



Thames Valley Council for Community Action, Inc.

Partnering for Prosperous Communities Since 1965

BY-LAWS

Revised and Approved
By the Board of Trustees
February 25, 2020

****Conflict of Interest Update February 23, 2021***

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ARTICLE I-NAME

The name of this non-stock corporation is Thames Valley Council for Community Action, Inc. ("corporation").

ARTICLE II-PURPOSES

The nature of the activities to be conducted, or the purposes to be promoted or carried out by the corporation, are as follows:

- A. To develop, promote, and administer community action programs.
- B. To mobilize and utilize community resources with the aim of enlarging opportunities for all citizens in the fields of education, employment, and housing and improving neighborhood life, thereby reducing or eliminating poverty, deprivation, and the social conditions which perpetuate poverty.
- C. To expand and improve existing community services and facilities, and coordinate, advise, and assist existing agencies and organizations having the same purposes or conducting activities which may constitute components of a community action program.
- D. To provide services and assistance, and promote activities which will develop employment opportunities, increase individual employability and productivity, and improve the conditions under which the people of this area live, learn, and work.
- E. To conduct research studies of the social and economic needs and community resources of this area, and to publicize the results of such research.
- F. To systematically plan for and evaluate programs and projects in furtherance of these purposes and activities.
- G. To apply for, receive, administer, expend, and transfer funds and contributions from public and private sources, including funds under any Federal or State assistance program, in furtherance of these purposes and activities.
- H. To act as grantee, contractor, or sponsor of component projects and to delegate appropriate authority to other agencies as to component projects. Administrative efficiency, accountability, and the furtherance of program objectives shall be factors in any decision to delegate authority to other agencies.
- I. To exercise all the powers and functions appropriate for a community action agency as specified within existing Federal and State law, or for a human resource development agency as specified within existing State law, or otherwise appropriate and lawful in the furtherance of these aims and purposes.
- J. To acquire, buy, lease, construct, rehabilitate, and sell dwelling units for the furtherance of the purposes of the corporation.

ARTICLE III-AREA

The community to be served by the corporation shall include any or all of the towns within New London County and may include other towns within the State of Connecticut when required for fulfillment of the terms of a particular program.

ARTICLE IV-MEMBERSHIP

The membership of the corporation is the same as the membership of its Board of Trustees.

ARTICLE V-BOARD OF TRUSTEES

The general management of the affairs of the corporation shall be vested in a Board of Trustees, which shall be constituted as follows:

A. Size and Composition

The Board of Trustees shall not be less than fifteen (15) members or more than twenty-seven (27). Board members shall not have alternates.

1. Representatives of Public Officials

- a. One third (1/3) of the members of the Board shall be elected public officials currently holding office on the date of selection, or their representatives.
- b. The chief elected officials of any local government in New London County which has officially designated the corporation as its community action agency shall select the elected public officials to serve on the Board. In the event there are not enough elected public officials (and/or representatives) reasonably available and willing to serve on the Board, the chief elected officials may select appointed officials to serve on the Board. Both the elected and the appointed public officials selected to serve on the Board shall have either general governmental responsibilities or responsibilities which require them to deal with poverty related issues.
- c. If the persons so selected as trustees number more than one-third (1/3) of the Board of Trustees, the Governance Committee will decide how the available trusteeships shall be allotted between them and establish a rotation plan for representation.
- d. Each public official selected to serve on the Board may designate one permanent representative to serve on the Board in his/her place. These representatives need not be public officials, but shall have full authority to act for the public officials whom they represent at meetings of the Board. If the public officials, both elected and appointed, who are willing and able to serve do not comprise one-third (1/3) of the Board, the remainder of the seats allotted to public officials shall be filled with public officials selected through the Governance Committee process.

