

BYLAWS
OF
BRISTOL ADULT RESOURCE CENTER, INC.

Article – Name and Mission

Section 1. Name. The name of this corporation is Bristol Adult Resource Center, Inc (the "Corporation").

Section 2. Mission. The mission of the Corporation is to advocate personal growth and community inclusion for individuals with intellectual disabilities.

Article II- Purpose

Section 1. The Corporation is organized and shall be operated exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including the following:

- (a) to increase the opportunities of all intellectually disabled individuals, and especially those pertaining to the education and training of intellectually disabled individuals of Bristol, Connecticut and the surrounding communities;
- (b) to promote public understanding of the problems and needs of intellectually disabled individuals;
- (c) to assist the parents, Custodians and Guardians of intellectually disabled individuals.
- (d) to raise and disburse funds in connection with the above objectives and activities.
- (e) to otherwise engage in any lawful acts and activities consistent with the foregoing for which corporations may be formed under the Connecticut Revised Nonstock Corporation Act (the "Act").

Article III - Membership

Section 1. The Corporation shall have one class of member. Any Individual working with or concerned about people with intellectual disabilities may qualify to be a member of the Corporation. Any interested person can become a member and have the right to vote for the election of directors and to vote on other

matters provided for in these Bylaws or submitted to the members for action. Individuals can become members. An Individual shall have one vote and a "Family" membership is entitled to one vote. Members have the right to vote for the election of directors and to vote on other matters provided for in these Bylaws or submitted to the members for action.

- Section 2.** Any qualified individual that pays all membership dues that the Board may establish may be admitted by the Board of Directors as a member with such rights and privileges as provided in the Corporation's Certificate of Incorporation and these Bylaws.
- Section 3.** Membership in the Corporation shall be nontransferable and shall be terminated by the member's death, voluntary withdrawal or expulsion. A member whose continuing membership would be detrimental to the best interests of the Corporation may be expelled by the Board of Directors.
- Section 4.** Each member shall be entitled to one vote on each matter submitted to members for action. Voting shall be in person only, and voting by proxy shall not be permitted.

Article IV - Membership Meetings

- Section 1. Annual Meeting.** The annual meeting of the members of the Corporation for the election of directors and for such other business as may properly come before the meeting shall be held in June, to coincide with the annual meeting of the Board of Directors, on such date as shall be fixed from time to time by the Board of Directors, such meeting to be at such time and at such place as the Board of Directors shall determine. Written notice of the annual meeting shall be distributed to each member not less than twenty (20) nor more than thirty (30) days prior to said meeting.
- Section 2. Regular Meetings.** Members of the Corporation shall meet at least 4 times annually. Meeting dates shall be determined by the member chairperson. Written notice will be distributed to each member not less than ten days (10) prior to said meeting.
- Section 3. Special Meetings.** Special meetings of the members of the Corporation may be called at any time by the Board of Directors, and shall be called by the President upon the written request of at least fifty-one percent (51%) of the members. Written notice of any special meeting thus called, stating the purpose thereof, shall be distributed to each member, not less than ten (10) days prior to said meeting. At any special meeting, only the business stated in the notice of such meeting may be transacted there at.
- Section 4. Member Chairperson.** At each annual meeting or as otherwise required, the members will elect from the members in attendance at that meeting a Member

Chairperson and an Alternate Member Chairperson to preside at meetings of the members. Generally, the term of office of the Member Chairperson and the Alternate Member Chairperson shall be one year and shall end at the next annual meeting at which their replacements are elected. In the event the Member Chairperson is not in attendance at a meeting, the Alternate Member Chairperson shall preside at that meeting. In the event neither individual is present at a member meeting, the members present at that meeting shall elect a Member Chairperson to preside at such meeting.

Article V—Member Action

- Section 1. Quorum.** The number of members who are entitled to vote who are present at a meeting shall constitute a quorum for member action at that meeting.
- Section 2. Action of Members.** The act of a majority of members present at any meeting of members duly held shall be the act of the members, unless a greater proportion is required by law, by these Bylaws or by the Corporation's Certificate of Incorporation.
- Section 3. Written Consent.** The members may act by unanimous written consent in lieu of any meeting and such written consent shall be deemed to be such meeting for all purposes, including without limitation, the expiration of the terms of office of directors.
- Section 4 Meeting Minutes.** A designated member in attendance will take minutes of the meeting.

