

**The Black Rock Neighborhood Revitalization Zone, Inc.
Bylaws**

ARTICLE I: NAME, PURPOSE, OFFICE(S)

Section 1.01. Name. The name of the organization shall be The Black Rock Neighborhood Revitalization Zone, Inc. and hereafter known as The Black Rock NRZ, Inc.

Section 1.02. Purpose. This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501 (c)(3) exempt organizations. To this end, the corporation shall be organized for:

- a. Combating community deterioration and juvenile delinquency
- b. Lessening neighborhood tensions
- c. Lessening of the burdens of government
- d. The direct sponsorship and/or support of programs designed to promote community and social welfare and address and combat the physical deterioration in the Black Rock NRZ; to collaborate with and/or support other community groups that fulfill the requirements of the Strategic Plan.
- e. To solicit, accept, hold, invest, reinvest, and administer any contributions, grants, donations, gifts, bequests, devises, benefits of trusts (but not act as trustee of any trust), and property of any sort, without limitation as to amount or value, and to use, disburse and donate the income or principal thereof for exclusively charitable and educational purposes in such manner as, in the judgment of the Board of Directors of the Corporation, will best promote the purposes of the corporation;
- f. To contract for, purchase, receive, develop, own, manage, operate or lease property, real, personal and mixed; to employ or otherwise retain such persons and to borrow funds as may be necessary to promote and further the purposes and objectives of the corporation, and;
- g. To engage in any lawful act of activity reasonably related to the foregoing purposes of the Corporation and for which a Corporation may be organized under the Non-stock Corporation Act of the State of Connecticut, as amended (the "Act").

Section 1.03. Non-Profit Operation. The Black Rock NRZ, Inc. will not have or issues shares of stock.

Section 1.04. Offices. The principle location of the Black Rock NRZ, Inc. shall be in the Black Rock neighborhood of Bridgeport, Connecticut. All meetings of the Black Rock NRZ, Inc. shall take place within the Black Rock neighborhood of Bridgeport.

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ARTICLE II: BOARD OF DIRECTORS

Section 2.01. Eligibility. Eligible Directors of the Black Rock NRZ, Inc. include Black Rock residents, owners of properties located within the designated revitalization zone; individuals and representatives of businesses, cultural, educational, social service agencies, religious and citizen organizations located in the designated zone, or those that could have a significant impact on the Black Rock Neighborhood Revitalization Zone.

Section 2.02. Number and Selection. The business and affairs of the corporation shall be conducted and managed by the Corporation, also known as the Board of Directors. The board shall consist of not less than fourteen (14) Directors and not more than twenty-one (21) Directors at any time. At least 51% of the Board of directors must be residents of Black Rock. Each Director shall hold office for a term of one, two or three years. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his/her term shall be subject to the selection process of the Nominating Committee (see Section 7.01) and then filled by a majority vote of the remaining Directors. In the event of a tie vote, the President shall choose the succeeding director. A director elected to fill a vacancy shall be elected for the unexpired term of that director's predecessor in office.

Section 2.03. Terms of Office. Terms of office for the Board of Directors will be established by the Corporation, in the form of "staggered terms". Staggered terms will insure that a blend of new Directors work alongside experienced Directors. Directors shall hold office until a successor is duly qualified and elected. Elections will occur on the first Monday in June of each year. The term of office will run from 12:01 am on the first Tuesday of June each year, until 11:59 pm of the first Monday in June the following year. Term I Directors serve a term of (1) one year; Term II Directors serve a term of (2) two years; and Term III Directors serve a term of (3) three years.

Section 2.04. Qualifications. Board of Director opportunities will be granted to any individual who meets the conditions of Sec. 2.01, and who supports the mission and purposes of the organization, agrees to attend 75% of board meetings, and who has been fully vetted by a nominations committee and/or process, and/or is filling a vacancy of the Black Rock NRZ, Inc. Committee, and such other criteria as the Board of Directors decides.

Section 2.05. Termination. The Executive Committee, by affirmative vote of two-thirds of all of the Directors of the NRZ, may suspend or expel a member of the Executive Committee, terminate the term of any Director who becomes ineligible, or suspend or expel any Director who has acted in defiance of the NRZ Bylaws and its guidelines.