2. Representatives of the Low-Income Community

- a. At least one-third (1/3) of the Board shall be composed of democratically selected representatives of the low-income community served by the corporation.
- b. Representatives need not be financially disadvantaged themselves, but the selection process shall ensure that they represent the low-income community.
- c. All seats of the low-income representatives shall be selected by community-based constituent groups designated by the Board of Trustees. The membership of the designated groups must be composed predominantly of low-income persons. The designated group shall select from its membership, in a democratic process determined by the group, a person or persons to represent said group. The name of the individual(s) selected shall be forwarded in writing to the Chairman to be recommended for election to the Board.

3. Representatives of the Private Sector

- a. The remainder of the members of the Board shall be officials or members of business, industry, labor, religious, law enforcement, education, or other groups and interests in the community served, selected by the Board from individuals proposed by the Governance Committee.

4. Member Emeritus

- a. A "Member Emeritus" of the TVCCA Board of Trustees shall be a lifetime member of such Board, without vote. Such Member shall not be counted toward a quorum of the Board, nor shall such Member be counted as a representative of any constituency entitled to representation on the Board.
- b. A Member Emeritus shall be a person who has devoted many years of service to the goals of TVCCA, including not less than ten (10) years of service as a regular member of the Board of Trustees, and who is deemed worthy of such membership by at least three-fourths (3/4) vote of those Board members present and constituting at least a quorum at any Board meeting for which the proposal to elect such person a Member Emeritus was set forth in the call of such meeting.
- c. Should a person elected a Member Emeritus also be a regular member of the Board at the time of such election, the constituency represented by such member shall be given immediate notice of the pending vacancy. That constituency shall have 90 days to select a new representative, and the Member Emeritus may remain a regular member for not more than 120 days after election as a Member Emeritus, or until the election of that constituency's new member, whichever shall first occur.

B. Terms of Office

1. The term of office for public officials, or their representatives, shall run concurrently with the term of public office from which their Board membership derives, unless a public official leaves public office mid-term, in which case the derivative Board membership shall cease simultaneously.
2. The term of office for representatives of the low-income community and representatives of the private sector shall be 24 months. Such terms of office shall begin immediately following the approval of the Board.

3. A member of the low-income community or private sector may serve up to ten (10) consecutive years. After which, a representative of the low-income community or of the private sector may continue on the Board by a two-thirds (2/3) vote of the Board of Trustees and reinstatement by the appointing authority. Any decision by the Board to waive the ten (10) year term limit will serve to extend such member's term by an additional five (5) years.
4. The terms of office for representatives of the low-income community and private sectors shall be established in such a manner to ensure that approximately one-half of the seats from each of these sectors shall conclude in a calendar year ending in an even number and the remaining terms of office shall conclude in a calendar year ending in an odd number.

C. Removal

A low-income or private sector representative may be removed for cause by a two-thirds (2/3) vote of members present at any regular meeting of the Board. A public official is not subject to removal from the Board; however, a representative designated by a public official may be removed for cause, as provided herein.

1. Cause for removal shall include:

- a. Non-attendance at three (3) consecutive meetings of the Board or non-attendance at seven (7) meetings during a 12 month period.
- b. Conduct unbecoming of a trustee,* which shall include but not be limited to:
 - i. Abuse of Board members and/or staff.
 - ii. Persistent opposition to the fundamental purposes of TVCCA.
 - iii. Behavior which is disruptive to the conduct of the business of the Board.
 - iv. Commission of an offense, while serving as a board member, as defined in Connecticut General Statute § 53a-24, for which a sentence to a term of imprisonment may be imposed.
 - v. Violations of Conflict of Interest policy, in accordance with section b.vi. below and/or violations of Whistleblower policy.
 - vi. Violations reportable under Whistleblower Policy. The Whistleblower policy can be found in the Board Member Manual.

*Conduct unbecoming of a trustee does not include mere disagreement with a majority of the Board on any question or strong expression of opinion on any question before the Board.

