

**BROOKFIELD TOWN CENTER 4 BUSINESS, INC.**

**BYLAWS**

**ARTICLE I**

NAME AND PURPOSE

**Section 1. Name.** The name of this corporation shall be BROOKFIELD TOWN CENTER 4 BUSINESS, INC. (the "**Association**"). The Association is a corporation formed under the Nonstock Corporation Act of the State of Connecticut.

**Section 2. Purpose.** The Corporation is organized for the purpose of promoting such common interests of its Members as may qualify it as exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent Federal tax laws); and within such limits to achieve the objectives of: 1) Preserving the competitive enterprise system of business within the greater Brookfield Town Center area by: creating a better understanding and appreciation of the importance of business people and a concern for their problems; preventing or addressing controversies which are detrimental to expansion and growth of business and the community if they arise; creating a greater appreciation of the value of a more liberal investment of substance and self on behalf of the interests of competitive business; 2) Promoting business and community growth and development within the greater Brookfield Town Center area by: promoting economic programs designed to strengthen and expand the income potential of all business within the trade area; promoting programs of civic, social and cultural nature which are designed to increase the functional and aesthetic values of the community; and discovering and correcting abuses which prevent the promotion of business expansion and community growth. The Association also may conduct such other affairs and promote such other purposes which may be lawfully carried on by a Connecticut nonstock corporation.

**Section 3. 501(c)(6) status.** The Association shall take no action which would result in the loss of its eligibility for tax exemption under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.

## **ARTICLE II**

### **MEMBERSHIP**

**Section 1. Membership.** The Membership of the Association shall consist of those persons who meet the requirements for membership as provided by these Bylaws.

**Section 2. Classes.** There shall be two classes of Members:

(a) **Regular Members.** Any person who owns and operates and/or represents a business within the greater Brookfield Four Corners Area shall be eligible for Regular Membership in the Association upon timely payment of the dues prescribed by the Board of Directors. The geographically area shall be initially established the Board of Directors and may amended from time to time by the affirmative vote by a two-thirds vote of those Members present at a duly convened membership meeting at which a quorum is present at the time of the act.

(b) **Special Membership.** The Board of Directors may establish special classes of membership from time to time that entitle the Members of such classes to the benefits specified in the Board resolution or resolutions which create each such class, including without limitation the creation of lifetime membership in the Association.

**Section 3. Application for Membership.** Application for membership in the Association shall be in such form and manner as prescribed, from time to time, by the Board of Directors and shall be accompanied by the full amount of the dues prescribed by the Board of Directors.

**Section 4. Dues.** The Board of Directors shall have the power to fix the amount of dues paid by Members and to establish classifications for such purposes. The Board of Directors shall fix the amount of dues and establish classifications on or before January 1st of each year. If the Board of Directors shall fail to do so, the schedule of dues and classifications in effect during the preceding year shall remain in effect. The Treasurer shall strike from the membership roll the name of any member whose dues for any fiscal year have not been paid by April 2<sup>nd</sup> of that year (provided that the payment by a member of all dues after April 2<sup>nd</sup> shall result in the immediate reinstatement of such member for that year) and shall certify to the Board of Directors a list of all names so stricken from the membership roll. Members who have not paid their dues by June 1st of any year shall not be in good standing.

## **ARTICLE III**

### **BOARD OF DIRECTORS**

**Section 1. Board Composition.** The Board of Directors shall be comprised of the Officers of the Association.

**Section 2. Powers.** The affairs of the Association shall be managed by its Board of Directors, which may exercise all powers and do all things not required by these Bylaws to be done by the Membership, including but not limited to determining matters of policy, conducting all activities of the Association and interpreting these Bylaws.

**Section 3. Terms of Office.** Directors shall take and hold office for a term of two (2) year commencing on the date on which such persons are elected.

**Section 4. Meetings.** Regular meetings of the Board of Directors shall be held no less than eight (8) times during its term of office at such time and place as the President shall direct by written notice of at least ten (10) days to Board members. Special meetings of the Board of Directors may be called by the President upon written notice of at least seven (7) days to Board members, or by any three (3) Board members upon written notice of at least seven (7) days to the President and other Board members, and may be held at such time and place as stated in the notice thereof. The President shall be notified within seven (7) days of all matters that require a Board vote so that such matters may be placed on the agenda. Each member of the Board of Directors shall be entitled to one (1) vote. A majority of the Board members shall constitute a quorum for the transaction of business. The affirmative vote by a majority of those Board members present at a duly convened meeting at which a quorum is present at the time of the act shall constitute an act of the Board of Directors.