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Section 2.06. Resignation. Any Director may resign by filing a written resignation with the Secretary; however, such resignation shall not relieve the Director so resigning of the obligation to fulfill any duties, or other commitments theretofore accrued and uncompleted, unless so waived by the Executive Committee.

Section 2.07. Annual Meetings. The annual meeting shall be held in June of each year. A majority of the Board of Directors present in person or by proxy shall constitute a quorum for transaction of all business at the annual meeting.

Section 2.08. Ex-Officio Directors. The Board of Directors shall include three (3) ex-officio directors. Two (2) of the positions shall be filled by the elected city council representatives from the 130th City District; and one (1) shall be filled by the Executive Committee from a government agency, a Black Rock organization, or a person who has special skills or experience as needed by the Black Rock NRZ.

ARTICLE III: AUTHORITY AND DUTIES OF THE BOARD OF DIRECTORS

Section 3.01. Authority of Black Rock NRZ, Inc. Board of Directors. The Board of Directors is the policy-making body and may exercise all the powers and authority granted to the Corporation by law.

Section 3.02. Duties. The Board of Directors shall elect an Executive Committee consisting of the officers of the Corporation, President, Vice President, Secretary and Treasurer. In addition, the Board of Directors may appoint a maximum of three (3) additional director positions to serve as Directors of the Executive Committee. The Chairperson of the Executive Committee shall be the President of the Corporation.

Section 3.03. Regular Meetings. The Board of Directors shall hold at least four (4) regular meetings per calendar year. Meetings shall be at such dates, times and places as pre-determined by the Board of Directors and announced at the annual meeting.

Section 3.04. Special Meetings. Special Meetings may be called by the Chairperson or at the request of any two (2) Directors by notice emailed, mailed, telephoned, or faxed to each Director not less than seventy-two (72) hours before such meeting.

Section 3.05. Quorum. A quorum shall consist of eight (8) members of the Board of Directors present in person or by proxy except as stated in Section 2.07. All decisions will be by majority vote of those present and voting at a meeting at which a quorum is present, except as stated in Section 9.01.

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Section 3.06. Action without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these Bylaws) or of any committee may be taken without a meeting if all the Directors of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

Section 3.07. Participation in Meeting by Conference Telephone. Directors of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as Directors participating in such meeting can hear one another.

Section 3.08. Expense(s) Reimbursement. NRZ Committee Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed subject to submittance of proper documentation and with prior approval.

ARTICLE IV: AUTHORITY AND DUTIES OF EXECUTIVE COMMITTEE

Section 4.01. Officers of the Executive Committee. The Executive Committee, the "Officers" of the Corporation shall be chosen by the Board of Directors, and from the Directors. The Executive Committee shall consist of a President, a Vice-President, a Treasurer, and a Secretary, and such other officers as the NRZ Committee may designate. Any two (2) or more offices may be held by the same person in the case of a vacancy, except the offices of President, Treasurer, and Secretary.

Section 4.02. Appointment of Executive Committee Officers. The Officers of the Corporation shall be elected annually by a majority of the NRZ Committee at its annual meeting, on the first Monday in June of each year. Additional officers may be elected at any time in accordance with the provisions of Section 4.01.; or, in the case of vacancies, as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors.

Section 4.03. Terms of Office. Terms of office shall be one (1) year and Executive Committee Directors can be eligible for reappointment. The term of office will run from 12:01 am on the first Tuesday of June each year, until 11:59 pm of the first Monday in June the following year. Directors shall hold office until a successor is duly qualified and elected.

Section 4.04. Resignation. Any Officer (Executive Committee member) may resign at any time by delivering a written resignation to the Corporation's President or Secretary. Resignations are effective immediately upon receipt - of a written notification.

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Section 4.05. Removal. An officer may be removed by the affirmative vote of at least 60% of the Board of Directors at a meeting, or by action in writing pursuant to Section 3.08, whenever in the Board's judgment the best interests of the Corporation will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4.06. President. The President shall be a director of the Corporation and will preside at all meetings of the "Committee" and Directors. The President shall have general charge and direction of the business of the Corporation, subject, however, to the control of the Board of Directors, and shall perform such other duties as on occasion shall be assigned by the Board of Directors.