2. Procedure for Removal of a Trustee

a. Removal for Non-attendance

The Board must consider removal of a Board member at the next meeting after the Board member has missed three (3) consecutive meetings or has been absent from seven (7) meetings during a 12 month period. Notice of the fact that a member's removal is to be considered at the next Board meeting must be mailed or emailed with the notice of the meeting. At such a Board meeting, the respondent member will have the right to be fully heard and to be represented by a chosen spokesperson.

b. Removal for Conduct Unbecoming of a Trustee

- i. Any member of the Board (complainant) may propose that a motion to consider removal of a trustee for cause (respondent) be considered by the Executive Committee. The complainant shall provide the Chairman with a statement of the specific ground(s) for removal with a recitation of facts supporting such ground(s).
- ii. The Chairman shall schedule a meeting of the Executive Committee and provide notice of the meeting along with a copy of the applicant's statement to the respondent, complainant, and Executive Committee not less than seven (7) calendar days prior to the meeting.
- iii. At the Executive Committee meeting, the Executive Committee shall act on the complainant's statement. The complainant and the respondent shall have the right to be fully heard. Although recommended, neither the complainant nor the respondent is required to attend.
- iv. After consideration of the complainant's written statement and any further facts brought out through oral statements of the complainant and the respondent, the Executive Committee shall convene in executive session to discuss the matter.
- v. Upon conclusion of discussion in executive session, the Executive Committee shall reconvene the meeting to vote to either dismiss the complaint or present the complaint to the full board. Presentment of the complaint to the full board requires a two-thirds (2/3) majority of the Executive Committee members present, such that anything less than a two-thirds (2/3) majority vote favoring presentment shall result in dismissal of the complaint.
- vi. If the Executive Committee votes to present the complaint for removal to the full Board, the Executive Committee shall restate the complaint as a motion for removal of respondent issued by the Executive Committee with ground(s) and supporting facts. The motion for removal shall be voted on at the next meeting of the Board of Trustees. The motion shall be mailed or emailed with the notice of meeting at least seven (7) calendar days before such meeting.
- vii. At the Board of Trustees meeting, after the motion for removal is presented, the respondent shall again have the right to be fully heard, including the right to be represented by a spokesperson. After discussion, the respondent may be removed for cause by a vote of two-thirds (2/3) of the Board members present.

D. Conflict of Interest

1. No employee of the corporation may serve on the Board, and no Federal employee may serve on the Board in a capacity which will require him/her to act as an agent of or as attorney for the corporation in its dealings with any Federal agency.
2. No trustee shall, because of membership on the Board, be ineligible to participate in any program of the corporation or receive any service there from, for which such trustee qualifies on the basis of need and economic status.
3. Board members and their immediate families** should not receive any financial benefit from their participation on the Board. This shall not prohibit Board members and their

families from eligibility for corporation services as set forth in number 2. above. Board members may be reimbursed for expenses associated with board services such as incidental costs of supplies, mileage, per diem, and lodging expenses incurred while attending out of town conferences or training related to their governance and or fiduciary responsibilities.

4. Board members shall not seek or receive employment from the agency in any part-time or fulltime capacity. Board members that leave the Board must wait at least one year before being considered for any form of employment by the agency.

***Immediate family shall mean husband, wife, father, mother, brother, sister, son, daughter, grandparent, grandchild, father-in-law, mother-in-law, brother-in-law, sister-in-law, step-father, step-mother, step-brother, step-sister, step-son, step-daughter.*

E. Petition Procedures

1. Twenty-five (25) or more residents of any neighborhood or members of any group or organization or community agency not represented in accordance with sections A.2. and A.3 above, may petition the Board of Trustees for such representation.
2. No petition shall be denied except after an open hearing with adequate notice within forty-five (45) days of its receipt.
3. A written statement of the Board's decision on any petition, including the reason for its decision shall be furnished to the petitioners within one (1) week of the hearing.
4. If the petition is granted, the Board shall make provision for selection of additional trustees where necessary to assure the right of public officials or their representatives to constitute one-third (1/3) of the Board under section A.1., and to meet the requirements of section A.2. that representatives of the low-income community constitute at least one-third (1/3) of the membership.
5. Seats designated by the Board as a result of a successful petition shall be filled within sixty (60) days following the Board meeting at which the petition was acted upon.

F. Residence Requirement

Each member of the Board selected to represent a specific geographic area must reside in the area which he/she represents. Failure to maintain residency within the area during one's term of office shall result in forfeiture of Board membership.

G. Vacancies

1. There is a vacancy on the Board when a member is unable to serve or has been notified of his/her official removal by action of the Board for cause, when a member notifies the Board of his/her resignation, when the designating officials remove a public official, or when a public official leaves office.
2. When the seat of a public official is vacant, the Board shall ask the designating officials to select another public official to fill the seat.
3. When the seat of a representative of the low-income community is vacant, the Board shall ask the affected constituent group to democratically select another representative to complete the term.

4. When the seat of a representative of the private sector is vacant, the Board shall select another private sector representative to complete the term.
5. Membership on the Board shall commence following ratification by the Board of Trustees at a regular or special meeting of the Board upon written notice of selection or election to the Board by a municipality, organization, or group that has a designated seat on the Board.

ARTICLE VI-OFFICERS

The officers of the corporation, all of whom shall be members of the Board of Trustees, shall be a Chairman, First Vice Chairman, Second Vice Chairman, Secretary, and Treasurer, and such additional officers as the Board may determine.

A. Terms of Office

The officers shall be elected by the Board at the Annual Meeting to serve a two (2) year term and may be re-elected.

B. Nominations

Nominations for office shall be made by the Governance Committee and mailed or emailed with the notice of the meeting. Other nominations may be made at the meeting.

C. Powers and Duties

The officers shall have the powers and duties customary to their offices or as required by law or designated by the Board, including the following:

1. Chairman - To preside at all meetings of the Board of Trustees; to appoint all committees unless otherwise provided under these By-Laws, or by the Board; to call special meetings whenever he/she deems it necessary; and to carry out such other duties as customarily pertain to this office.
2. First Vice Chairman - To perform the duties of the Chairman in the event of his/her absence or inability to perform his/her duties.
3. Second Vice Chairman - To perform the duties of the Chairman and the First Vice Chairman in the event of their absence or inability to perform their duties.
4. Secretary - To keep the minutes of meetings of the Board of Trustees.
5. Treasurer - To assure the maintenance of adequate financial records and controls.

The corporation will, at all times, maintain in full force and effect Directors and Officers liability insurance providing coverage to the corporation for losses arising out of any alleged wrongful act(s) by any officer while acting his/her capacity as such.

D. Resignation

Should an officer resign his/her position or cease to be a member of the Board of Trustees during his/her term of office, the Governance Committee shall oversee the process of selecting a new officer, subject to Board approval. The Board may, at any meeting of the corporation, for which notice of such election has been provided in the call to such meeting, take nominations from the floor and may elect a new officer.

E. Removal

An officer of the corporation may be removed for cause upon vote of no less than two-thirds (2/3) of the members present at a meeting called for such purpose, provided that notice of the fact that an officer's removal is to be considered is included in the call of the meeting. At such a meeting the affected officer will have the right to be fully heard and to be represented by a chosen spokesperson.

ARTICLE VII-CHIEF EXECUTIVE OFFICER

The Board of Trustees shall select and hire a Chief Executive Officer who shall be given the necessary authority and responsibility for the management of the corporation, subject only to policies enacted by the Board of Trustees.

A. Powers and Duties

The Chief Executive Officer shall attend Board meetings and Board Committee meetings unless otherwise restricted due to Board policies. The Chief Executive Officer shall act as the duly authorized representative of the Board in all matters except those in which the Board has formally designated another individual or group to act. The Chief Executive Officer shall be responsible for hiring and firing employees of the corporation based upon the general guidelines prescribed by the Board of Trustees. The Chief Executive Officer is directly accountable to the Board of Trustees.

