

BYLAWS
OF
THE SOUTH WINDSOR COMMUNITY FOUNDATION, INC.

8/31/2004

SOUTH WINDSOR COMMUNITY FOUNDATION BYLAWS

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THE SOUTH WINDSOR COMMUNITY FOUNDATION, INC.

BYLAWS

ARTICLE I. NAME

The corporation shall be known as the South Windsor Community Foundation, Inc. and shall be referred to in these Bylaws as the "Foundation."

ARTICLE II. PURPOSE

The purposes of the Foundation, as set forth in the Certificate of Incorporation on file in the office of the Secretary of the State of Connecticut, shall be to be organized and operate exclusively for educational and charitable purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to any corresponding provision of any future federal tax law, as follows:

The South Windsor Community Foundation, Inc. seeks to improve the quality of life in South Windsor for all residents of all ages by furthering the development of community based programs and projects; and

To engage, subject to the foregoing limitations and any further limitations set forth in the Certificate of Incorporation, in any lawful act or activity for which a corporation may be organized under the Connecticut Revised Nonstock Corporation Act.

In the event of any conflict between the purposes set forth in these Bylaws and those set forth in the Certificate of Incorporation, the provisions of the Certificate of Incorporation shall prevail. This provision shall not be amended without simultaneous amendment of the Certificate of Incorporation.

ARTICLE III. BOARD OF DIRECTORS

Section 3.01 Number

The number of elected Directors of the Foundation constituting the initial Board of Directors shall be from seven (7) to thirteen (13). This number may be increased or decreased from time to time, by resolution of the Board of Directors, approved by two thirds of the Board members.

Section 3.02 *Manner of Selection*

The initial Board of Directors shall be selected by the incorporators, to hold office until the first meeting of the Board of Directors.

Thereafter, the Board of Directors shall be elected by a 2/3 vote of the Board of Directors of the South Windsor Community Foundation, Inc.

Section 3.03 Terms

All elected directors shall serve for a period of three (3) years; provided, however, that the initial directors shall be divided into three (3) classes whose terms of office shall expire at different times, but no term shall continue longer than three (3) years.

At the first election, the term of office of approximately 1/3 of the elected directors shall be for a term of three (3) years; the term of approximately 1/3 of the elected directors shall be for a term of two (2) years; and the term of the remaining third of the elected directors shall be for a term of one (1) year.

All directors shall serve until the expiration of their respective terms and until their respective successors are elected and qualified. Directors may be elected to successive terms.

Section 3.04 Ex officio Members

The following shall be ex officio members of the Board of Directors. Ex officio members shall have voice and all other privileges of Board membership except they shall not be included in the quorum count and they shall not have voting privileges.

- (a) South Windsor Town Manager or their designee
- (b) South Windsor Superintendent of Schools or their designee

Section 3.05 Honorary Members

The Board may appoint Honorary members to the Board of Directors at any time by a two-thirds vote of the total Board of Directors. Honorary members shall have voice and all other privileges of Board membership except they shall not be included in the quorum count and they shall not have voting privileges. The Board may remove any Honorary member at any time by a majority vote of the total Board of Directors.

Section 3.06 Removal from Office

The Board of Directors of the South Windsor Community Foundation, Inc. may remove any elected director at any time by a two thirds vote of the total Board of Directors.

Section 3.07 Board Vacancies

Vacancies for the unexpired term of any director shall be filled by election by a two thirds vote of the Board of Directors.

ARTICLE IV. DIRECTORS' POWERS

The Board of Directors shall govern the business and affairs of the Foundation and in connection therewith, the Board may exercise all of the powers granted the Foundation under the Articles of Incorporation.

ARTICLE V. BOARD MEETINGS

Section 5.01 Regular Meetings

The Board of Directors shall meet monthly or as frequently as the Board may determine. The September meeting held each year shall be the annual meeting at which time directors and officers will be elected. The time and place of each regular meeting shall be fixed by the President of the Board, and written notice of such time and place shall be given each Director at least ten (10) days before the selected date.

