



WECA
WEST END CIVIC ASSOCIATION

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WEST END CIVIC ASSOCIATIONBY- LAWS

Revision aAdopted by Executive Board, Membership June 8,
2004xx, 20xx

Article I: Name

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

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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 Association shall also be the Problem Solving Committee for the West End, and the Executive Board shall be the Neighborhood Revitalization Zone Committee for the West End. The West End is defined as that geographicalarea 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 Executive Board may modify these boundaries for purposes of the Neighborhood Revitalization Zone Act.

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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 Executive Board ("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.

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ARTICLE III OFFICES

The principal office of the Association shall be located in the West End or at such place as the Executive Board 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 III: 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.

2. Business & Institutional: Any individual, partnership, corporation, institution or company not eligible under Article III, 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.

3. 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.

4. A list of all members and their membership categories shall be kept by the chair of the Membership Committee or other Board member 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.

Article IV: Governing Body and Committees

A. Governing Body

1. The Governing Body shall be the Executive Board ("Board") which shall have the authority to recommend policy, plan meetings, hold special meetings, delegate authority to officers, staff and committees, authorize disbursements from the treasury not to exceed amounts on hand or expected, award grants 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, who reside in the West End, with voting rights, on the Executive Board. The Executive Board shall consist of the following voting members: the officers of the Association, at large members, chairs of standing committees (if a committee has

Commented [RP1]: Under what circumstances, if any, can a non-resident be a voting member of the Board? For example, can a non-resident fill an NRZ-required slot (e.g., a landlord) or be a Board member as a representative of a business or institution in the West End? I don't disagree with David's recommendation that all Board members must be West End residents, but I think that the Committee should make an explicit decision on this matter.

Commented [JB2R1]: My recommendation is not to allow a non resident to be a voting member of the board.

Commented [RP3]: In general, this draft uses the word "member" to refer to members of WECA and the word "director" to refer to members of the Executive Board. In this article, however, the persons on the Board are called "members." I don't think that consistency is necessary, but we may want to substitute "directors" for "members" in reference to persons on the Board.

co-chairs, one shall be designated by the Board as a voting member), 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 economic, ethnic and demographic diversity.

2.3. Terms of office: Officers and at-large directors shall serve from the time of their election at an annual meeting until the next annual meeting. Committee chairs shall serve from time of appointment by the Board until the next annual meeting.

3.4. The Executive Board may invite a community organization, defined as a 501c3 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.

4.5. The Executive 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.

5.6. 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.

6.7. For voting members of the Executive Board, absentee voting is allowed only on specific motions that have been circulated in advance of the meeting at which the vote is held, and only when the absentee's vote has been conveyed in advance to one of the officers. Blanket proxies are not permitted. If a sector representative is absent, the alternative representative for that sector shall have voting rights; if no alternate is present, the absent representative's absentee vote, if any, shall be counted.

7.8. As the Neighborhood Revitalization Zone Committee, the membership of the Executive 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 Executive Board does not satisfy such requirements, the Executive Board may add additional members, with voting rights, so as to satisfy such requirements.

8.9. Vacancies existing among the elected officers, except the office of the President, shall be filled by the Executive 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.

Commented [RP4]: I would keep 30 rather than 25 as the maximum. Nothing in the bylaws requires that 30 slots be filled, but I think that there are times when there may be people we want that we can't fit in at 25. The Nominating Committee this year excluded at least one person it would have liked to include to stay within 30 and, at 25, would have had to either reduce new faces or force people off the board who wanted to stay.

Commented [JB5R4]:

Commented [RP6]: A slight wording change (in capital letters) is proposed.

Commented [JB7R6]:

9.10. Executive 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 Executive Board.

11. All Executive Board activities shall be subject to regular reports to the Association membership.

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

B. Committees

1. The Executive Board may create one or more 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 at the discretion of the President and approved by the Board at a regularly scheduled meeting. Persons ~~Board~~ 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 and fill standing committees, the board may create one or more additional ad hoc or event committees. These committees may include non-board members. Association shall maintain, as required, standing and ad hoc committees to deal with problems of concern and importance to the West End.

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2. The President, with approval of the Executive Board, shall appoint and may remove all committee chairs.

3. Committees may receive annual appropriations from the Executive Board for their activities, based on an annual budget and project plan approved by the Board.

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4. Authority of Committees. 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.

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2-5. There shall be an 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 Association between board meetings. 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 the Association.

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3-6. Any member of the Association may become a member of a committee 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 Executive Board, members of the committee.

C. Delegates

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

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▲ **Article V: Officers and their Terms and Duties**

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▲ A. The officers consist of a President, up to two Vice Presidents, Secretary, and Treasurer. The term of each office shall run for one year from their election or until such later date

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B. The duties of the officer shall be as follows:

1. The president shall preside at each meeting of the members and of the Executive 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 Executive 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
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The
President shall be responsible for the coordination of staff functions for the
Association with the advice and consent of the Executive Board.
2. In the absence of the board president or in the event of his or her inability or In the absence of the board president or in the event of his or her inability or 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 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 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.
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 board 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. 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 Board 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. Resignation. Any Board member may resign at any time by delivering written notice to the Executive Board, its 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 VI: Meetings and Quorum

A. Meetings

1. Regular meetings of the members shall be held a minimum of quarterly or on an as needed basis in excess of that number determined by the Executive 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 VII.

3. Special Meetings. Special meetings of the members may be called at any time by the President or by the Executive 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 Executive Board shall meet monthly on call by the President except in July and August. Special meetings of the Executive Board may be called by the President or on the request of three members of the Executive Board to the Secretary.

2.5. Participation in Meeting by Teleconference, Virtual or Other Means. 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.