Article VI - Membership Dues

- Section 1.** Members shall pay yearly dues, the amount to be determined by the Board of Directors.
- Section 2.** Dues are payable on a yearly basis. Members whose dues have not been waived and who are in arrears shall not be considered members and shall have no rights as a member for any period during which their dues are in arrears.
- Section 3.** Dues may be waived in specific cases by the Board of Directors when the payment of dues would constitute a hardship.

Article VII- Board of Directors

- Section 1. Powers and Duties.** The property and affairs of the Corporation shall be managed and conducted by the Board of Directors which may authorize and direct the Corporation to exercise all such powers and do all such things as may be exercised or done by the Corporation but subject nevertheless to the

provisions of the Corporation's Certificate of Incorporation, these Bylaws, the laws of the State of Connecticut and the laws of the United States of America.

Section 2. Election. Generally, individuals shall be elected to the Board of Directors by the members at the annual meeting of the members. Directors shall be nominated for election in accordance with the procedures described below with respect to the Nominating Committee. Generally, directors shall take office *July 1st* following their election.

Section 3. Qualification. Each director must be an individual who is a member of the Corporation. An individual who is an employee of the Corporation may not serve as a director.

Section 4. Number. The Board of Directors shall consist of not fewer than nine (9) nor more than fifteen (15) directors. Subject to the foregoing, the actual number of directors serving at any given time shall be determined by the members.

Section 5. Term of Office. Generally, the term of office of a director shall be two years and such directors will be elected in a manner such that the terms of approximately one-half of the members of the Board of Directors expire each year. All elected directors are eligible to serve only three (3) consecutive terms, maximum of six (6) years even when the director is completing an unexpired term. The Board of Directors shall be divided into two (2) classes, with each class respectively to be designated "Class A Directors" and "Class B Directors." In order to implement continuity in the Board of Directors, the term of the directors in each class shall end as follows:

- (a) The Class A Directors shall serve until the second annual meeting following the end of the previous term of the Class A Directors (or until their successors are elected).
- (b) The Class B Directors shall serve until the second annual meeting following the end of the previous term of the Class B Directors (or until their successors are elected).

The Board of Directors shall designate the Class to which a director is a member at the time of his or her election by the members. To maintain each Class's representation at approximately one-half of the directors at any given time, the Board of Directors shall designate a director as a member of the class of directors with the fewest number of directors at the time of his or her election. Notwithstanding the foregoing, a director's term shall end upon his or her death, resignation, or removal as provided in these Bylaws.

Section 6. Immediate Past President. The immediate past president of the Corporation shall be *ex officio* a member of the Board of Directors with the right to vote on matters coming before the Board of Directors and the right to be counted in

determining a quorum. While serving in the capacity as an ex officio director, the Immediate Past President shall be counted in determining the number of directors serving on the Board of Directors.

- Section 7. Resignation.** Any director of the Corporation may resign at any time by giving written notice to the President of the Corporation. In the event of a resignation of a director without written notice, the President shall confirm such resignation in writing. Such resignation shall take effect at the time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- Section 8. Removal.** Any director may be removed from the Board of Directors for reasonable cause by a majority vote of the directors present at a meeting at which a quorum is present. Such action may be taken at any meeting, provided that due notice of the proposed removal shall have been duly given. Any director who is absent for (3) three unexcused meetings shall be subject to removal by the majority of the board of directors. Any officer or Director aggrieved by the decision of the Board of Directors may appeal this decision to the full membership at a special meeting to be called no later than thirty (30) days from date of removal.
- Section 9. Vacancies.** In the event a director ceases to be in office, the vacancy shall be filled by the Board of Directors. However, directors elected by the Board to fill a vacancy are subject to confirmation by the members at a meeting of the members, called by the Board, for such purpose.
- Section 10. Honorary Directors.** At any meeting of the Board of Directors, the directors may elect one or more individuals to the position of Honorary Director. Honorary Directors may attend any meeting of the directors and shall receive notice of such meetings where such notices are otherwise required by these Bylaws. An individual may not serve simultaneously as both a director and an Honorary Director. An Honorary Director's term as such shall extend as long as indicated in the Board resolution naming such individual as an Honorary Director. Honorary Directors shall not be entitled to vote on any matter that is before the Board of Directors and shall not be taken into account for purposes of determining a quorum of directors.