Section 5.02 Special Meetings

Special meetings may be called by the President of the Board on his/her own motion, or by the written request of a majority of the elected Directors. Notice of the meeting shall be submitted to the secretary to distribute the meeting notice to the Board of Directors. Written notice of the time, place and subject matter of each special meeting shall be given to each Director at least ten (10) days before the meeting date, unless such notice is waived in writing or by attendance.

Section 5.03 Action in Lieu of Meeting

Any Board action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board shall consent to such action in writing. Such written consent shall be made a part of the minutes of the proceedings. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors.

Section 5.04 Quorum

The majority or more of the elected Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board; and except as may otherwise be required by law or the Articles of Incorporation, the act of a majority of the Directors present at that meeting at which a quorum is present shall be the act of the Board.

ARTICLE VI. COMPENSATION

No director shall receive, directly or indirectly, any compensation for his or her services as Director. The Board may authorize reimbursement of reasonable Foundation business expenses incurred by Board Members.

ARTICLE VII. OFFICERS

Section 7.01 Titles

The Officers of the Foundation shall consist of a President , a Vice President , a Secretary and a Treasurer. The Board of Directors may appoint such other officers as it may, from time to time, determine and may define their powers and duties.

Section 7.02 Election

The Officers of the Foundation shall be elected at the first meeting of the Board of Directors, and thereafter, at the annual meeting of the Board of Directors and each Officer shall hold office until the next annual meeting, or until his/her successor shall have been elected. A vacancy in any office may be filled by the Board of Directors for the balance of the vacant term.

Section 7.03 Duties of the President

The President shall possess management and organizational skills and a commitment to the Foundation's principles and process. Key responsibilities include but are not limited to: serving as an ambassador to the community for the Foundation; serving on the Executive Committee, presiding over all Board meetings; assuming primary leadership responsibility for the Foundation; with the Executive Committee, planning and executing the Foundation's programs and fundraising. The president is also the Chairperson of the Board.

The President shall have such powers and perform such duties as usually pertain to the office of President and as may be assigned by the Board of Directors.

Section 7.04 Duties of the Vice President

The Vice President shall have the same skills as the President. Key responsibilities include but are not limited to: serving as an ambassador to the community; acting for the President in his/her absence; serving on the Executive Committee.

Section 7.05 Duties of the Secretary

The secretary shall handle the corporate responsibilities, have reasonable practical secretarial skills and ability to produce agendas and minutes, and may be the lead person for mailings and maintaining name lists. Key responsibilities include but are not limited to: serving as an ambassador to the community for the Foundation; taking and distributing minutes of each Board and executive committee meeting; notifying and reminding members of Board meetings; compiling agendas for Board meetings; serving on the Executive Committee; and other corporate reporting as required.

Section 7.06 Duties of the Treasurer

The treasurer must have practical financial/accounting skills; the resources and ability to produce monthly financial statements. Key responsibilities include but are not limited to: serving as ambassador to the community; being responsible for the collection, banking and dispersal of funds; custody of securities in one or more accounts; participating in the activities of the Finance Committee; preparing and filing corporate financial reports with the Board of Directors and other reporting as required.

ARTICLE VIII. EXECUTIVE DIRECTOR

Section 8.01 Executive Director

The Board may appoint an Executive Director. The Executive Director shall serve at the pleasure of the Board of Directors. The Executive Director shall have general supervision over the business of the Foundation, subject to any written contractual relationship entered into with the Foundation. The Executive Director shall see that all orders and resolutions of the Board of Directors are carried into effect and shall perform other duties as may from time to time be assigned to him or her. The compensation and terms of employment of the Executive Director shall be determined at least annually by the Board of Directors. The Executive Director will have full authority and responsibility of all staff reporting to the Executive Director. The Board will meet in executive session annually to evaluate the Executive Director's performance and decide upon the compensation of the Executive Director.

ARTICLE IX. PARLIAMENTARY AUTHORITY

The parliamentary authority, which shall govern the procedures of the Foundation in all meetings in any respect not covered by these By-Laws, is Robert's Rules of Order.