B. Quorum

1. One-third of the Board membership will constitute a quorum at an Executive Board meeting.

1.2. The 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.

Commented [RP8]: Are we OK with saying that no minimum attendance is required for a membership meeting?

Commented [JB9R8]:

Article VII: Elections

A. Nominating Committee

Prior to the annual election meeting, the President with approval of the Executive Board shall appoint at least 3 members of the Association to serve on a Nominating Committee. The committee shall nominate candidates for the officer positions and at-large directorships AND MAY NOMINATE CANDIDATES FOR SECTOR REPRESENTATIVES AND ALTERNATES

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A. 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.~~

Commented [RP10]: We never know who from a sector will show up at the annual meeting, and on-the-spot drafting of whoever is there is not the best way to get a sector rep. I think it was actually very helpful this year that the Nominating Committee searched, and in most cases found, sector reps and alternates, many of whom were new to the board. Nothing prevents sector residents who come to the annual meeting from electing someone else as a rep or alternate, but having the Nominating Committee find a candidate is a real benefit. The bylaws should either require, or at least permit, the Nominating Committee to nominate sector reps and alternates.

Commented [JB11R10]: I left this as is.

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A. Consensus Building Decision Making

~~The Executive Board shall follow a process for consensus building decision making. Before voting on any issue on which there is a difference of opinion, the Executive 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 appoint a sub-committee which shall meet separately to make recommendations on the action and present those recommendations to the Executive Board but not later than the next meeting of the Executive Board. The Board may act by majority vote.~~

B. Sector Representatives

1. At the annual meeting, members of each sector 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.
2. The term of office of each sector representative shall run for one year from the time of election, or until such later date, as a successor has been qualified.

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C. Voting

~~Voting for officers shall be by secret ballot.~~ 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 VIII: 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 Executive Board.
- B. The Association Corporation 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.

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Article IX: 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. An amendment to these By-Laws may be proposed by Resolution of the Executive Board or by petition of ten percent of the members of the Association filed with the Secretary. Amendments shall take effect immediately upon adoption unless otherwise provided.

Commented [RP12]: Amendments are usually the last section of the bylaws. I think that Articles IX and X should trade places.

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Article X: Consensus Building Decision Making

The Executive Board shall follow a process for consensus building decision making. Before voting on any issue on which there is a difference of opinion, the Executive 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 Executive Board but not later than the next meeting of the Executive Board. The Board may act by majority vote.

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A. An amendment proposed by Resolution or petition as provided shall be presented to the membership in full in the notice of the next regular meeting of the Association, provided a copy of the proposed amendment shall be filed with the Secretary at least three weeks prior to that meeting. Notice of the amendment shall be repeated in full or in summary form in any subsequent meeting notice until final action is taken.

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B. An amendment shall be adopted only if it is approved by a majority of the members present and voting at the next regular membership meeting.

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Article X: Voting

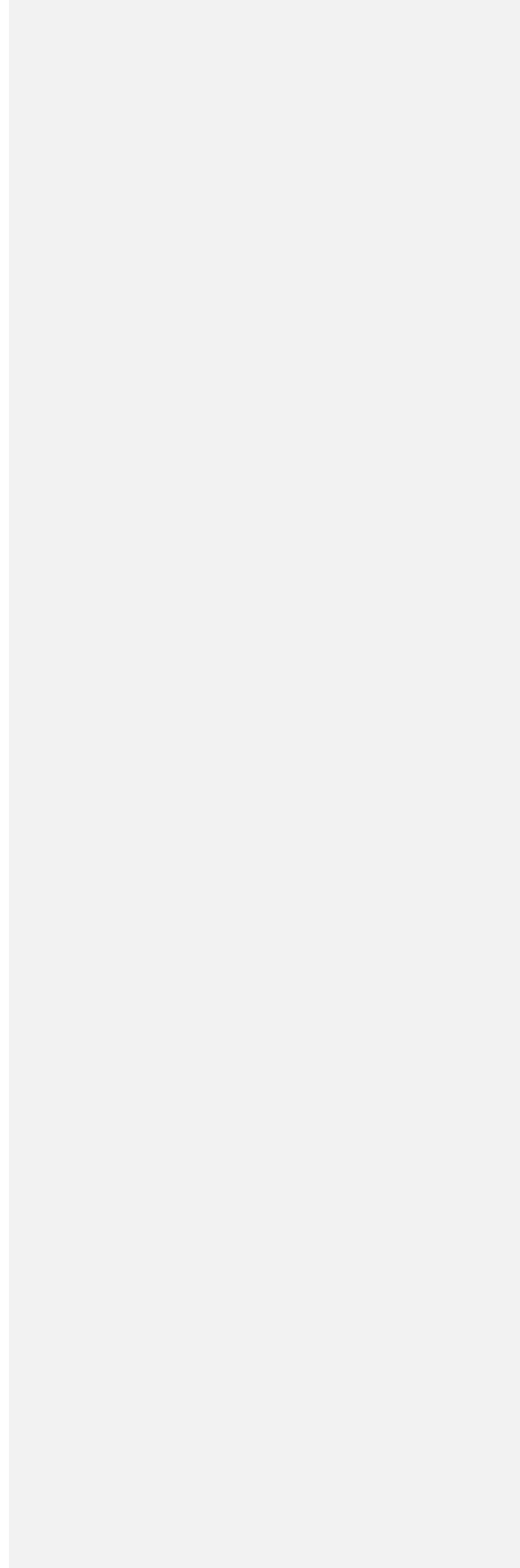
A. Eligibility

The members eligible to vote at any meeting shall be those who became members no later than one month prior to the meeting.

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B. Approval of Matters



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.

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