

BY-LAWS
OF
THE CONNECTICUT ASSOCIATION FOR COMMUNITY ACTION, INC.

ARTICLE ONE
NAME AND LEGAL STATUS

Section 1. **Name.** The name of the corporation shall be the Connecticut Association for Community Action, Inc. hereinafter referred to as the "Association" or "CAFCA."

Section 2. **Fiscal Year.** The fiscal year of the Association shall begin at the beginning of the first day of January and end at the close of the last day of the next succeeding December.

ARTICLE TWO
ACTIVITIES AND OBJECTIVES

PURPOSES

Section 1: Restatement. These bylaws amend and restate in their entirety the bylaws of CAFCA, as last amended on **December 8, 2006**.

Section 2: Purpose and Activities: The Association's purpose and activities shall be limited in all respects and at all times to those exclusively within the purview of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provisions of any future United States Internal Revenue Code governing nonprofit organizations by operating exclusively for the benefit of, performing the functions of, carrying out the purposes of, and upholding, promoting and furthering the welfare and activities of CAFCA. This will be accomplished by strengthening CT Community Action Agencies' capacity to reduce poverty in their communities.

Section 3: Mission. The mission of CAFCA, a network of Community Action Agencies, is to build communities, promote public policy and develop leaders to end poverty in Connecticut.

ARTICLE THREE

MEMBERSHIP

Section 1: Eligibility. Membership shall consist of and be limited to Connecticut Community Action Agencies, funded under Section 675 of the Omnibus Reconciliation Act of 1981, 42 U.S.C. 9901 ('Community Services Block Grant Act') and/or Connecticut General Statutes Title 17b, Chapter 319yy (Community Action Agencies.)

Section 2: Membership Dues. The Executive Committee shall propose to the Association a dues structure as needed, which requires approval by two-thirds vote of the full board. Dues shall be approved prior to the beginning of each fiscal year.

ARTICLE FOUR BOARD OF DIRECTORS

Section 1. Establishment. The Board of Directors shall consist of each CT Community Action Agency's Chief Professional Officer.

Section 2. Responsibilities: The directors shall manage the property, activities and affairs of CAFCA subject to the terms of the certificate of incorporation and these By-Laws. The Board of Directors shall be responsible to ensure the well-being of the Association by carrying out the duties of obedience, care and loyalty through:

- A. Appointment, supervision and if necessary, dismissal of the Executive Director, who shall report to the Board of Directors and be responsible to it;
- B. Selection of Board Officers
- C. Establishment of committees as necessary to deal effectively with the Association's functions;
- D. Approval of all personnel and program policies, the strategic plan, the annual operating plan and the annual budget;
- H. Assurance that proper fiscal systems and controls, as well as legal compliance systems, are in place;
- I. Timely Knowledge of:
 - 1. Core CAFCA functions
 - 2. All major actions taken by CAFCA

Section 3. Meetings

- A. Annual Meeting:** The Annual Meeting of the Board of Directors shall be held during the last quarter of the calendar year on a date determined by the Board of Directors. At least ten (10) days written notice of the annual meeting that specifies

the time, date and place of the meeting shall be given to each director. The Annual Meeting shall be for the purpose of electing officers and directors as necessary, and for the transaction of any such business as may properly come before the meeting.

- B. Regular Board Meetings:** Regular meetings of this Board of Directors shall be held on a specific day of the month at such time and place as may be designated by the Board of Directors. The Board shall meet at least six (6) times a year.

Section 4: Quorum. A quorum for all membership meetings shall consist of a majority of the voting members and shall be necessary to conduct the business of this Organization.

Section 5. Special Board Meetings. Special meetings of the Association may be called by the Chairperson or by any member with the written consent of 25% of the membership. Notices of such meeting shall be in writing and mailed to all members at least five (5) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom called, as well as the time, date and place of such meeting. No other business but that specified in the notice may be transacted at such special meeting without unanimous consent of all present at such meeting. The use of electronic communication to call for, or provide consent for, special meetings shall be permitted.

Section 6. Rules of Conduct. The order of business may be altered or suspended at any regular meeting by a majority vote of the members present. All meetings of the membership of the Association shall be in accordance with Roberts Rules of Order (revised edition) when not in conflict with these Bylaws.

Section 7. Voting. On all matters brought before the Board, each member of the Board of Directors shall have one (1) vote. At any meeting of the Board of Directors, no proxy voting shall be allowed.

Section 8. Agenda and Minutes. The Board of Directors shall establish the agenda for meetings of the Association at which written minutes shall be kept. The minutes of each meeting shall be distributed to all Directors.

Section 9. Compensation. No Board member shall be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent any Board member from receiving reimbursement for expenses incurred in connection with their duties as a Board member.

