

**BYLAWS
OF
CONNECTICUT ASSOCIATION FOR COMMUNITY ACTION, INC.**

Adopted [January 16], 2014.

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BYLAWS
OF
CONNECTICUT ASSOCIATION FOR COMMUNITY ACTION, INC.

ARTICLE I
General

These Bylaws are intended to supplement and implement applicable provisions of law and of the Certificate of Incorporation (the “*Certificate of Incorporation*”) of the Connecticut Association for Community Action, Inc. (the “*Corporation*”).

ARTICLE II
Mission

The mission of the Corporation is to strengthen the capacity of its members to empower people in need and improve the communities in which they live.

ARTICLE III
Offices

The principal office of the Corporation shall be located within or without the State of Connecticut, at such place as the Board of Directors shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board of Directors may designate. The Corporation shall continuously maintain within the State of Connecticut a registered office at such place as may be designated by the Board of Directors.

ARTICLE IV
Membership

The Corporation’s members will be the federally designated Connecticut CAAs.

ARTICLE V
Board of Directors

Section 5.1 *Power of Board and Qualification of Directors.* All corporate powers shall be exercised by or under the authority of, and the activities, properties and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

The Directors shall manage the property, activities and affairs of the Corporation subject to the terms of the certificate of incorporation and these Bylaws. The Board of Directors shall be responsible to ensure the well-being of the Corporation 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 Corporation's functions;
- d.* Approval of all personnel and program policies, the strategic plan, the annual operating plan and the annual budget; and,
- e.* Assurance that proper fiscal systems and controls, as well as legal compliance systems, are in place.

Section 5.2 ***Number of Directors.*** The number of Directors constituting the entire Board of Directors shall be not fewer than seven (7) or more than fifteen (15). The number of Directors constituting the Board of Directors shall be the number prescribed by the Directors within the foregoing range or, if no such number has been prescribed, the number shall be those Directors elected at the last annual meeting of the Board of Directors of the Corporation. The number of Directors may be increased or decreased by action of the Board of Directors.

Section 5.3 ***Election and Term of Directors.*** As provided in the Certificate of Incorporation, the initial Directors shall be appointed by the Incorporators. Thereafter, at each annual meeting of the Board of Directors, the Board of Directors shall elect Directors, as defined by the current Directors.

Section 5.4 ***Removal of Directors.*** 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 the affirmative vote of at least two-thirds (2/3) of the Directors of the Corporation. A Director may be removed only at a meeting where the stated purpose or one of the purposes, of the meeting is the removal of the Director.

Section 5.5 ***Resignation.*** Any Director may resign at any time by delivering written notice to the Board of Directors, its Chairman (if any), or the Secretary of the Corporation. Such resignation shall take effect when such notice is so delivered unless the notice specifies a later effective date.

Section 5.6 ***Newly-Created Directorships and Vacancies.*** Newly-created directorships, resulting from an increase in the number of Directors, and vacancies occurring in the Board of Directors for any reason, may be filled by the vote of a majority of the Directors in office. A Director elected to fill a vacancy shall hold office until the next annual meeting of the Board of Directors or until his or her successor is elected and qualified.

Section 5.7 ***Meetings of the Board of Directors.*** An annual meeting of the Board of Directors shall be held each fiscal year at such time and place as shall be fixed

by the Board, for the election of Directors and officers and for the transaction of such other business as may properly come before the meeting. Regular meetings of the Board of Directors shall be held at least four times a year. Special meetings of the Board of Directors may be called at any time by the Chairman of the Board (if any), the President or a majority of the Directors.

Regular and special meetings of the Board of Directors may be held at any place in the State of Connecticut, unless otherwise agreed to by consent of the Directors. Regular meetings of the Board may be held with a minimum of five days notice of the date, time, place, or purpose of the meeting, except that, unless stated in the written notice of the meeting, no bylaw may be brought up for adoption, amendment or repeal.

Notice of each special meeting of the Board shall include the date, time and place of the meeting and shall be given personally, by telephone, telegraph, teletype or other form of wire or wireless communication, or by mail or private carrier not less than two (2) days before the date of the meeting and shall state the purpose or purposes for which the meeting is called.

