

BYLAWS OF THE NEW HAVEN DEMOCRACY FUND BOARD

Adopted April 12, 2007

Article I - The Board

Section 1. Name of Board. The name of the Board shall be “New Haven Democracy Fund Board”.

Section 2. Office of Board. The office of the Board shall be the at such place in the City of New Haven, State of Connecticut as the Board may, by its resolution, from time to time designate.

Section 4. Duties. The Board shall perform those duties set forth in the New Haven Democracy Fund Ordinance.

Article II - Membership

Section 1. Regular Members. Pursuant to the New Haven Democracy Fund Ordinance, there are seven (7) regular members of the Board.

Section 2. Compensation. Each Board member shall serve without compensation.

Section 3. Impartiality. Members of the Board shall exercise their duties in an impartial and non-partisan manner. Board members shall not participate in the local Mayoral campaign as donors, supporters, endorsers, or as campaign workers for any candidate. They shall not serve on local town committees, and they shall not act in any fashion which would appear to a third party as favoring any Mayoral candidate.

Section 4. Indemnification. The City shall indemnify and hold harmless the members of the Board for any liability that may result from a member’s actions while in the performance of his or her duties as a member.

Article III - Officers

Section 1. Officers. The officers of the Board are a Chairman, a Vice-Chairman, Secretary and Treasurer.

Section 2. Chairman. The Chairman shall preside at all meetings of the Board and shall sign all resolutions, contracts, and other instruments on behalf of the Board as authorized by the Board. A temporary chairman shall be elected from among the membership in the absence of officers.

Section 3. Vice-Chairman. The Vice-Chairman shall assume the chairmanship in the case of absence or incapacity of the Chairman and shall perform the duties of chairman until a new chairman has been elected. The Vice-Chairman shall assist the Chairman and

perform such other duties as may be assigned by the chairman.

Section 4. Secretary. The Secretary shall keep the roll of Board members, maintain a record of the attendance of Board members, take minutes of all meetings of the Board, sign the minutes, and shall perform such other duties as may be assigned by the chairman.

Section 5. Treasurer. The Treasurer shall work with the staff to keep accurate accounts of all sums due and all expenditures and distributions made, and shall report the financial condition of the Fund to the Board at each regular meeting.

Section 6. Election. The Board shall elect its officers from among its regular membership at the annual meeting of the Board. Officers shall hold office for one year or until their successors are elected and qualified.

Article IV - Meetings, Quorums, and Votes

Section 1. Regular Meetings. Regular Meetings shall be held on the Third Thursday of each month or as indicated on the schedule of regular meetings filed annually with the City Clerk prior to January 31st of each year.

Section 2. Annual Meeting. The annual meeting date shall be set when the Board files its regular meeting schedule. Each year at the annual meeting, an annual report to the Board of Alderman shall be made including a statement of financial condition of the Fund, a request for appropriation for the upcoming fiscal year, and a summary of the activities of the Board for the preceding year.

Section 3. Special Meetings. The Chairman may call a special meeting of the Board. Upon the request of three members of the Board, the Chairman shall call a special meeting of the Board for the purpose of transacting any business designated in the call. All members shall be promptly notified.

Section 4. Executive Session. Pursuant to State Statute, the Board may convene an Executive Session. Such Executive Session shall be convened upon an affirmative vote of two-thirds of members present. Attendance shall be limited to Board members and persons invited.

Section 5. Disqualification. No member shall participate in the proceedings or a decision of the Board upon any matter in which the member is directly or indirectly interested in a personal or financial sense. In the event of a disqualification, such fact shall be entered on the record. A disqualified member may continue to count towards a quorum although in no way participating in the proceedings or a decision.

Section 6. Public Comment. All meetings shall be open to the public and shall provide an opportunity for public comment.

Section 7. Quorum. A minimum of four of the appointed Board members shall constitute a quorum. A vote of a majority of the appointed Board members, or three (3) members, whichever is greater, present at any meeting at which a quorum is present shall constitute action by the Board.

Section 8. Manner of Voting. The voting on all questions coming before the Board shall be by motion made, with no second required, and by polling all members present, the result to be entered upon the minutes of such meetings. Each board member shall be entitled to one (1) vote on all matters which are submitted to the Board. A roll call shall be taken at the request of any Board member.

Section 9. Minutes. The Board shall keep minutes of all meetings and shall maintain official records of all its actions which shall be made available to the public.

Section 10. Agenda. The Chairman will decide the order of consideration of items on the agenda.

Section 11. Committees. The Board shall create such committees or subcommittees as it deems necessary or expedient. The Chairman shall appoint members and chairs of such committees or subcommittees.

Article V - Amendment

Section 1. Amendment. These Bylaws may be amended by an affirmative vote of two-thirds (2/3rds) of the appointed Board members present at any duly called meeting of the Board, provided that written notice of such proposed amendment is given each member in the notice of such meeting.

Article VI - Rules of Order

Section 1. For matters not covered by the Bylaws, the current edition of Robert's Rules of Order shall govern. Robert's Rules, however, shall not supplant or supersede any element of these Bylaws.