

BYLAWS

WestCOG Foundation, Inc.

Article 1: Definitions

- A. Name. The name of the corporation shall be the WestCOG Foundation, Inc. (hereinafter the “Corporation”).
- B. “Eligible Member” shall mean any Chief Elected Official of a municipality within the Region, who has become a Member of the of the Corporation in accordance with these Bylaws and the Executive Director of the Corporation.
- C. “Director” shall mean a member of the Board of Directors of the Corporation.
- D. “Region” shall mean the Connecticut municipalities Bethel, Bridgewater, Brookfield, Danbury, Darien, Greenwich, New Canaan, New Fairfield, New Milford, Newtown, Norwalk, Redding, Ridgefield, Sherman, Stamford, Weston, Westport, and Wilton.

Article 2: Board of Directors

- A. Eligibility. All Eligible Members may obtain and retain Membership in the Board of Directors of the Corporation, for as long as they qualify under the definition of an Eligible Member.
- B. Membership. To become a Director of the Corporation, an Eligible Member shall confirm his or her intent to become a Director to the universe of Eligible Members and Directors of the Corporation. Each Eligible Member’s tenure as a Director of the Corporation shall continue until either said Member a) no longer qualifies as an Eligible Member or b) withdraws from the Board of Directors.
- C. Withdrawal. An Eligible Member may withdraw from the Board of Directors by formally confirming his or her intent to do so to the Chair of the Corporation.
- D. Operations. The activities and affairs of the Corporation shall be managed by its Directors.

Article 3: Executive Committee

- A. Establishment. An Executive Committee shall be drawn from the Directors of the Corporation. The Incorporator shall appoint the initial constituents of the Executive Committee.
- B. Title and Terms. The Executive Committee shall include the offices of Chairperson, Vice Chairperson, Secretary, and Treasurer (“Officers”), who shall be elected annually by a simple majority vote of the Board of Directors and shall serve in their office until their successors have been elected.
- C. Vacancies. In the event a vacancy occurs in any office during the year, a successor shall be elected by the Board of Directors to serve the unexpired term.
- D. Chairperson. The Chairperson of the Council shall be a duly elected Director. The Chairperson shall prepare meeting agendas and preside at all meetings of the Corporation, and in his or her absence, the Vice Chairperson will preside, and in the absence of the Chairperson and Vice Chairperson, a Director designated by the Chairperson shall preside.

- E.** When so duly authorized by the Corporation, the Chairperson, the Vice Chairperson, or the Executive Director may sign contracts in the name of the Corporation. The Chairperson shall be an ex-officio representative on all commissions and committees.
- F.** The Chairperson may call special meetings of the Corporation as specified in Article 4: Meetings.
- G.** Vice Chairperson. At the request of the Chairperson or in the absence of the Chairperson, or should the Chairperson become incapacitated, the Vice Chairperson shall assume the powers and duties of the Chairperson. The Vice Chairperson shall have such other powers and perform such other duties as may be assigned to the Vice Chairperson by the Corporation.
- H.** Secretary. The Secretary shall have the responsibility of verifying of and keeping minutes of the meetings of the Corporation and the Executive Committee as drafted by the staff of the Corporation. The Secretary shall see that all meeting notices are duly given in accordance with the provisions of the Bylaws and as required by law.
- I.** Treasurer. The Treasurer, who shall be bonded in the amounts deemed necessary by the Corporation, shall receive all money, property and securities of the Corporation delivered to the Corporation.

Article 4: Meetings

- A.** Regular Meetings. Regular meetings of the Corporation, of which at least one shall be held annually, shall be held at such times and places as may be established by the Corporation. Each Director shall be notified of a regular meeting at least seven (7) days before the meeting date. The notices shall include the place and time of the meeting and an agenda for the meeting.
- B.** Special Meetings. Special meetings of the Corporation shall be held by call of the Chairperson or by petition to the Secretary of the Corporation from at least one-third of the Directors of the Corporation. Each Director shall be sent notice of a special meeting at least three (3) days before the meeting date.
- C.** Voting List: The Directors of the Corporation shall fix a Record Date no more than thirty (30) days in advance of any meeting of the Corporation, as provided for in this article. If no Record Date is fixed, the date on which the meeting is noticed shall be fixed as the Record Date. The Record Date is effective as of the close of business on such date. All persons serving as Directors of the Corporation as of the Record Date shall be enumerated, and at that time a Voting List of their names and qualification to be a Member of the Corporation shall be compiled. These persons shall be entitled to vote at the meeting for which the respective Voting List was prepared; if such list is not included with the notice of the meeting, it shall be provided to the Directors at said meeting.
- D.** Quorum. A majority of the persons on the respective Voting List for a meeting of the Corporation, or of the membership of a committee as of its meeting, shall constitute a quorum. All meetings of the Corporation or committees shall be conducted in accordance with the most recent issue of Roberts Rules of Order, except as for provided by these Bylaws.
- E.** Action of the Corporation. Except for routine and administrative matters, only items included on the agenda shall be acted on at a meeting, except by the approval of two-thirds of the Directors present and constituting a quorum. Each Director shall be entitled to one vote at meetings of the Corporation. Except as otherwise provided, action of the Corporation shall require an affirmative vote of a majority of the Directors of the Corporation present, voting, and constituting a quorum.

Article 5: Committees

At any time, the Corporation may establish, modify, and disestablish standing, special and advisory committees as it deems appropriate.

Article 6: Fiscal Management

- A.** Fiscal Year. The fiscal year of the Corporation for purposes of work program development, budgeting, accounting, auditing and fiscal reporting shall commence July 1.
- B.** Funds and Contributions. Funds and contributions may be received by the Corporation for its own use from any public, non-profit, or private source deemed acceptable by a majority vote of the Corporation.
- C.** Signing Authority. The Executive Director may apply for funding on behalf of the Corporation. In order to accept funding, the approval of the Board of Directors shall be required.
- D.** The Chairman, Vice Chairman, Treasurer and Executive Director shall be the authorized signers on all bank accounts for the expenditure of Agency funds. Expenditures shall be made by check after approval vouchers are signed by any two (2) of the authorized signers of funds.

Article 7: Agreements

The Corporation may enter into agreements with public, non-profit, and private organizations for purposes it deems appropriate.

Article 8: Bylaw Amendment

Notice of any proposed amendment shall be sent to all Directors of the Corporation. Any proposed amendment to these Bylaws shall first be submitted to a regular or special meeting of the Corporation for consideration and only then, if preliminarily approved, placed on the agenda of the next succeeding regular or special meeting of the Corporation for formal adoption. These Bylaws may be amended by a vote of a two-thirds vote of the Directors of the Corporation at a regular or special meeting of the Corporation.