Section 5.8 ***Quorum of Directors and Voting.*** Unless a greater proportion is required by law or by the Certificate of Incorporation or these Bylaws, a majority of the number of Directors prescribed in accordance with Section 5.2 shall constitute a quorum for the transaction of business or of any particular business; and, except as otherwise provided by law or by the Certificate of Incorporation or these Bylaws, the vote of a majority of the Directors present at the meeting at the time of such vote, if a quorum is then present, shall be the act of the Board.

Section 5.9 ***Action without a Meeting.*** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board. 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 corporate records reflecting the action taken. Action taken under this Section 5.9 is the act of the Board of Directors when one or more consents signed by all the Directors are delivered to the Corporation. 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 Corporation prior to delivery to the Corporation of unrevoked written consents signed by all the Directors. Voting by proxy is not permitted.

Section 5.10 ***Meetings by Conference Telephone.*** Any one or more members of the Board of Directors may participate in any meeting of the Board by, or conduct the meeting through the use of, any means of conference telephone or similar communications equipment by which all Directors participating in the meeting may simultaneously hear each other during the meeting. A Director participating in a meeting by such means is deemed to be present in person at the meeting.

Section 5.11 ***Compensation of Directors.*** The Corporation shall not pay any compensation to Directors for services rendered to the Corporation, except that Directors

may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by, or in accordance with policies approved by, a majority of the entire Board. Notwithstanding any provisions of these Bylaws or the Certificate of Incorporation, the Corporation shall not pay compensation to any government official.

ARTICLE VI *Committees*

Section 6.1 ***Executive Committee.*** The officers of the Board of Directors, and the immediate past Chair as long he or she completed his or her term of service, shall constitute the Executive Committee. The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the business of the Corporation between the meetings of the Board.

Section 6.2 ***Other Committees.*** The Chair of the Board of Directors may create one or more committees (other than the Executive Committee) and appoint one or more members of the Board to serve on them. No committee (other than the Executive Committee) may exercise the power of the Board. The Chair of the Board of Directors may appoint one or more Directors as alternate Directors to replace any absent or disqualified Director during the Director's absence or disqualification.

Section 6.3 ***Committee Rules.*** Sections 5.7, 5.8, 5.9 and 5.10 of these Bylaws, which govern meetings, action without meetings, participation in meetings by conference telephone, notice and waiver of notice, and quorum and voting requirements of the Board of Directors, apply to committees and their members as well.

Section 6.4 ***Service on Committees.*** Each committee of the Board shall serve at the pleasure of the Board. The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a Director with the standards of conduct described in Section 33-1104 of the Connecticut Revised Nonstock Corporation Act.

ARTICLE VII *Officers, Agents and Employees*

Section 7.1 ***Officers; Eligibility.*** The Board of Directors shall elect a Chairperson, Vice-Chairperson, 2nd Vice Chairperson, Secretary, Treasurer, and such other officers as determined by the Board of Directors. The same individual may not simultaneously hold more than one office. Any officer may serve simultaneously as a Director of the Corporation.

Section 7.2 ***Term of Office and Removal.*** Each officer shall hold office for the term for which he or she is appointed and until his or her successor has been appointed and qualified. All officers shall be appointed at the annual meeting of the Board of Directors or at any other meeting of the Board as the Board may determine. Any officer may be removed by the Board of Directors at any time with or without cause

at a meeting at which such a vote is on the agenda and by a two-thirds (2/3) vote of the current Directors. Re-election or appointment of an officer shall not of itself create any contract rights in the officer or the Corporation.

Section 7.3 ***Resignation.*** Any officer may resign at any time by delivering written notice to the Corporation. Unless the written notice specifies a later effective time, the resignation shall be effective when the notice is delivered to the Board of Directors, its Chairman (if any), or the Secretary of the Corporation.