Section 4.07. Vice-President. The Vice-President shall be a director of the Corporation and will preside at meetings of the Board of Directors in the absence of, or request of, or due to the disability of the President. The Vice-President shall perform other duties as requested and assigned by the President, subject to the control of the Board of Directors.

Section 4.08. Treasurer. The Treasurer shall be a director of the Corporation and shall keep the books in proper order for that purpose. The Treasurer shall report to the Board of Directors at each regular meeting on the status of the Council's finances, including all monies received or disbursed. On at least a quarterly basis, the Treasurer shall deliver a financial report to the Board of Directors. At intervals of not more than twelve (12) months, he/she shall prepare or have prepared for the Corporation a balance sheet showing the financial condition of the Corporation as of a date not more than four (4) months prior thereto, and a profit and loss statement respecting its operation for the twelve (12) months preceding said date. The balance sheet and the profit and loss statement shall be deposited at the principal office of the Corporation and shall be kept by the Corporation for at least ten (10) years from such date. The Treasurer may endorse for and on behalf of the Corporation, checks, notes, and other obligations and shall deposit the same and all monies and valuables in the name of, and to the credit of, the Corporation in such banks and depositories as the Board of Directors shall designate. The Treasurer shall have custody of and shall have the power to endorse for transfer on behalf of the Corporation, stock, securities or other investment instruments owned by the Corporation. The Treasurer shall perform such other duties as occasionally may be assigned by the Board of Directors.

Section 4.09. Secretary (Recording/Corresponding). The Secretary shall be a director of the Corporation and shall keep the minutes of all meetings of the Board of Directors in the books proper for that purpose. The Secretary shall have custody of the seal of the Corporation and all books, records and papers of the Corporation, except those in the custody of the Treasurer or some other person(s) authorized to have custody and possession thereof by a resolution of the Board of Directors. The Secretary shall be responsible for sending minutes of

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all meetings of the Board of Directors to each Director, as well as all other documents necessary to be delivered to Directors from time to time. The Secretary shall prepare and deliver notices of all meetings of Directors and committees. In addition, he/she shall assist the President in the procedures for presiding over meetings of the Board of Directors. The Secretary shall be familiar with the agendas for each meeting and shall follow the agendas in accordance with these Bylaws. The Parliamentary Rules prescribed in and by "Roberts Rules of Order", last available edition, shall govern the conduct of the meetings of the Corporation, unless a contrary procedure is established by the Corporation's Certificate of Incorporation, these Bylaws, or by resolution of the Board of Directors. The Secretary shall be familiar with these Parliamentary Rules, shall assist the President in presiding over meetings of the Board of Directors in accordance with these Rules, and shall be the final arbiter of all issues or disputes which may arise relating to the conduct of all such meetings. The Secretary shall perform such other duties as occasionally may be assigned by the Board of Directors.

Section 4.10. Compensation. The Board of Directors and Officers of the Corporation shall serve without compensation.

Section 4.11. Vacancies. Whenever any office shall become vacant, however occasioned, the vacancy may be filled for the unexpired term by action of a majority of the Board of Directors.

ARTICLE V: INDEMNIFICATION

Every member of the Board of Directors, officer or employee of the Corporation may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

ARTICLE VI: CORPORATE ACTIONS AND FINANCIAL ADMINISTRATION

Section 6.01. Fiscal Year. The fiscal year of the Corporation shall be July 1 through June 30 but may be changed by resolution of the Board of Directors.

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Section 6.02. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 6.03 Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific actions.

Section 6.04. Checks, Drafts, Etc. All checks, drafts, or orders for the payment of money, notes, bills of lading, warehouse receipts, obligations, bills of exchange, insurance certificates, or other evidences of indebtedness shall be signed or endorsed by such officer or officers or agent or agents of the Corporation, with a minimum of two signatures from the Executive Committee, and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board.

Section 6.05. Deposits and Accounts. All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the President or by any other officer or officers or agent or agents of the Corporation, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation.

