

**DRAFT 5/16/05**

**BY-LAWS**

Of

**WILTON YOUTH COUNCIL, INC.**

Article I      Mission

The mission of Wilton Youth Council, Inc. (hereinafter referred to as the "Corporation") is to nurture the positive growth, development and enhancement of the social and emotional environment of the children and youth of Wilton, Connecticut.

Article II      Board of Directors

- A. Board of Directors. The activities, property and affairs of the Corporation shall be managed by the Board of Directors. The number of directors shall be set from time to time by the Board of Directors and shall consist of not fewer than ten, nor more than thirty directors.

(1)      Election and Term of Office.

(a) The initial directors shall be the persons named by the incorporator at the incorporator's meeting and they shall serve until the first annual meeting of the Board.

(b) Any person residing in and/or employed within Wilton or committed to working for positive youth development and prevention of harmful youth behavior of Wilton children and youth is eligible to be elected to the Board in accordance with these by-laws.

(c) At the first annual meeting, the initial directors shall elect additional directors. Thereafter, at the annual meeting, the Board, by vote of a simple majority of the Board, shall elect directors from a slate submitted by the Nominating Committee or such other nominating process as the Board may determine.

(d) Board members shall serve for two-year terms. Terms will expire at the end of the fiscal year, June 30, and begin at the Annual Meeting in September of the next fiscal year.

(e) Except in the case of resignation or removal under these by-laws, directors shall hold office until the expiration of their terms and the election of their successors. Directors may serve no more than two consecutive terms. By vote of a simple majority of the Board, the two consecutive term restriction may be waived.

(3) Removal. The Board, by vote of a majority of the entire Board, may remove any director for cause at any special meeting of the Board called for that purpose.

(4) Resignation. Any director may resign from office at any time by delivering a resignation in writing to the President, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

(5) Vacancies and Newly Created Directorships. The Board, by vote of a simple majority of the directors, may elect directors to fill any newly created directorships and any vacancies on the Board. Except in the case of removal or resignation, directors so elected shall serve until the next annual meeting of the Board at which the election of directors is in the regular order of business and until the election of their successors.

(6) Meetings.

(a) Annual Meeting. The Board shall hold its Annual Meeting in September, at a time and place to be set by the Executive Board to elect officers and board members, to hear reports of officers, committees, program chairmen, the Wilton Youth Services Coordinator and to transact such other business as may arise.

(b) Regular and Special Meetings. Regular meetings of the Board of Directors shall be held at the discretion of the President or by request of a simple majority of the Board, or by request of the Executive Board, but not fewer than eight (8) times a year.

- (c) Notice of Meetings. Notice of Board meetings shall be in writing and shall be sent at least ten (10) days before the meeting. A written waiver signed at any time by a director shall be the equivalent to the giving of notice. Attendance of a director at any meeting, without protesting prior to the beginning of the meeting about the lack of notice shall be deemed a waiver by such director of notice of the meeting..
- (d) Consent to Action Without Meeting. If all directors consent in writing to any action taken or to be taken by the Corporation, and the number of such directors constitutes a quorum for such action, such action shall be valid corporate action as if authorized at a meeting.
- (e) Telephonic Meetings. A director may participate in a Board or committee meeting by means of conference telephone or similar equipment enabling all directors participating to hear one another.
- (f) Quorum. A simple majority of the Board of Directors shall constitute a quorum.
- (g) Robert's Rules of Order. All meetings of the Board of Directors shall be conducted in accordance with Robert's Rules of Order.

B. Committees. The committees of the Board shall be:

- (1) Executive Committee. The President, Vice President and such other Vice Presidents as may be appointed by the Board, Secretary, Treasurer, and any other director appointed by the Board shall constitute the Executive Committee of the Board. This committee shall be authorized to act in place of the Board when in the good faith opinion of all members of the Executive Committee, prompt action is required and a special meeting of the Board cannot be promptly convened. In particular, the Executive Committee shall function as the advisory arm to the Coordinator of Youth Services when it is deemed that a meeting of the full Board is not efficient or convenient.

(2) Finance Committee. At the Annual Meeting of the Board, the President shall appoint a Finance Committee consisting of the President, Vice President, Treasurer and Fundraising Chair. The Finance Committee is authorized to develop appropriate financial policies for the Board's approval; develop and administer the financial budgets of the Corporation, including directing the investment of any excess cash position in appropriate financial instruments as approved by the Board or Executive Committee; establish and supervise fundraising and oversee routine business transactions of the Corporation ; and direct an audit of the Corporation's records by an independent source prior to the Annual Meeting.

(3) Special Appointments and Committees. Special appointments may be made and special committees may be appointed from time to time by the President to consider and report to the Board of Directors on subjects of interest to the Corporation as a whole. Special appointments and committees may consist of directors and others. All such appointments shall be approved by a simple majority vote of members of the Board present at a regular or special meeting of the Board.

(a) Committees shall appoint a Chair from among the members of the Committee.

(b) Committees may appoint non-Board members to their Committee as long as non-Board members do not constitute a majority of Committee members.

(c) Committees will meet at the discretion of the Committee Chair, and shall keep regular minutes of its proceedings and report same to the Board at meetings of the Board, and such minutes shall be retained with the permanent records of the Corporation.

C. Officers. The officers of the Corporation shall be a President; one or more Vice Presidents; a Secretary; a Treasurer, and such other officers as may be established by the Board of Directors. The Treasurer and the Secretary may also be Vice Presidents.

(1) Election and Term. Officers shall be elected annually by the Board of Directors or as vacancies occur throughout the year. Each officer shall hold office for a term of two (2)

years or until his or her successor has been elected and qualified.

(2) President. The President, or in his or her absence, the Vice President, shall preside over all meetings of the Board of Directors. In their absence, a temporary presiding officer shall be elected from among the members of the Board of Directors present at the meeting. The President shall exercise general supervision over all of the affairs of the Corporation, shall report on the status of the Corporation and its activities, and shall be an *ex officio* member of all Committees. The President shall, with the approval of the Board or Directors or Executive Committee, execute on behalf of the Corporation all contracts, agreements, conveyances and other legal instruments. The President shall be responsible for providing (or delegating this responsibility to another Board member) required reporting data to appropriate Town officials, the Board of Education and/or other funding sources. In the absence of the President, the Vice President shall perform the duties of the President.

(3) Vice President. A Vice President shall perform such duties as from time to time may be assigned to him or her by the Board of Directors or the President.

(4) Secretary. The Secretary shall keep a complete record of all proceedings and correspondence of the Corporation and the Board of Directors and its Committees as may be required. The Secretary shall send notices of meetings to the Board of Directors as may be required. The Secretary shall perform all other duties usually pertaining to the office of Secretary.

(5) Treasurer. The Treasurer shall supervise the receipt and custody of the Corporation's funds; cause to be kept correct and complete books and records of account, including full and accurate accounts of receipts and disbursements in books belonging to the Corporation; assume responsibility for all funds and securities of the Corporation; prepare, distribute and retain or cause to be prepared, distributed and retained all reports, records and returns required by law regarding the Corporation's financial status; and perform such other duties as may be assigned to him or her, or specifically required to be performed by him or her, by the Board of Directors or by the President.

(6) Removal or Disqualification. Any officer may be removed for cause by the affirmative vote of a majority of the Board of Directors.

(7) Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, to the President, or to the Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of this notice or at any later specified time, and unless otherwise specified, the acceptance of a resignation shall not be necessary to make it effective.

(8) Vacancies. Vacancies in officer positions shall be filled by the Board of Directors.

D. Employees. The Board may appoint employees and other agents to serve at the pleasure of the Board and have the authority, perform the duties and receive the compensation, if any, determined by the Board.

### Article III      Nondiscrimination Policy

The Corporation shall not in any respect discriminate in any manner by virtue of race, creed, ethnicity, citizenship or place of country or origin.

### Article IV      Amendments to By-Laws

These By-Laws may be amended by the affirmative vote of at least two-thirds of the Board of Directors.

### Article V      Indemnification

The directors and officers of this Corporation shall be indemnified by the Corporation to the fullest extent provided by law against any and all costs and expenses resulting from or relating to any suit or claim arising out of, or alleged to arise out of, past or future service to the Corporation and that they may have taken in good faith and in the reasonable belief that the action was for the benefit of the Corporation. No indemnification may be made to or on behalf of any director or officer if a judgment or other final adjudication adverse to the director or officer establishes that his or her acts were committed in bad faith, were the result of active and deliberate dishonesty, or that the director or officer personally gained a financial profit or another advantage to which he or she was not legally entitled.

Article VI      Dissolution

Upon any dissolution of the Corporation, all of its assets remaining for distribution after payment of obligations or provision for the same shall be distributed to such one or more charitable, scientific or educational organizations that are qualified as exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and described in Section 170(c)(2) of the Internal Revenue Code, for use restricted to the purposes set forth in the Corporation's Certificate of Incorporation, in each case in such proportions as the Board or, if not, a court of competent jurisdiction may determine.

Article VII      Fiscal Year

The fiscal year of the Corporation shall be June 30.