

**BYLAWS  
OF  
CITIZEN SCIENCE ASSOCIATION, INC.**

**Adopted:** April 27, 2016

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# ARTICLE 1

## General Overview

### Section 1.1 – Corporate History; and the Governing State Statute.

Citizen Science Association, Inc. (the “CSA”) was incorporated on 4/8/16 as a Connecticut nonstick corporation via its 4/8/16 certificate of incorporation (the “C/I”), which was filed with the Connecticut Secretary of the State on 4/8/16. The governing stature for the CSA is the Connecticut Revised Nonstock Corporation Act (the “CT Act”), Connecticut General Statutes (“C.G.S.”) §§33-1000, *et seq.*

### Section 1.2 – Background; and the corporate Purposes.

(a) **Background.** Public participation in scientific research (“PPSR”), or citizen science, has been practiced for many years. As a result of the very significant increase in the interest in and funding of citizen science starting in approximately 2007, thus, a PPSR Conference was held in Portland, Oregon in August, 2012 in association with the Ecological Society of America’s 97<sup>th</sup> Annual Meeting. At the 2012 meeting, which was attended by more than 300 PPSR participants, it was decided to unite and formalize the field of citizen science by developing an association. Thus, the CSA has now been incorporated on 4/8/16.

(b) **The Corporate Purposes.** The purposes of the CSA, as set forth (in part) in the CSA’s 4/8/16 Certificate of Incorporation (at Paragraph 3 thereof) are:

(a) To advance citizen science by helping to facilitate and to foster communications, coordination, collaborations and innovations between and among organizations, institutions and individuals in order to increase and to enhance public understanding of, and public participation in, scientific research, education and evidence-based decision making.

(b) To help guide current and future generations of the public to a greater understanding of scientific research, learning projects and other opportunities.

(c) To promote the sharing of insights among person involved in different areas of interest in citizen science in order to enhance and to further their respective research and educational outcomes.

### **Section 1.3 – Adoption of these Bylaws.**

These Bylaws were duly adopted by the CSA’s Sole Incorporator, Philip H. Bartels, via his 4/27/16 Written Consent to Action, which constituted the Organizational Meetings of the CSA in accordance with the CT Act. (A reference hereinafter to a “Bylaws Section” shall be a reference to a Section of these Bylaws of the CSA.) Also via said 4/27/16 Consent to Action, the initial Board Members and Officers were elected by the Sole Incorporator (*See* Bylaws Section 2.1(c)(i)), and the 4/27/16 CSA Conflicts of Interest Policy was adopted (*See* Bylaws Section 6.1).

## **ARTICLE II**

### **Board of Directors**

#### **Section 2.1 – Number of Board Members, Terms of Office, Term Limitations and Election.**

(a) **Governance of the CSA.** The business and affairs of the CSA shall be governed by the Board of Directors. The Board shall consist of a minimum “fixed” number of seven persons and a maximum “fixed” number of fifteen persons (the “Board Members”); and the reasonable expectation is that there will be (on average) twelve “sitting” Board Members. The maximum fixed number of Board Members may be increased or decreased by the Board’s amendment of these Bylaws (*See* Bylaws Section 8.1), but no decrease in the maximum fixed number of Board Members shall affect the unexpired term of any sitting Board Member.

(b) **Terms of Office.** Subject to Bylaws Section 2.1(c) regarding the initial Board Members, the term of office of each Board Member (excepts for a “replacement” Board Member – *See* Bylaws Section 2.5(a)) shall be three years; and the terms of approximately one-third of the Board Members shall expire annually. (With regard to the limitations regarding the number of *consecutive* three-year full terms which a Board Member (except for a replacement Board Member) shall commence on the day of the Board Member’s election at an Annual Meeting of the Members (*See* Bylaws Section 5.4). (*As an Illustration:* If Board Member Smith is elected (for one three-year term) at the 2/10/2017 Annual Meeting of the Members, and the 2020 Annual Meeting of the Members is held on 1/30/2020, then, Board Member Smith would serve until 1/30/2020, and his/her successor’s Board three-year term would start on 1/30/2020. In addition, and assuming the same facts except that the 2020 Annual Meeting of the Members is held on 4/17/2020, then,

Board Member Smith would serve until 4/17/2020, and his/her successor's Board three-year term would start on 4/17/2020.)

(c) **The staggered terms, and differing terms, of the initial Board Members' respective first terms on the Board.** In order to properly commence the staggering of the terms of the Board Members: (i) approximately one-third of the initial Board Members shall be elected for an initial approximate one-year term; (ii) approximately one-third of the initial Board Members shall be elected to an initial approximate two-year term; and (iii) approximately a final one-third of the initial Board Members shall be elected to an initial approximate three-year term.

(i) **The eligibility by the initial Board Members for their respective re-election at the 2017-2019 Annual Meetings of the Members.** In connection with the initial Board Members: (i) they were elected at the 4/27/16 Organizational Meeting of the CSA by the CSA's Sole Incorporator – *See* Bylaws Section 1.3; (ii) the first Annual Meeting of the CSA Members is reasonably expected to be held in approximately February, 2017, at which time the initial Board Member who are then serving an initial term of only approximately one year (*See* the Headnote Paragraph next above this Bylaws Section 2.1(c), *viz.*, serving only from their 4/27/16 election until the first Annual Meeting of the Members in approximately February, 2017), said subgroup of the initial Board Members would be eligible for re-election at the first Annual Meeting of the Members for a three-year term; and (iii) the other two subgroups of the initial Board Members, *viz.*, the persons with a first term of approximately two year or three years, as the case may be, would thereafter be eligible for re-election, respectively, at the 2018 and 2019 Annual Meetings of the Members for a three-year term.

(d) **The Term Limits.**

(i) **The Special provisions for the initial Board Members elected on 4/27/16.** With regard to the initial Board Members who are elected to an initial term of approximately one year on 4/27/16, they shall be eligible to be elected thereafter for two consecutive three-year full terms before having the required "Gap Year" (*See* Bylaws Section 2.1(d)(ii)). With regard to the initial Board Members who are elected for an initial term of approximately two years or three years, as the case may be, they shall be eligible to be elected respectively at the 2018 and 2019 Annual Meetings of the Members for one three-year full term before having the required Gap Year.

(ii) **The required Gap Year; and a Maximum of one final three-year term thereafter.** Each non-initial Board Member who has served two *consecutive* full three-year full terms, and each initial Board Member has served for the maximum number of pre-Gap Year board terms (*See* