

**AMENDED AND RESTATED**  
**BYLAWS OF**  
**CAPITOL REGION COUNCIL OF GOVERNMENTS FOUNDATION, INC.**

**ARTICLE 1**  
**NAME AND PRINCIPAL OFFICE**  
**OF THE CORPORATION**

1.1 **Name:** The name of the corporation is **Capitol Region Council of Governments Foundation, Inc.** (hereinafter the “Corporation”).

1.2 **Principal Office:** The principal office of the Corporation shall be located at 241 Main Street, 4<sup>th</sup> Floor, Hartford, Connecticut 06106, or at such other location(s) as established by the Board of Directors from time to time.

**ARTICLE 2**  
**MEMBERS**

2.1 **Members:** The Corporation shall have two (2) classes of members: CRCOG Members and General Members. CRCOG Membership shall be open to those members of the Capitol Region Council of Governments, a Connecticut regional council of governments. General Membership shall be open to persons not affiliated with the Capitol Region Council of Governments. At all times there shall be at least three (3) persons serving as General Members. All Members regardless of class shall be entitled to vote on any amendments to the Certificate of Incorporation and the Bylaws of the Corporation, as provided for herein as the same may be amended from time to time.

2.2 **Place of Meetings:** Annual and special meetings of the Members shall be held at the principal office of the Corporation or at such other place within or without the State of Connecticut, as may be determined by the Board of Directors and designated in the notice of the meeting. A waiver of notice signed by all Members entitled to vote at a meeting may designate any other place as the place for holding such meeting.

2.3 **Annual Meeting:** The annual meeting for the transaction of business of the Members as may come before the meeting, shall be held in the month of June or as determined by the Board of Directors in each year, on a date and at a time and place determined by the Board of Directors.

2.4 **Special Meetings:** Special meetings of the Members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or the Board of Directors. The President, upon written request of the holders of not less than a majority of all the Members entitled to vote, shall call a special meeting of the Members for the purposes specified in such request. If the President does not within fifteen (15) days after the receipt of such Members' request call such meeting, the Members may call same. The general purpose or purposes for which a special meeting is called shall be stated in the notice thereof and no other business shall be transacted at the meeting.

2.5 **Notice of Meeting:** Written or printed notice stating the place, day, and hour of Members' meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting shall be by mail, e-mail or fax and at the discretion of the Secretary to each Member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Member at his or her

address as it appears on the membership record of the Corporation, with postage thereon prepaid. Any matter relating to the affairs of the Corporation may be brought up for action at the annual meeting of Members, whether or not stated in the notice of the meeting, provided, unless stated in the notice of the meeting, no By-law may be brought up for adoption, amendment or repeal and no matter may be brought up which expressly requires the vote of Members.

2.6 **Waiver of Notice:** Notice of any Members' meeting may be waived in writing by any Member either before or after the time stated therein and, if any person present at a Members' meeting does not protest, prior to or at the commencement of the meeting, the lack of proper notice, such person shall be deemed to have waived notice of such meeting.

2.7 **Record Date:** For the purpose of determining Members entitled to notice of or to vote at any meeting of Members or any adjournment thereof, or in order to make a determination of Members for any other proper purpose, the directors of the Corporation shall fix in advance a date as the record date for any such determination of Members, such date in any case shall not be more than seventy (70) days before the meeting or action requiring a determination of Members. If no record date is fixed for the determination of Members entitled to notice of or to vote at a meeting of Members, the date on which notice of the meeting is mailed or the date on which the resolution of the Directors is adopted, shall be the record date for such determination of Members. The record date is effective as of the close of business on such date. When a determination of Members entitled to vote at any meeting of Members has been made as provided in this section, such determination shall apply to any adjournment thereof which is thirty (30) days or less.

2.8 **Voting Lists and Inspection:** The Secretary of the Corporation shall make, or cause to be made, within two (2) business days after notice of the meeting of Members, a

complete list or other equivalent record of the Members entitled to vote at such meeting, arranged in alphabetical order, with the address of each Member. Such list or other equivalent record shall, be kept on file at the principal office of the Corporation and shall be subject to inspection by any Members during usual business hours for any proper purpose in the interest of the Member or of the Corporation. Such list or equivalent record shall also be produced and kept open to such inspection during the whole time of the meeting and shall be prima facie evidence as to the Members entitled to inspect such list or other equivalent record.