**Section 5. Attendance at Board Meetings.** It is the duty of each Board member to attend the regular and special meetings of the Board of Directors.

**Section 6. Action by Consent.** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent to such action is signed, or expressed by email, by all of the members of the Board of Directors prior to, or concurrently with or following such action and such written consent is filed with the minutes of the proceedings of the Board.

**Section 7. Meetings by Telephone.** The Board of Directors may conduct meetings by conference telephone or similar communications equipment that enables all directors participating in the meeting to hear each other at the same time so long as Board members are duly notified of such meetings in the manner prescribed by these Bylaws. Participation in a Board meeting by such means shall constitute presence in person at such meeting.

**Section 8. Removal.** The Board of Directors by the affirmative vote of a majority of directors present at a meeting and constituting a quorum there at, may remove any officer of the corporation from office at any time, regardless of the term for which such officer may have been elected or appointed.

**Section 9. Vacancies.** Any vacancy occurring in the Board of Directors shall be filled by majority vote of the remaining Directors, though less than a quorum. Each person so elected shall serve until the duration of the unexpired term, or until the next annual meeting.

**Section 10. Compensation.** Directors shall receive no compensation for their service as Directors.

## **ARTICLE IV**

### **DUTIES OF BOARD OF DIRECTORS**

**Section 1. President.** The President shall be the chief executive officer of the Association, shall preside over all meetings of the Association and all meetings of the Board of Directors, and shall perform all duties ordinarily incident to the office and consistent with these Bylaws.

**Section 2. Vice President.** The Vice President shall perform such duties as are delegated to him by the President, and shall preside at Association meetings in the absence of the President.

**Section 3. Secretary.** The Secretary shall prepare and keep the minutes of all meetings of the Association and meetings of the Board of Directors, shall certify official copies of such minutes and these Bylaws, shall send notices of all meetings of the Board or the membership, and shall perform such other duties as the President or Board of Directors may from time to time direct.

**Section 4. Treasurer.** The Treasurer shall collect dues from the members of the Association; maintain a current and complete roster of the members; keep financial records of the Association; collect, care for and, upon approval of the President or Board of Directors, disburse all funds of the Association; render regular and annual reports of the financial affairs and status of the Association, and perform such other duties as the President or Board of Directors may from time to time direct.

## **ARTICLE V**

### **ELECTION OF OFFICERS**

**Section 1. Officers.** The Officers of the Association shall be the President, Vice President, Secretary, and Treasurer. Any two or more offices may be held by the same person, except the offices of President and Secretary.

**Section 2. Nominations.** A Nominating Committee appointed by the Board of Directors shall nominate at least one (1) Regular Member of the Association for each elected position on the Board of Directors. Other nominations may be made by Regular Members in good standing on or before the Annual Meeting.

**Section 3. Notice of Elections.** The membership of the Association shall receive written notice of the meeting and the places in which elections will be held at least fifteen (15) days prior to the annual meeting.

**Section 4. Elections.** At the Annual Meeting, all Regular Members in good standing and present at the meeting shall vote. Election procedures not provided for in these Bylaws shall be adopted by resolution of the Board of Directors from time to time.

**Section 5. Voting.** All Officers shall be elected to their positions by receiving the largest number of votes of the membership at an Annual Meeting of the Members. Each Regular Member may vote for one (1) nominee for each office. In the event of a tie vote, a second election shall be held forthwith between the nominees receiving the tie vote.

**Section 6. Vacancies.** If any office, other than President becomes vacant for any reason, the President shall appoint a successor from among the membership. If the office of the President becomes vacant for any reason, the Vice President automatically shall become acting President for the remainder of the departed President's term. A vacancy in the office of the Vice President shall not be filled.

## ARTICLE VI

### MEETINGS OF THE MEMBERSHIP

**Section 1. Annual Meetings.** The Annual Meeting of the membership of the Association shall be held during the month of September and at such time and place as the President, or a majority of the Board of Directors, shall direct by written notice of at least thirty (30) days to the membership.

**Section 2. Special Meetings.** Special meetings of the membership of the Association may be held at such time and place as the President, or a majority of the Board of Directors, shall direct by written notice of at least ten (10) days to the membership. Within five (5) days of the written request of the Regular Members having not less than ten votes entitled to be cast at a special meeting, the President shall call a special meeting for the purposes specified in such request and shall cause ten (10) days written notice of such meeting to be given to the Members. If the President fails to call a special meeting within such five (5) day period, the members making the applicable request may call such meeting.