Article VIII - Board of Director Meetings and Action

- Section 1.** The Board may hold its meetings, annual, regular or special, at such place or places within or without the State of Connecticut as it may from time to time by resolution determine or as shall be specified or fixed in the notice or waiver of notice thereof.
- Section 2. Annual Meeting.** The annual meeting of the Board of Directors for the election of officers and for such other business as may properly come before

the meeting shall be held in June to coincide with the annual meeting of the members. Written notice of the time and place of the meeting shall be provided to the members of the Board of Directors at least ten (10) days prior to such meeting.

Section 3. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly (except that no regular meeting shall be held during August) at such times as shall be specified in a resolution adopted by the Board of Directors then in effect, or if there shall not be any such resolution then in effect, as shall be specified in a notice of such meeting.

Section 4. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President or by the Secretary upon written request of at least one-third (1/3) of the directors then in office. At least two (2) days' written notice of each special meeting stating the time and place of the meeting and the purpose of the meeting shall be given to each director. No other business may be transacted at a special meeting.

Section 5. Telephonic Participation at a Board Meeting. One or more directors may participate in a meeting of the Board of Directors by use of a conference telephone or similar communications equipment which allows all persons participating in the meeting to simultaneously hear each other and to communicate with one another.

Section 6. Quorum. A minimum of a majority of the number of directors then in office shall constitute a quorum for the transaction of business.

Section 7. Adjournment. A majority of the directors present at any meeting of the Board of Directors, including a meeting at which a quorum is not present, thereat may adjourn the meeting to another time and place. Notice of any adjourned meeting need not be given unless the meeting shall have been adjourned for more than three (3) days.

Section 8. Manner of Acting. The act of a majority of the directors present at any meeting at which a quorum is present at the time of the act shall be the act of the Board of Directors, unless the vote of a greater or lesser proportion is otherwise required by the Act. If all the directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, such action shall be the act of the Board of Directors with the same force and effect as though it had been authorized at a duly called and held meeting of the Board of Directors.

Article IX - Officers

Section 1. Number, Term and Election of Officers. The Nominating Committee shall prepare a slate of candidates for election as officers and directors and shall secure the consent of its nominees to serve if elected. The Nominating Committee shall ensure that mechanisms, including rotation of the members of the Board of Directors, should be in place to assure injection of new spirit and ideas which help to prevent the organization from becoming identified with any one segment or interest group within the community and to identify and support any current needs of the agency, The Nominating Committee shall send the proposed slate of officers and directors to the membership 4 weeks prior to the Annual Meeting. Nominations shall be permitted from the floor. All nominees, whether nominated by the committee or from the floor, are to be members in good standing who have given consent to the nominations. Officers and Directors shall be elected at the Annual Meeting and shall take office July 1st, following the election. Each officer shall serve no more than two years, or until his successor shall have been duly elected.

Section 2. President. The President shall be the chief executive officer of the Corporation. Subject to the control of the Board of Directors, the President shall, in general, supervise and control all the business and affairs of the Corporation and shall have the power to sign, acknowledge and deliver on behalf of the Corporation all deeds, agreements and other formal instruments. The President shall preside at each meeting of the Board of Directors. The President shall see that all orders and resolutions of the Board of Directors and of the committees of the Board of Directors are carried into effect. In general, he or she shall perform all duties incident to the office of President and such other duties as may from time to time be assigned to the President by these Bylaws or by the Board of Directors. The President or the Treasurer shall be authorized to sign checks (as set forth herein). The President and or the Treasurer in conjunction with the Executive Director shall jointly authorize and be signatory of all agency disbursements in excess of \$15,000.00. In the Executive Director's absence, the President or the Treasurer shall authorize and be signatory of any agency disbursements less than \$15,000.00.

Section 3. Vice Presidents. Each Vice President, if any, shall have such general responsibilities as may be assigned to him or her from time to time by the Board of Directors or the President, and he or she shall perform all such other duties as from time to time may be assigned to him or her by the Board of Directors or the President. At the request of the President, or in case of his or her absence or inability to act, any Vice President designated by the Board of Directors or by the President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