2.9 **Quorum and Adjournment of Members' Meetings:** At any meeting of Members, at least a majority of the outstanding Members of the Corporation entitled to vote at such meeting and represented in person shall constitute a quorum unless the representation of a larger number shall be required by law, and, in that case, the representation of the number so required shall constitute a quorum. If a larger number shall be required by law and less than said number of the Members are represented at a meeting, a majority of the Members so represented may adjourn the meeting from time to time without further notice until a quorum is present or represented, at which time any business may be transacted which might have been transacted at the meeting as originally noticed provided the adjournment does not exceed thirty (30) days. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.

2.10 **Voting:** At each meeting of the Members, every Member entitled to vote shall have one (1) vote as of the record date for said meeting. Upon the demand of any Member, the vote upon any question before the meeting shall be by ballot. All questions shall be decided by majority vote except as otherwise provided by these Bylaws, the Certificate of Incorporation, or laws of the State of Connecticut.

2.11 **Proxies:** Members shall not be entitled to vote by proxy.

2.12 **Irregular Members' Meetings:** Actions taken at any meeting of Members, however called and with whatever notice, if any, are as valid as though taken at a meeting duly called and held with notice if:

(i) all Members entitled to vote were present and no objection to holding the meeting was made by any Member; or

(ii) a quorum was present, and no objection to holding the meeting was made by any Member entitled to vote and not present, and if, either before or after the meeting, each of the persons entitled to vote and not present, signs a written waiver of notice, or a consent to the holding of the meeting, or an approval of the action taken as shown by the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or be made a part of the minutes. The absence from the minutes of any indication that a Member objected to holding the meeting shall prima facie establish that no such objection was made.

2.13 **Order of Business:** The order of business at the annual meeting of the Members and, insofar as practical, at all other meetings, shall be established by the Board of Directors.

2.14 **Removal:** Any Member may be removed, with or without cause, by a majority vote of the Board of Directors provided such Member (i) receives notice ten (10) days prior to the meeting of the Board of Directors to remove the Member and (ii) the Member has the opportunity to be heard by the Board of Directors. All rights, powers and privileges of the Member to be removed shall cease upon the effective date of the removal.

2.15 **Resignation:** Any Member may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such notice shall take effect as of the date of the receipt of such notice or at any later time specified therein. The

acceptance of such resignation shall not be a condition precedent necessary to its effectiveness. All rights, powers and privileges of the resigning Member shall cease upon the effective date of the resignation.

### ARTICLE 3

#### BOARD OF DIRECTORS

3.1 **Number and Election:** The Incorporator shall appoint the initial members of the Board of Directors. Thereafter, the number of directors shall be set and such directors elected, from time to time by the Board of Directors; provided however, that the number of directors shall not be less than three (3). The Board of Directors may elect a Chairman from among its members. The Board of Directors shall be comprised of the following members:

(i) the then serving Chair of the Capitol Region Council of Governments Executive Committee, who shall serve for a period co-terminus with his or her office as Chair of the Capitol Region Council of Governments;

(ii) the then serving Vice Chairs of the Capitol Region Council of Governments Executive Committee, each of whom shall serve for a period co-terminus with his or her office as Vice Chair of the Capitol Region Council of Governments;

(iii) the then serving Secretary of the Capitol Region Council of Governments Executive Committee, who shall serve for a period co-terminus with his or her office as Secretary of the Capitol Region Council of Governments;

(iv) the then serving Treasurer of the Capitol Region Council of Governments Executive Committee, who shall serve for a period co-terminus with his or her office as Treasurer of the Capitol Region Council of Governments;

(v) the then serving Executive Director of the Capitol Region Council of Governments, who shall serve for a period co-terminus with his or her office as Executive Director of the Capitol Region Council of Governments;

(vi) at least one (1) person not affiliated with the Capitol Region Council of Governments who is able to participate effectively in fulfilling the general fiduciary responsibilities of a member of the Board of Directors; and

(vii) any other person who is able to participate effectively in fulfilling the general fiduciary responsibilities of a member of the Board of Directors.

3.2 **Powers:** The Board of Directors shall have the exclusive control and power to manage the activities, property and affairs of the Corporation and shall determine the manner in which the funds of the Corporation, both principal and income, shall be applied within the limitations of the Certificate of Incorporation, the Internal Revenue Code of 1986, as amended (the “Code”) and the laws of the State of Connecticut.