B. Performance Evaluation

The Board shall conduct an annual performance evaluation of the Chief Executive Officer. The evaluation shall be by an ad hoc committee led by the Chairman.

ARTICLE VIII-COMMITTEES

A. Types of Committees

1. Executive Committee

- a. The Executive Committee shall consist of the officers, the retiring Chairman for the first year after election of his/her successor, provided he/she is still a trustee, and such additional members elected at the Annual Meeting of the Board as necessary to ensure that the committee reflects the composition of the Board.
- b. In addition to the Executive Committee's membership being representative of the three (3) groups specified in Article V, the following membership requirements shall be met:
 - i. The Executive Committee shall consist of not less than eight (8) trustees, including current officers and retiring Chairman.
 - ii. Reasonable effort shall be made to include on the Executive Committee at least two (2) members who work or reside in the following municipalities: Groton, New London, or Norwich.
 - iii. Reasonable effort shall be made such that 30% of Executive Committee members reside in municipalities other than those listed in section ii. above.
- c. The Executive Committee shall have the power to implement the decisions of the Board and to transact routine and ordinary business of the corporation between meetings of the Board, subject to subsequent ratification of the Board at its next regular meeting except when authorized by the Board to take final action.

- d. The Executive Committee shall advise and assist the Chief Executive Officer on the management of the corporation. The Executive Committee shall serve as the Finance Committee of the Board.
- e. If Executive Committee vacancies occur during the year which cause the committee's membership to be in non-conformity with the several requirements contained within section A.1.b. of this article, such vacancies shall be filled at the next regular meeting of the Board provided that notice of such election is included in the notice of the meeting.

2. Governance Committee

There shall be a Governance Committee of not less than five (5) persons elected by the Board from its membership at a regular meeting at least two (2) months prior to the Annual Meeting. Members of the Governance Committee shall serve one- (1-) year terms and shall be eligible for re-election..

The Governance Committee shall assist the Board in fulfilling its responsibilities with respect to matters relating to governance of the corporation. The Committee shall: review governance policies designed to reflect "best practices" of non-profit organizations; review overall Board performance and overall governance effectiveness; assess the Board's current composition and identify (within the prescribed tripartite legal framework) needs that should be met by future Board members, assuring that the Board maintains the diversity of perspective and the judgment, experience, maturity, and expertise it needs to effectively govern; assess the performance of individual members, including tracking attendance; recommend to the Board the criteria and qualifications deemed appropriate for election as an officer of the Board; nominate and oversee the process of selecting new officers of the Board, as provided in Article VI; as necessary, propose to the Board those individuals it recommends be considered for positions on the Board, as provided in Article V; and recommend to the Board members to serve as chairs and members of the Executive Committee and other standing committees of the Board, subject to the composition requirements provided in Subsection D of this Article.

3. Audit Committee

There shall be an Audit Committee consisting of four (4) members, at least three (3) of whom shall be members of the Board of Trustees. Responsibilities shall include, but not be limited to, overseeing, meeting and, as needed, making recommendations to the Board regarding the selection of the audit firm.

4. Other Committees

The Board of Trustees may establish such other committees as it may from time to time deem advisable.

B. Quorum

The quorum for a meeting of any committee of the Board shall be at least fifty percent (50%) of the non-vacant seats on the committee.

C. Powers and Duties

Except when authorized by the Board to take final action, committees serve solely in an advisory capacity, making recommendations to the Board.

D. Composition

It is an expectation that committee membership will reflect the tripartite composition standard of the Board.