Section 4. Treasurer. The Treasurer shall be available to review the monthly Budget Variance Reports of the agency and promptly notify the Board at its monthly meeting of any variances that warrant further attention. The Treasurer shall be

bonded. The management of Corporation will review this requirement/limit on an annual basis to make sure the bonding is proper. The Treasurer shall make a financial report to the Board at the monthly meeting or special meeting, if necessary; based on a summary of revenues and expenses prepared by the agency staff. The Treasurer shall review the agency's Annual Operational Plan (fiscal budget) prior to finalization and formally present the plan to the Board for approval. The Treasurer and or President shall be authorized to sign checks (as set forth herein). The Treasurer and or the President in conjunction with the Executive Director shall authorize and be signatory of all agency disbursements in excess of \$15,000.00. In the Executive Director's absence, the Treasurer or the President shall authorize and be signatory of any agency disbursements less than \$15,000.00. The Treasurer or the President shall present a summary of the un-audited financial statements at the annual meeting of the Board and at the annual meeting of the members. The Treasurer or President shall present a summary of the Audited Financial Statements to the Board and members no later than the December meeting. The Treasurer shall be a member of the Finance Investment Committee. In general, he or she shall perform all the duties incident to the office of Treasurer and such other duties as may from time to time be assigned to the Treasurer by the Board or by the President. If required by the Board of Directors, the Treasurer shall give such security for the faithful performance of his or her duties.

Section 5. Secretary. The Secretary shall serve all notices for the Corporation that have been authorized by the Board of Directors; keep, or cause to be kept, the minutes of the meetings of the Board of Directors; be the custodian of the corporate records and of the seal of the Corporation; and in general, perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Directors or the President.

Section 6. Removal of Officers. Irrespective of term of office any Officer of the Corporation may be removed with reasonable cause at any time by the Board of Directors. Any officer aggrieved by the decision of the Board of Directors may appeal this decision to the full membership at a special meeting to be called no later than thirty (30) days from date of removal.

Section 7. Vacancies. Except as otherwise provided in these Bylaws, if the office of the President, any Vice President, the Treasurer, the Secretary or any other officer appointed by the Board of Directors becomes vacant due to death, resignation or removal, the vacancy may be filled for the unexpired term by the membership at a special meeting called for the purpose there of.

Section 8. Resignations. Any officer of the Corporation may resign his or her office at any time by giving written notice thereof to the President of the Corporation or to the Board of Directors. Such resignation shall take effect at the time

specified therein, or if no time is specified therein, at the time of the receipt thereof, and the acceptance thereof shall not be necessary to make it effective.

Article X -Amendments

Section 1. The amendment of these bylaws requires both (i) the affirmative vote of a majority of the directors who are present at any meeting of the Board of Directors at which a quorum is present, provided that the notice of such meeting shall set forth the general nature of the proposed action and (ii) affirmative vote of a majority of the members who are present at the meeting, provided that the notice of such meeting shall set forth the general nature of the proposed action.

Section 2. So long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development, these articles may not be amended without prior written approval by the said secretary.

Article XI -Fiscal Year

Section 1. The fiscal year of the Corporation shall begin July 1 and end June 30.

Article XII - Committees

Section 1. Authority. Subject to applicable laws, committees shall have such authority as shall be provided herein or in resolutions of appointment, except that no committee shall have any power or authority prohibited by law or as to (i) the filling of vacancies in the Board of Directors, (ii) the amendment of the Certificate of Incorporation, (iii) the adoption, amendment or repeal of these Bylaws, (iv) the amendment or repeal of any resolution of the Board of Directors, (v) the approval of a plan of merger, a sale, lease, exchange or other disposition of all or substantially all of the property of the Corporation or of a proposal to dissolve the Corporation, or (vi) action on matters committed by these Bylaws or a resolution of the Board of Directors to another committee of the Board of Directors.

Section 2. Procedures. Each committee shall act in accordance with the following procedures: The committee shall adopt a schedule of regular meetings and shall hold additional special meetings on the call of the chairman of the committee or any two members of the committee; notice of each such meeting shall be given in the manner provided for notice of regular meetings of the Board of Directors; a majority of voting members of the committee shall constitute a quorum for all business; the act of a majority of voting members of the committee present at any meeting duly held at which a quorum is present at the time of the act shall be the act of the committee; and if less than a quorum is present at any committee meeting, a majority of the voting members of the committee present may adjourn such meeting from time to time without notice.

Each committee shall keep a record of its proceedings and shall report to the Board of Directors as requested. Unless otherwise provided herein, the term of office of a committee member shall be determined by the Board of Directors. Members of a committee may be removed at any time by the Board of Directors.