3.3 **Term:** Unless otherwise provided in Section 3.1 hereof, the term of office for a Director shall be two (2) years, or until a successor is chosen. The terms of office for the Directors shall be staggered to the extent possible, so that an equal number of vacancies may be filled each year.

3.4 **Meetings:** The annual meeting of the Board of Directors shall be held at the principal office of the Corporation or at such other place within or without the State of Connecticut, as may be determined by the Board of Directors and designated in the notice of the meeting and at such time as determined by the Board of Directors. Regular and special meetings of the Board of Directors, or any committee thereof, shall be held at the principal office of the Corporation or at such other place within or without the State of Connecticut, as may be

determined by the Board of Directors and designated in the notice of the meeting and such time as may be set forth in the notice thereof, provided that at least two (2) days advance notice (in writing or otherwise) of every meeting shall be given to each director or member of a committee. Any director may waive notice of a meeting by an instrument in writing filed with the records of the meeting. Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof may be taken without a meeting, if all members of the Board of Directors or the committee, as the case may be, consent thereto in writing, and such written consent is filed with the minutes of the proceedings of the Board of Directors or committee. Meetings may be held by means of conference telephone or similar communications equipment enabling all directors participating in the meeting to identify and listen to one another.

At all meetings of the Board of Directors, one-half (1/2) of the directors shall constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise expressly required by statute or herein. If a quorum is not present at any meeting of the Board of Directors, the directors present may adjourn the meeting from time to time, without notice other than announcement, until a quorum shall be present or available.

3.5 **Committees:** The Board of Directors may designate one or more standing committees, by a resolution(s) passed by a majority of the Board of Directors. Such committee(s) shall consist of two (2) or more directors and shall have such powers and duties as the Board of Directors deems desirable. The members of such committee(s) shall be elected by the Board of Directors and shall serve at the pleasure of the Board of Directors. If a Chairman is elected from among the members of the Board of Directors, the Chairman may appoint such temporary committee(s) as he or she deems desirable, and such committee(s) shall consist of two

(2) or more directors and shall report their findings to the entire Board of Directors. A majority of the members of any committee, standing or temporary, shall constitute a quorum and the affirmative vote of a majority of such quorum shall be sufficient to conduct any business or pass any measure.

3.6 **Removal:** Any director may be removed with or without cause at a meeting of the Board of Directors duly called for such purpose by a two-thirds (2/3rds) majority vote of the entire Board of Directors (excluding the director subject to the removal action).

3.7 **Resignation:** Any director may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such notice shall take effect as of the date of the receipt of such notice or at any later time specified therein. The acceptance of such resignation shall not be a condition precedent necessary to its effectiveness.

3.8 **Vacancy:** If the office of any director shall become vacant by reason of death, resignation, disability, retirement, disqualification, removal from office, or for other cause, the remaining directors, even if less than a quorum, shall, in accordance with the Certificate of Incorporation, elect a successor(s) for the unexpired term of each such director.

3.9 **Compensation:** No director shall receive any compensation for his or her services in such capacity, but any director may be reimbursed by the Corporation for his or her reasonable out-of-pocket expenses and disbursements on behalf of the Corporation.

## ARTICLE 4

### OFFICERS

4.1 **Executive Officers:** The Corporation may have as executive officers a President, a Vice President, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. The Board of Directors may, in its discretion, create from time to time such other offices as it deems necessary and advisable for the carrying on of the business of the Corporation. All executive officers shall be selected from among the members of the Board of Directors of the Corporation.

4.2 **Powers:** The officers shall have the respective powers and duties which customarily appertain to or are incidental to their respective offices, including but not limited to those set forth hereinafter, and, in addition, such powers and duties as the Board of Directors may from time to time designate and confer.

4.3 **President:** The President shall have the responsibility for the day-to-day management of the activities of the Corporation subject to the control of the Board of Directors. Unless otherwise delegated by the Board of Directors to a chairman, the President shall preside at meetings of the Board of Directors and perform such other duties as the Board of Directors may prescribe.

4.4 **Vice President:** The Vice President, if a Vice President is appointed, shall perform the duties of the President in the absence of the President or in the event of the President's inability or refusal to act.

