nuisance abatement efforts.

Section 5: Other Committees. The board of directors may from time to time create such other committees or task forces as may be deemed necessary or proper in carrying out the purposes of the corporation. Other committees may consist of at least one or more members of the Board of Directors. No director or member shall undertake any task or committee work in the name of *CSS/CON* without the knowledge and approval of the board of directors. Any committee which receives an assignment from the board has the responsibility to report all results to the board for the approval of the board.

Article VII: Meetings of the Corporation

Section 1: Annual Meetings. The Annual Meeting of the corporation shall be held in October, or such other month as the Board shall determine. The Annual Meeting shall be held at a place within the state of Connecticut as the board of directors shall designate. The purpose of the Annual Meeting is to elect directors and for the transaction of such other business as may properly be brought before the meeting.

Section 2: Special Meetings. Special meetings of the Membership, the board of directors and meetings of the executive committee may be called by the president at any time and shall be called by the president or the vice president upon the written request of two directors or two members of the executive committee.

Section 3: Notice. No notice is required for board meetings, which are held on the first Monday of each month or the second Monday if the first Monday is a holiday or for regular committee meetings. Notice of all regular Membership meetings and special meetings of the Membership or the board of directors shall be delivered to each Member or director at least four days in advance. Notice of the Annual Meeting is required at least ten days in advance of the Meeting.

Section 4: Quorum. At any meeting of the Membership, not less than 20 percent of the members shall constitute a quorum for the transaction of business. At any meeting of the board of directors, not less than one-third of those currently serving shall constitute a quorum for the transaction of business.

Section 5: Decision Making Process. The intent of this decision-making process is to foster consensus building among the varied neighborhood interests represented on the board of directors.

Decisions shall be made by a consensus of the directors present. A consensus shall be reached when no director states a formal objection to the action being considered. Any director who objects to an action must state the reason(s) for the objection on the record. In the event that three or more directors present concur in the objection, the matter shall be referred to a subcommittee of the board for further discussion at a later date. After hearing the results of subcommittee discussions, the board may reach a consensus by the vote of two thirds of the directors present. In the event that less than three directors concur in the objection, the board may reach consensus by the vote of two thirds of the directors present. A director may withdraw an objection at any meeting of the board or at any meeting of a subcommittee at which the objection is being discussed.

Section 6: Conflict of Interest. Each director shall have an equal opportunity to participate in all discussions and decision making except when a director may have a conflict of interest as determined by the conflict of interest policy (we need to adopt one) adopted by the Board.

Section 7: 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 VIII: Amendment

To amend these by-laws, discussion of proposed amendments must be on the agenda of a regular or duly called and noticed special meeting of the board of directors and the text of the proposed amendments must be distributed, discussed, and recommended for adoption at such board meeting.

Adoption of proposed bylaws amendments must be on the agenda of the subsequent regular or duly called and noticed special meeting of the board of directors. A two-thirds vote of a quorum of CSS/CON board of directors is required for adoption.

Article IX: Effective Dates

These by-laws shall take effect immediately upon approval.

Original Date: 1986

Revised Date: August, 1995

Revised Date: April, 1996

Revised Date: May, 1996

Revised Date: June, 1996

Revised Date: March 31, 1999

Revised Date: May 30, 2001

Revised Date: October 6, 2006

Revised Date: February 5, 2018