Section 7.4 ***Powers and Duties of Officers.***

a. Chair. The Chair shall preside at each meeting of the Directors and shall have such powers and duties as usually pertain to the office of the Chair 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 of Directors, or by law. In general, the Chair shall consult with and advise the Executive Director, if any, with respect to the achievement of the mission of the Corporation. If there is no Executive Director, the Chair shall assume the duties of the Executive Director.

b. Vice-Chair. In the absence of the Chair or in the event of his or her inability or refusal to act, the Vice-Chair shall perform the duties of the Chair and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. If there is more than one Vice-Chair, the Board of Directors shall determine which of them shall so perform the duties of the Chair under such circumstances. The Vice-Chair shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe by standing or special resolution, or as the Chair may from time to time provide, subject to the powers and the supervision of the Board of Directors.

c. 2nd Vice Chair: The 2nd Vice Chair shall, in the absence of the Chair and the Vice Chair, have the duties and responsibilities of the Chair as stated in this Article; 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.

d. Secretary. The Secretary should ensure that the minutes of all meetings of the Board of Directors are prepared and maintained and authenticate and maintain the records of the Corporation, and shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and, in general, shall perform all duties customary to the office of Secretary. The Secretary shall have custody of the corporate seal of the Corporation, and he or she shall have authority to affix the same to any instrument requiring it, and, when so affixed, it may be attested by his or her signature. The Board of Directors may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his or her signature.

e. Treasurer. The Treasurer shall ensure regular, accurate financial reports are presented, that an annual agency audit is conducted accurately and communicated to the board in a timely fashion, and serve as a member of the Executive Committee.

Section 7.5. *Agents and Employees.*

a. *Executive Director.* The Executive Director shall serve at the pleasure of the Board of Directors. Notwithstanding the foregoing, the Executive Director shall not be a member of the Board of Directors. The Executive Director shall be the chief executive officer of the Corporation and shall have general supervision over the business of the Corporation, subject to the control of the Board of Directors. The Executive Director shall see that all orders and resolutions of the Board of Directors are carried into effect. In general, the Executive Director shall perform 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 of Directors or by law. The compensation and terms of employment of the Executive Director shall be determined at least annually by the Board of Directors. The Board will meet in executive session to evaluate the Executive Director's performance and decide upon the annual salary of the Executive Director. If there is no Executive Director, the Chair shall assume the duties, but not the compensation, of the Executive Director.

b. The Executive Director may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Executive Director. The Executive Director may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

ARTICLE VIII

Directors' Conflicting Interest Transactions

The Corporation shall adopt policies and procedures to assure that any potential "Directors' Conflicting Interest Transactions," as that term is defined in Section 33-1127 of the Connecticut General Statutes, or any potential "Excess Benefit Transaction" involving a "Disqualified Person," (including a director or officer of the Corporation) as those terms are defined in Section 4958 of the Internal Revenue Code, shall only be undertaken after the requisite disclosure, determinations and voting by Directors of the Corporation as provided in Sections 33-1129 of the Connecticut General Statutes and under any relevant regulations of the Internal Revenue Service. The procedures shall prohibit violation of the above state and federal statutes and regulations.

ARTICLE IX

Miscellaneous

Section 9.1 *Fiscal Year.* The fiscal year of the Corporation shall be the calendar year.

Section 9.2 *Checks, Notes and Contracts.* The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other

evidences of indebtedness; to enter into contracts; or, to execute and deliver other documents and instruments.

Section 9.3 ***Books and Records.*** The Corporation shall keep at its office correct and complete books and records of the accounts, activities and transactions of the Corporation, the minutes of the proceedings of the Board of Directors and any committee of the Corporation, and a current list of the Directors and officers of the Corporation and their business addresses. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 9.4 ***Amendments to Bylaws.*** Subject to the notice requirements of Section 5.7, the Bylaws of the Corporation may be adopted, amended or repealed in whole or in part by the affirmative vote of a two-thirds (2/3) of the Directors present at a meeting of the Board of Directors at which a quorum is present.

Section 9.5 ***References.*** Reference in these Bylaws to a provision of the Internal Revenue Code is to such provision of the Internal Revenue Code of 1986, as amended, or the corresponding provision(s) of any subsequent federal income tax law. Reference in these Bylaws to a provision of the Connecticut General Statutes or any provision of Connecticut law set forth in such statutes is to such provision of the General Statutes of Connecticut, Revision of 1958, as amended, or the corresponding provision(s) of any subsequent Connecticut law. Reference in these Bylaws to a provision of the Connecticut Revised Nonstock Corporation Act is to such provision of the Connecticut Revised Nonstock Corporation Act, as amended, or the corresponding.