ARTICLE IX-MEETINGS

A. Types of Meetings

1. The Annual Meeting of the Board of Trustees as members of the corporation shall be held on a day in the second quarter of each year designated by the Board at a meeting not less than seven (7) days prior thereto.
2. Regular meetings of the Board shall normally be held monthly on a day designated from time to time by the Board. The Board shall meet no less than ten (10) times in a twelve (12) month period.
3. Special meetings of the Board of Trustees may be held upon call of the Chairman or any five (5) members.

B. Quorum

A quorum for a meeting of the Board shall be at least fifty percent (50%) of the non-vacant seats on the Board. The preference is for the physical presence of Board members at a meeting. So long as teleconferencing or similar capabilities are available at the designated meeting location, members of the Board may participate in meetings by means of teleconference or similar communication mechanisms by means of which all persons participating in the meeting can simultaneously hear and effectively respond to each other. For purposes of quorum and otherwise, participation by such means shall constitute presence in person at the meeting.

C. Accessibility

All meetings of the Board and its committees shall be held at times and places reasonably convenient, and so far as possible, the representatives of the low-income community shall be assisted in obtaining transportation and released time without loss of pay, to facilitate their attendance. All meetings shall be open to the public.

D. Meeting Notice

Notice of the Annual Meeting, regular or special meetings of the Board and committee meetings shall be given by mail or email not less than seven (7) days prior to such meetings. Such notices shall include the time, place, date and agenda for the meeting and shall be publicly posted. Notice requirements may be waived if all persons entitled to attend are present at the meeting for which such waiver is sought.

E. Voting

Voting by proxy shall not be permitted at any regular, committee, annual or special meeting. This prohibition applies equally to all members of the Board.

F. Minutes

The Board shall keep written minutes for each meeting which include a record of votes on all motions. Minutes of the previous meeting shall be distributed to all members before the next meeting and shall be made available to the public upon request.

G. Order of Business

The order of business at any regular meeting shall be as follows:

1. Call to order
2. Pledge of Allegiance
3. Comments from Guests Attending the Meeting

4. Consent Agenda
 - a. Minutes
 - b. Facilities Report
 - c. Funding Recommendations
 - d. Other Reports (i.e. Head Start, Recent Funding Awards)
5. Financial Report
6. Action Items
7. Reports
 - a. Chief Executive Officer Report
 - b. Other Reports as necessary
8. Comments from Board Members
9. Setting of Future Business
10. Adjournment

H. Conduct

In all points not covered by law or these By-Laws, the conduct of all meetings shall be governed by Robert's Rules of Order, Revised.

ARTICLE X-POWERS OF THE BOARD OF TRUSTEES

A. Authorization and Responsibility

The governing body of the corporation shall be the Board of Trustees. All members of the Board shall participate fully in the development, planning, implementation, and evaluation of the programs offered by the corporation in its service of low income communities. The Board of Trustees shall have supervision, control, and direction of the affairs of the corporation, shall actively promote and pursue the corporation's objectives, shall identify the needs of the area served by the corporation's programs, and shall supervise the disbursement of the corporation's funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to one or more committees.

ARTICLE XI- FISCAL ADMINISTRATION

A. Fiscal Year

The corporation's fiscal year shall commence on April 1 of each year and shall end March 31 following.

B. Authorization Signatures

Checks shall be valid only if signed by both the Chief Executive Officer and Treasurer.

ARTICLE XII-INDEMNIFICATION

In the event a member of the Board of Trustees, including an officer, becomes a party to a legal proceeding as a consequence of conducting official duties as a member of the Board, the member shall receive indemnification as provided by Connecticut state law.

ARTICLE XIII-AMENDMENTS

These By-Laws may be amended at any meeting of the Board of Trustees by a two-thirds (2/3) vote of the membership present, provided the text of the amendment shall have been mailed or emailed with the notice of the meeting.

ARTICLE XIV-DISSOLUTION

Dissolution of the corporation shall be in accordance with State law, Federal and State grant conditions, and the requirements of the Certificate of Incorporation.