**Section 3. Quorum.** At all meetings of the membership of the Association, at least 1/3 of the Regular Members eligible to vote who are present in person shall constitute a quorum for the transaction of business.

**Section 4. Voting.** Except as otherwise provided by the By-laws, voting at each meeting of the Membership of the Association shall be by a majority vote of the Regular Members eligible to vote who are present at such meeting in person. Election procedures not provided for in these Bylaws shall be adopted by resolution of the Board of Directors from time to time.

**Section 5. Attendance of Officers.** It is the duty of each Officer to attend the regular and special meetings of the membership of the Association.

## ARTICLE VII

### COMMITTEES

**Section 1. Committees.** The Board of Directors shall appoint or designate such committees or sections as it deems necessary to carry out the purposes of the Association or to assist the Board of Directors in the orderly management of the affairs of the Association. Each such committee or section shall have and may exercise such authority of the Board of Directors as shall be provided in any applicable Board resolutions.

**Section 2. Appointments to Committees.** The Board of Directors shall appoint the members of all committees and shall designate the chairperson of each committee.

## ARTICLE VIII

### RULES OF PROCEDURE

Robert's Rules of Order shall govern all meetings of the membership of the Association and the Board of Directors unless inconsistent with these Bylaws.

**ARTICLE IX**  
**AMENDMENT**

Amendments to these Bylaws shall be approved by the affirmative vote of two-thirds (2/3) of the Regular Members present in person or by proxy at any annual meeting of the Regular Members or any special meeting of the Regular Members called for such purpose, provided that (a) no amendment to those Bylaws shall be considered at any meeting of the Regular Members unless a copy of the proposed amendment shall have been sent to and approved by the Board of Directors; and

(b) notice of the intention to offer such amendment shall have been included in the notice of such meeting sent to the Regular Members.

**ARTICLE X**  
**FISCAL YEAR**

The fiscal year of the Association shall end on December 31 in each year unless the Board of Directors shall determine otherwise.

**ARTICLE XI**  
**PRINCIPAL OFFICE**

The principal office of the Association shall be located within the greater Brookfield area. The Association may have other offices within or without the State of Connecticut as the Board of Directors may from time to time determine.

**ARTICLE XII**  
**SEAL**

The seal of the Association shall be circular in form and shall bear the name of the Association around the circumference and shall be in such form as the Board of Directors may determine.

**ARTICLE XIII**  
**NOTICE**

Whenever any notice of time, place, purpose or any other matter, including any special notice or form of notice, is required or permitted to be given to any person by law or under the provisions of the Certificate of Incorporation or Bylaws of the Association, or of a resolution of the directors, a written waiver of notice signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. The Secretary of the Association shall cause any such waiver to be filed with or entered upon the records of the Association or, in the case of a waiver of notice of a meeting, the records of the meeting. The attendance of any person at a meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by such person of notice of such meeting. Further, any such notice may be given by email.

## **ARTICLE XIV**

### **GENDER**

Any office of the Association may be held by either a man or woman and, whenever such office is held by a woman, the words "he" or "him" contained in these Bylaws shall be read "she" or "her".

## **ARTICLE XV**

### **SEVERANCE AND CONSTRUCTION**

Should any provision of these Bylaws be invalid under law, then such provision shall be deemed stricken from these Bylaws and the remainder shall be unaffected thereby. Should any provision be invalid due to its scope or breadth, then it shall be construed to be valid to the scope or breadth permitted by law.

## **ARTICLE XVI**

### **DISSOLUTION**

This Association is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution or gains or profits, or dividends to its members, and is organized solely for non-profit purposes. On the dissolution or winding up of this Association, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this Association shall be distributed to a non-profit entity or non-profit entities having purposes similar to the purposes of this Association. If this Association holds any assets in trust, they shall be disposed of in such a manner as may be directed by judgment of a court of appropriate jurisdiction.

## **ARTICLE XVII**

### **INDEMNIFICATION**

The Association shall indemnify Members, Directors, Officers, employees and agents and all eligible outside parties to the maximum extent permitted by applicable law. The personal liability of the Directors of the Corporation is limited to the fullest extent permitted by Section 33-1026(b) of the Connecticut General Statutes, and as permitted by Section 33-1116 through 33-1124 of the Connecticut General Statutes, and as the same may be amended and supplemented from time to time.