

BY-LAWS OF THE BYRAM NEIGHBORHOOD ASSOCIATION

Article I. NAME AND PURPOSE

1. The name of the organization shall be Byram Neighborhood Association Corp. DBA Byram Neighborhood Association (Association).
2. The charitable purposes for which this Association is organized are:
 - i) To consider and act on issues that affect the livability and quality of the neighborhood and assist in lessening neighborhood tensions;
 - ii) To take positions in matters of civic interest, and promote those positions in communications;
 - iii) To be an integral part of any deliberation process that will review decisions on topics and policies considered by, but not limited to, local and state governments, area businesses and other local associations and groups that will have an impact in the Byram neighborhood;
 - iv) To establish and maintain open lines of communication with other organizations, such as district coalitions, other neighborhood associations, and city and state government agencies;
 - v) To inform residents of events or plans affecting the neighborhood with the goal of improving the quality of life of Byram residents and combating community deterioration;
 - vi) To provide an open process by which all members may involve themselves in the affairs of the neighborhood; and
 - vii) For such other purposes as are approved by the Board of Directors (“Board”) or membership.

Article II. MEMBERSHIP

1. ELIGIBILITY: All residents, property owners, and individuals who hold a business license located within the boundaries of Greenwich Voting Districts 4 and 4A as designated by the Town of Greenwich, aged eighteen (18) or older, are eligible to be a member of the Association.
2. CONSENT. An eligible person shall become a member of the association by providing written consent during a meeting of the membership.
3. DUES OR FEES. Dues or fees shall not be required, but members are encouraged to contribute a suggested donation.
4. VOTING. Each member shall be entitled to one vote for election of board directors and bylaw amendments. There shall be no proxy voting.

Article III. EXECUTIVE BOARD

1. NUMBER AND COMPOSITION OF BOARD MEMBERS: The Officers shall include a Chairperson, a Vice-chairperson, a Treasurer, and a Secretary.
2. ELIGIBILITY FOR BOARD SERVICE: Only members shall be qualified to hold an elected or appointed position.

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3. TERMS OF OFFICE: The term of office for directors shall be two years.
4. REMOVAL: Any elected or appointed director may be removed, with or without cause, by a majority vote of the members at a membership meeting called by the board of directors for that purpose.
5. BOARD VACANCIES: Vacancies on the board shall be filled by a vote of the Officers currently serving on the board. A member appointed to fill a vacancy shall serve until the next election.
6. COMPENSATION: The members of the Board of Directors and the elected Officers of the Corporation shall serve without compensation for their services as Directors or Officers. Directors and Officers may be reimbursed for all expenses reasonably incurred on behalf of the Corporation.
7. DUTIES AND RESPONSIBILITIES OF EXECUTIVE BOARD MEMBERS:
 - (a) CHAIRPERSON: The Chair shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive board to preside at each meeting in the following order: Vice-Chair, Secretary and Treasurer. The Chair may sign all contracts and agreements in the name of the Corporation after the Board has approved them, serve as the representative of the Association in meetings and discussions with other organizations and agencies, and otherwise perform all of the duties that are ordinarily the function of the office, or that are assigned by the Board.
 - (b) VICE-CHAIRPERSON: The Vice-~~President~~Chair shall perform the duties of the ~~President~~Chair if the ~~President~~Chair is unable to do so or is absent; perform such other tasks as may be assigned by the Board and, at the request of the ~~President~~Chair, assist in the performance of the duties of the ~~President~~Chair. In the event that the office of the ~~President~~Chair becomes vacant, the Vice-~~President~~Chair shall automatically become ~~President~~Chair.
 - (c) SECRETARY: The Secretary shall be responsible for keeping records of Association meetings, including the taking of minutes at all meetings, sending out meeting announcements, distributing copies of minutes and the agenda members, and assuring that records are maintained. The Secretary will cause to be delivered all notices of meetings to those persons entitled to vote at such meeting; maintain a current listing, with phone numbers and addresses, of the Board and Members; and maintain a current membership roster and make such roster available at all meetings where votes may be taken.
 - (d) TREASURER: The Treasurer shall oversee the deposit of funds of the Association into the proper accounts of the Association; the recordation of all receipts and disbursements from such account or accounts; the preparation of the books and records of the finances of the Corporation; the preparation of financial reports of the accounts for each Board meeting; and the preparation and filing of all end of the year financial reports federal and state tax reports.

Article IV. COMMITTEES

The Executive Board may create such committees with such powers as it deems wise to have. The Chair shall appoint persons to chair and serve on those committees.

Article V. MEETINGS

1. MEMBERSHIP MEETINGS: Membership meetings will be held a four times per year at a dates and times set by the Board. Notice of Membership Meetings to members and to the public must be at least seven days in advance of the meeting.
2. ORGANIZATIONAL MEETING: The first meeting of every odd-numbered year shall be the organizational meeting at which the Officers are elected to the Executive Board.
3. ACTION WITHOUT MEETING: Any action which may be properly taken by the Executive Board assembled in a meeting may also be taken without a meeting, if consent in writing setting forth the action so taken is signed by all of the Officers entitled to vote with respect to the action. Such consent shall have the same force and effect as a vote of the Officers assembled and shall be filed with the minutes.
4. VOTING/QUORUM: Except as otherwise provided in these bylaws, decisions shall be by vote of a plurality of those present and eligible to vote at any meeting at which there is a quorum. A majority of the total number of Officers of the Association shall constitute a quorum at Board meetings. A quorum for membership meetings constitutes attendance by twenty [20] members. Each person eligible to vote shall have one vote.

Article VI. FISCAL YEAR.

The fiscal year of the Corporation shall be from January 1st to December 31st.

Article VII. INDEMNIFICATION.

The Corporation may indemnify Directors, officers, employees, and agents of the Corporation to the fullest extent required or permitted by the General Statutes of Connecticut.

Article VIII. CONFLICT OF INTEREST.

Any officer, employee, or committee member having an interest in a contract or other transaction or determination presented to the Executive Board, Membership, or a committee of the Association for recommendation, authorization, approval or ratification shall give prompt, full and frank disclosure of his or her interest to the Association prior to its acting on such contract or transaction. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is found to exist, such person shall not vote on, nor use his or her personal influence on, nor participate in discussion of (other than to present factual information or to respond to questions in the discussions or deliberations with respect to such contact, transaction or determination) the issue. Such person may not be counted in determining the existence of a quorum at any meeting where the contract,

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transaction, or determination is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon, any abstention from voting and participation, and whether a quorum was present.

Article IX. NON-DISCRIMINATION.

The organizations, officers, directors, employees and persons served by this Association shall be selected in a non-discriminatory manner with respect to age, sex, race, color, national origin, sexual orientation and political or religious opinion or affiliation.

Article X. AMENDMENT OF BYLAWS.

These bylaws may be amended by a two-thirds vote of the Members present and voting provided the proposed amendment(s) has (have) been submitted to the Members in writing with written notice of the meeting to decide on the proposed amendment(s) at least ten days prior to the meeting date.

Article XI. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

Article XII. DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. Any assets not so disposed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is located. Disposal shall be made exclusively for exempt or public purposes, or be made to such organization or organizations as the court shall determine to be organized exclusively for such purposes.

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