- Section 3. Ad Hoc Committees.** The Board of Directors may from time to time designate two or more individuals to constitute a committee as it deems necessary.
- Section 4. Standing Committees.** The standing committees of the Corporation shall consist of the Executive Committee, the Nominating Committee, the Finance Investment Committee, the Policy and Personnel Committee, the Marketing Fundraising Committee, the Facilities Committee and the Personnel Committee.
- Section 5. Executive Committee.** The Executive Committee shall consist of the current officers of the Corporation. This committee shall be responsible for planning (short and long-range goals), finance, budget, personnel and management.
- Section 6. Nominating Committee.** The Nominating Committee shall consist of at least three members of the Corporation, one of whom shall be the President. With the exception of the President, the members of the nominating committee may, but need not, be members of the Board of Directors. Members of the Nominating Committee shall be appointed by the Board of Directors. The President shall be the Chairperson of the Nominating Committee.
- (a) The Nominating Committee shall prepare a slate of candidates for election as directors and shall secure the consent of its nominees to serve if elected. The Nominating Committee shall ensure that mechanisms, including rotation of the members of the Board of Directors, should be in place to assure injection of new spirit and ideas which help to prevent the organization from becoming identified with any one segment or interest group within the community and to identify and support any current needs of the agency. The Nominating Committee shall send the proposed slate of directors to the membership at least four weeks prior to the Annual Meeting in June.
 - (b) Nominations shall be permitted from the floor. All nominees, whether nominated by the Nominating Committee or from the floor, are to be members who have given consent to the nominations.
- Section 7. Finance Investment Committee.** The Investment Committee shall consist of the President, the Treasurer, at least one addition member of the Board of Directors, the Executive Director and the Senior Financial Person. At the discretion of the Board of Directors, one or more individuals from the local

community with investment backgrounds may be appointed to the Investment Committee. The Finance Investment Committee shall be responsible for overseeing the agency finance and investments.

Section 8. Policy, Procedure and Personnel Committee. The Policy, Procedure and Personnel Committee shall consist of at least three (3) members of the Board of Directors. This committee shall be responsible for reviewing the Corporation's policy and procedures manual for updates and revisions as deemed necessary and appropriate.; leading the evaluation of executive director; assisting the executive director with leadership and management matters; developing guidelines for ensuring ethical behavior and resolving ethical conflicts. This committee may seek input from, and invite to committee meetings, members of the Corporations senior staff and human resource personnel when confidentiality is not an issue.

Article XIII - Executive Director

Section 1. The Board of Directors shall, as finance permits, employ an Executive Director, establish his/her duties and fix his/her salary. The Executive Director shall serve under the direction of the Board of Directors. The Executive Director shall function at all times within the policies established by the Board of Directors. The Executive Director shall authorize and be signator of all agency disbursements not to exceed \$15,000.00. In the absence of the Executive Director, the President or Treasurer shall authorize and be signator of any agency disbursements less than \$15,000.00. The Executive Director is authorized to make, execute and approve, on behalf of Bristol ARC, any and all contracts and amendments to said contracts.

Section 2. The Executive Director shall be the administrative head of the Corporation, serving at all times under the direction of the Board of Directors through the President. The Executive Director shall be responsible for the carrying out of the policies of the Corporation, and in consultation with officers, directors, and committee members, develop the overall program based upon long and short-term goals. The Executive Director shall have the power, subject to the rules and regulations of the Board of Directors, to employ, terminate and fix the duties and salaries of the other employees of the Corporation.

Article XVI - Miscellaneous

Section 1. Parliamentary Authority. Robert's Rule of Order shall govern the conduct of business in all cases in which they are applicable and not in conflict with these Bylaws.

Section 2. Notice. Any notice required or permitted to be given under these Bylaws in writing shall be deemed to have been delivered if delivered in person or if sent

by United States mail, overnight delivery, facsimile, fax or email and addressed to such person at the address shown on the records of the Corporation or the address supplied by him or her to the Corporation for the purpose of notice. If such notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail.

Revised: 11/1/2016

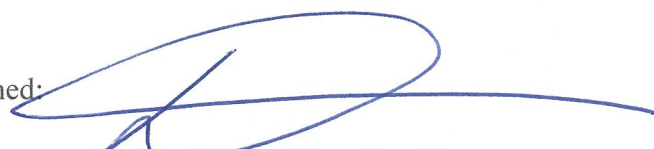
Past Revisions:				
03/88	11/91	11/98	11/07	7/11
11/88	11/93	11/00	6/09	5/1/13
11/90	05/95	12/04	6/10	1/7/14

Reviewed : 1987
05/89
6110

Revision approved: 11/1/2016

This are the current bylaws approved and adopted by the membership on 11/1/2016.

Signed:



David Van Allen, President

Signed :



Charlotte Audet, Secretary