Section 6.06. Investments. The funds of the Corporation in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, shall be deposited in federally insured institutions or invested in obligations of the United States Government or agencies thereof whose obligations are fully guaranteed by the United States Government, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

Section 6.07 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, grant, bequest, or devise for any purpose of the Corporation.

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Section 6.08 Reports. The Executive Committee shall be responsible for the submitting of a report on the implementation of the Black Rock NRZ Strategic plan (see Attachment) to the chief executive official and the legislative body of the municipality and to the Secretary of the Office of Policy and Management at intervals of six months in the first year after adoption of the ordinance and annually thereafter. This reporting and any amendments to the strategic plan must follow closely the requirements as outlined in Chapter 118 of the Connecticut Statutes, Section 7-602.

ARTICLE VII: COMMITTEES

Section 7.01. Nominating Committee. The Nominating Committee shall be a standing committee consisting of a minimum of four (4) Directors, one (1) of whom shall be a member of the Executive Committee and who shall chair the Nominating Committee, and three (3) additional Directors of the Corporation, all appointed by the Directors. The Nominating Committee shall review the qualifications of candidates for election to the Board of Directors and prepare a slate of potential Directors for presentation to the Board of Directors. The nominating committee shall begin the review process at least 60 days prior to the annual meeting.

Section 7.02. Standing Committees. The Corporation may, by resolution adopted by a majority of the Directors, establish additional standing committees of the Black Rock NRZ, Inc. Each standing committee shall include at least two (2) board members of the Black Rock NRZ, Inc., to serve as "liaison", and may include participants who are non-board members. The Black Rock NRZ, Inc. shall consist of at least the following "Standing Committees": (1) Business and Economic Development; (2) Education; (3) Arts, Entertainment and Culture; (4) Land Use, Development, and Historic Preservation; (5) Outreach and Communications; (6) Quality of Life, Environment and Public Safety. The Board of Directors may make such provisions for appointment of the chair of such committee's, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, activities of the Corporation.

Section 7.03. Advisory Board. The Executive Committee may create an Advisory Board comprised of such individuals as may be determined needed from project to project. The members of the Advisory Board shall have skills and experience in areas such as banking and finance, architecture, law, fund-raising, arts and humanities, education, urban development, community development, and social development.

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ARTICLE VIII: LIMITS ON OPERATION OF THE CORPORATION

Section 8.01. Limitations.

- a. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;
- b. The corporation shall not lend any of its assets to any officer or director of this corporation, or guarantee to any person the payment of a loan by an officer or director of this corporation.
- c. The corporation shall have no voting members. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No Director shall have any right, title, or interest in or to any property of the corporation
- d. Though the Corporation may engage in any lawful act or activity for which corporations may be formed under the Connecticut Non-stock Corporation Act or under any act amendatory thereof, supplemental thereto or substituted therefor; notwithstanding that any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

Section 8.02. Lobbying. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and

ARTICLE IX: DISSOLUTION

Section 9.01. Dissolution. The Corporation may be dissolved at any time by a two-thirds (2/3) vote of the directors at any Meeting of directors called to consider such dissolution. Upon dissolution of the Corporation, the assets remaining after payment of all liabilities shall be distributed to charitable, scientific, literary and educational organizations exempt under Section 501(c)(3) of the Internal

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Revenue Code of 1986, as amended, in such proportions and amounts as a majority of the directors of the Corporation shall determine.

ARTICLE X: AMENDMENT OF BYLAWS

Section 10.01. Amendments. These Bylaws may be amended by a two-thirds (2/3) vote of the Directors, provided that no such amendment shall be adopted which will affect the exempt status of the Corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

A prior notice of 72 hours must be given for the proposed amendment in the notice of the meeting at which such action is taken, or provided all members of the Board waive such notice, or by unanimous consent in writing without a meeting.

Section 10.02. Parliamentary Disputes. In any disputes concerning interpretation of "Bylaws" or operating procedures of the Black Rock NRZ, Inc. the Secretary shall be considered "Parliamentarian" and defer to Robert's Rules of Order for guidance. The agreement of 75% of those in attendance shall be necessary to overcome the application of Robert's Rule of Order.

Official Bylaws updated June 21, 2018


Scott Burns

President, Black Rock NRZ, Inc.