Section 10. Transaction of Business without Meeting; Irregular Meetings. Any corporate action which can be authorized at a meeting of the board of directors or of any committee of directors (as described in Articles V and VII of these By Laws) may be taken without a meeting, as long as all the members of the

committee consent in writing to the action before or after the action is taken. The secretary of CAFCA or his/her designee shall file these consents with the minutes of the meetings of the board of directors.

ARTICLE FIVE

OFFICERS

Section 1. Eligibility. The Officers of the Association must be members of the Board of Directors

Section 2. Officers: The Officers of the Organization shall be as follows:

Chair
Vice Chair
2nd Vice Chair
Secretary
Treasurer

Section 3. Terms: Terms of Office of all Officers shall be two years. Officers shall assume the responsibilities of their position on January 1 following their election.

Section 4. Chair: The Chair shall preside at all membership meetings. S/he shall name the members and Chairpersons of all Committees and shall appoint such special committees as s/he sees fit to make studies, reports or recommendations for and to the Board.

Section 5. Vice-Chair: The Vice Chair shall, in the event of the absence of the Chair, have the duties and responsibilities of the Chair as stated in Article VI, Section 3. The Vice Chair shall assume other duties as delegated by the Chair.

Section 6. 2nd Vice-Chair: The 2nd Vice Chair shall, in the absence the Chair *and* the Vice-Chair, have the duties and responsibilities of the Chair as stated in Article VI, Section 3; and shall in the absence of the Vice-Chair, have the duties and responsibilities of the Vice-Chair. The 2nd Vice Chair shall assume other duties as delegated by the Chair.

Section 7. Secretary: The Secretary or her/his designee, shall be responsible for the records of the Association, written minutes of directors meetings and keeping a current roll of the members.

Section 8. Treasurer: The Treasurer shall be responsible for the oversight of the accounting of funds of the Association and provide an annual financial report as stipulated by the Board of Directors.

Section 9. Vacancy. Should an office become vacant, the Board of Directors shall elect at its next regular meeting a member of the Board of Directors to fill the vacancy and complete the officers unexpired term. When the remaining term of a vacated office is greater than twelve (12) months, the elected replacement shall be

considered as having served a full term with respect to the limitations set forth in Section 2 of this Article.

Section 10. Removal. Any officer may be removed from office for cause by a two-thirds (2/3) vote of the members.

ARTICLE SIX COMMITTEES

Section 1. Executive Committee: There shall be an executive committee composed of all the officers of the Board and the immediate past chair.

The Executive Committee:

A. Is empowered to act on behalf of the Association between meetings and shall exercise as allowed by law all of the powers and responsibilities of the Board of Directors and shall report all of its decisions to the full board at the board's next regularly scheduled meeting.

B. Shall convene any time that the needs of CAFCA require a Board of Directors meeting and a timely Regular or Special Board of Directors meeting cannot be convened; or in those months that a Regular Board meeting is not scheduled. Meetings of the Executive Committee shall be held at the pleasure of the Chair.

C. Shall conduct an annual evaluation of the Executive Director.

Section 2. The Nominating Committee shall consist of at least three members of the Board of Directors to be elected by the Board. Election of members of the Nominating Committee shall take place two (2) months prior to the annual meeting at which an election is scheduled to occur. Nominating Committee members shall serve until the annual meeting. The Nominating Committee shall elect its own Chairman. The duties of the Nominating Committee shall be to at least one month prior to each Annual Meeting nominate a CAFCA Chair, Vice Chair, 2nd Vice Chair, Secretary, and a Treasurer.

Section 3. Ad Hoc Committees: In addition to the standing committees, the board of directors may from time-to-time form such *ad hoc* committees as it believes are necessary and prudent for the management of the business and affairs of CAFCA.

Section 4. Notification: As specified in Robert's Rules of Order, no committee shall meet without proper notification of all members of that committee.

Section 5: Quorum: A majority of the members of any committee shall constitute a quorum.

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ARTICLE SEVEN

INTERNAL REGULATIONS

Section 1: Compliance with Law. No part of the net earnings of the Association shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered for and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. The Association shall not carry on any other activities not permitted to be carried on, a) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 as amended (or the corresponding provision of any future United States Internal Revenue Law) or, b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 as amended (or corresponding provision of any future United States Internal Revenue Law).

Section 2: Dissolution. Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purpose of the Association, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organizations under Section 501 (c) (3) or the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such asset not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Association is then located, to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for the purpose of this Association or to such organization or organizations organized and operated for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law.)

ARTICLE EIGHT

AMMENDMENTS

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than two-thirds of the members or alternates present at a regular meeting. upon notification in writing and a copy of the proposed changes being sent to the members at least ten (10) days prior to the meeting at which they are to be voted upon.