ARTICLE X. COMMITTEES

There shall be standing committees of the Board Directors, as follows:

Section 10.01 Executive Committee

An Executive Committee shall consist of the Officers and such other members of the Board as shall be appointed by the President subject to the approval of the Board. During the intervals between meetings of the Board, the Executive Committee shall have and may exercise on behalf of Board all of the authority of the Board with respect to the management of the Foundation. The Executive Committee shall report its acts to the Board at Board meetings for approval.

Officers of the Board shall also be officers of the Executive Committee

Section 10.02 Finance Committee

A Finance Committee consisting of the Treasurer and two other members of the Board of Directors, appointed by the President with approval of the Board, shall set the general fiscal and investment policy of the Foundation, subject to the approval of the Board of Directors. The Finance Committee shall manage the funds of the Foundation. It shall have full authority to determine and order the sale, resale, investment or reinvestment of all stocks, bonds, cash or any other assets which have been acquired by the Foundations or are to be added to the funds when in conformance with the Board of Directors approved policies. The Committee shall manage the funds of the Foundation in compliance with the Connecticut Prudent Investors Act. The Committee members' terms shall be one year.

The Finance Committee shall choose its own chairperson.

Section 10.03 Distribution Committee

The Distribution Committee shall receive and evaluate grant applications and make its recommendations to the Board. It shall recommend policy for grant making. The Distribution Committee shall consist of three Board members who shall be elected by the Board. Their terms shall be one year.

The Distribution Committee shall choose its own chairperson.

Section 10.04 Development Committee

The Development Committee shall consist of at least three Board members and such other members as the Board may appoint from the community. It shall elect its own chair from the Board members. The terms of the members of the Development Committee shall be one year. The Committee shall be charged with fundraising and related activities as described in Article XI Section 11.01 and such other activities as directed by the Board.

Section 10.05 Other Committees

The Board of Directors may from time to time create additional committees with such powers and duties as the Board may prescribe and disband these committees when they no longer serve a useful purpose. Notwithstanding any provision of this Article or these Bylaws to the contrary, no Committee shall have any power to:

- (a) Fill vacancies on the Board of Director or any of its Committees
- (b) Amend the Certificate of Incorporation
- (c) Adopt, amend, or repeal the Bylaws
- (d) Approve a plan of merger, approve a sale, lease, exchange or other disposition of all, or substantially all, of the Foundation's property, other than in the usual and regular course of business
- (e) Approve a proposal to dissolve the Foundation

Section 10.06 Committee Meetings

All Committees shall have the same requirements for committee meetings, quorums, and actions as those set forth in the articles of these Bylaws governing the conduct of business by Directors, except that Committees shall not be required to hold annual meetings.

ARTICLE XI. GIFTS & CONTRIBUTIONS

Section 11.01 Solicitations

Contributions and gifts shall be solicited by representatives of the Foundation to promote, sponsor and carry out the purposes of this Foundation.

Section 11.02 Deposit and Use of Contributions

All contributions received by the Foundation shall be deposited in the accounts of the Foundation and held by the Treasurer of the Foundation until accepted by the Board and unless otherwise provided by the donor. Such contributions may be used and disbursed by the Board of Directors to promote, sponsor and carry out the purpose and objectives of the Foundation.

Section 11.03 Restricted Gifts

The limitations and restrictions upon any grant, gift, donation, bequest or device shall be observed strictly except and unless it shall be determined by the Board of Directors that changed conditions or other reasons shall have rendered the application of the gift, donation, bequest or device for the purpose provided is illegal, unnecessary or impracticable or that the purposes of the gift, donation, bequest or device have been fulfilled or become impossible of fulfillment. If that is the case, after reasonable inquiry in the intent of the donor or testator, including, but not limited to discussion with the donor or the donor's or testator's family, said funds shall be administered for such other purpose of the Foundation as will best carry out the intentions of the donor or testator and as may be sanctioned by law.