4.5 **Secretary:** Unless otherwise delegated to another officer by the Board of Directors, the Secretary shall give all notice(s) of meetings of the Board of Directors and shall keep true and complete records of the proceeds of all such meetings. The Secretary shall be

custodian of the seal and records of the Corporation and shall file any written consents to corporate action together with such records. The Secretary shall also perform such other duties as the Bylaws may provide or as the Board of Directors may prescribe.

4.6 **Treasurer:** The Treasurer, if a Treasurer is appointed, shall keep correct and complete records of accounts accurately showing at all times the financial condition of the Corporation. Subject to the direction of the Board of Directors, the Treasurer shall be the legal custodian of all monies, notes, securities, and other valuables that may from time to time come into the possession of the Corporation. The Treasurer shall promptly deposit in the name of the Corporation all funds of the Corporation coming into the Treasurer's hands in the depository or depositories as may be designated by the Board of Directors.

4.7 **Assistant Secretary:** If the position of Assistant Secretary is at any time established by the Board of Directors, the Assistant Secretary shall assist the Secretary from time to time as requested by the Secretary in furtherance of the Secretary's duties.

4.8 **Compensation:** The compensation of the agents and employees shall be such as may from time to time be fixed by the Board of Directors or by the President, if the Board of Directors shall have conferred such authority upon the office of the President; but no associate, director, agent or employee of the Corporation shall at any time receive or be entitled to receive any compensation or any pecuniary profit from the operations of the Corporation, except as to reasonable compensation for services actually rendered to or on behalf of the Corporation. No officer shall receive any compensation for his or her services in such capacity, but any officer may be reimbursed by the Corporation for his or her reasonable out-of-pocket expenses and disbursements on behalf of the Corporation.

4.9 **Removal:** Any officer may be removed, with or without cause, from such office by a two-thirds (2/3rds) vote of the majority of the disinterested members of the Board of Directors at a meeting of the Board of Directors called for such purpose.

4.10 **Resignation:** Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such notice shall take effect as of the date of the receipt of such notice or at any later time specified therein. The acceptance of such resignation shall not be a condition precedent necessary to its effectiveness.

4.11 **Vacancy:** In the event of resignation, retirement, disqualification, death, disability or removal from office, absence or inability to serve, for any reason whatsoever, of any officer of the Corporation, the Board may by resolution temporarily delegate the powers and duties of such officer to any other officer or director, or alternatively, the vacancy so created shall be filled by the Board of Directors until the next election of the Officers.

## ARTICLE 5

### GENERAL PROVISIONS

5.1 **Administration:** All checks, drafts and other instruments for the payment of money and all instruments of transfer of securities shall be signed in the name and on behalf of the Corporation by any officer, unless limited from time to time by the Board of Directors. All instruments of transfer of personal or real property and all contracts and agreements shall be signed by any officer, unless limited from time to time by the Board of Directors, or by one (1) or more agents as the Board of Directors shall direct and authorize.

5.2 **Seal:** The corporate seal shall be circular in form, shall have inscribed thereon the name of the Corporation and the words “Seal” and “Connecticut.” The seal may be used by causing it, or a facsimile thereof, to be impressed or affixed or in any manner reproduced.

5.3 **Fiscal Year:** The fiscal year of the Corporation shall end on the last day of June in each year unless otherwise determined by the Board of Directors.

5.4 **Indemnification:** Every person who is or shall be or shall have been a director or Officer of the Corporation shall be indemnified by the Corporation as provided in Sections 33-1117 and 33-1122, respectively, of the Connecticut General Statutes (the Revised Nonstock Corporation Act of the State of Connecticut) and any successor statute, in each case as limited by Section 33-1121 thereof.

## ARTICLE 6

### AMENDMENTS

6.1 **Amendment:** These Bylaws of the Corporation may be amended or repealed at any meeting of the Members by a two-thirds (2/3rds) majority vote of the Members present at such meeting or at any meeting of the Board of Directors by a two-thirds (2/3rds) majority vote of the Board of Directors; provided, however, that written notice of the proposed change shall, be specified in the notice of the meeting to each Member or director, as the case may be; and provided further, that no such action shall be taken, or, if taken, shall be a valid act of the Corporation, if that action would in any way adversely affect the Corporation’s qualification under Section 501(c)(3) of the Code.

(Revised November 20, 2013)