Section 11.04 Net Earnings

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this document, the organization shall not carry out any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal revenue Code, or corresponding section of any future federal tax code.

Section 11.05 Operating Expenses

Unless restricted as specified in Article XI Section 11.03, funds contributed directly to the Foundation may be applied towards the operating expenses of the Foundation.

ARTICLE XII. INDEMNIFICATION

The Foundation 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. Notwithstanding the foregoing, if at any time the Foundation is a private foundation, the Foundation shall not indemnify such individuals, procure such insurance or share such premium cost to the extent so doing would constitute an act of self-dealing as defined in Section 4941(d) of the Code.

ARTICLE XIII. AUDIT

After the close of each fiscal year the Board of Directors shall cause an audit of all corporate assets and accounts to be made.

ARTICLE XIV. FISCAL YEAR

The fiscal year shall begin July 1 and shall end June 30.

ARTICLE XV. ANNUAL REPORT

The President shall furnish a report annually to all directors within ninety days of the end of the fiscal year.

ARTICLE XVI. AMENDMENTS

These Bylaws may be amended by the affirmative vote of two-thirds (2/3) of the Directors present and voting at any meeting at which a quorum is present. No action shall be taken to amend any Bylaws unless written notice of the proposed amendment(s) shall have been given at least ten (10) days prior to the meeting.

ARTICLE XVII. CONFLICT OF INTEREST

Section 17.01 Activities in Conflict

Members of the Board of Directors shall not knowingly engage in any activities or transactions in material conflict with their duties and obligations to the Foundation while serving in such capacity.

Section 17.02 Special Advantage

Directors shall not conduct private business in a manner which places them at a special advantage because of their association with the South Windsor Foundation.

Section 17.03 Disclosure

Any duality of interest or possible conflict of interest on the part of any Director shall be disclosed to the other members of the Board and made a matter of record, either through an annual procedure or when the interest becomes a matter of Board action.

Section 17.04 Recusal

Any Director having a conflict of interest on any matter shall not vote or use personal influence on the matter, and shall not be counted in determining the quorum of the meeting, even when permitted by law. The minutes of the meeting should reflect that a disclosure was made, the abstention from voting, and the quorum situation.

Section 17.05 Compliance

No director or officer may engage in any excess benefit transaction as defined in Section 4958 of the Internal Revenue Code of 1986, as amended. The Board of Directors shall comply with the provisions of Sections 1127 - 1130 of the Connecticut General Statutes, as amended, regarding "conflicting interest" transactions. The Board of Directors may adopt appropriate policies and procedures to implement this Section, and such policies and procedures may only be amended by

the same vote required to amend these Bylaws.

Section 17.06 "Conflict of Interest" Defined

The term "conflict of interest" includes, without limitation, the reasonable possibility that the matter involves an arrangement to provide compensation or any financial or tangible benefit or payment, directly or indirectly, to a director or any other "disqualified person" (including a person or entity related to or controlled by the director, or otherwise as defined in section 4958 of the Internal Revenue Code and/or Connecticut General Statutes 33-1127. In the event that there is a question whether a conflict exists, the issue shall be determined by majority vote of the directors other than the affected director (which shall consist of at least two directors) present and voting. Any Director with a possible conflict of interest, after discussing the quality of interest or possible conflict, shall refrain from discussion or vote on the conflict, and shall not use personal influence on the matter or be physically present in the room at the time that a vote is taken on the conflict. A matter does not involve a "conflict of interest" merely because a director of the corporation serves on the board of another non-profit organization that will be giving a grant to, or receiving a grant from, the Corporation.

ARTICLE XVIII. DISSOLUTION

In the event of the complete liquidation or dissolution of the Foundation or the winding up of its affairs, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Foundation, distribute all the assets of the Foundation exclusively for the purposes of the Foundation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of as determined by a Court accordance with the laws of the state of Connecticut and for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

**Approved and adopted by Resolution of the Directors this
Thirty-First day of August, 2004.**

_____ **President**

attest: _____ **Secretary**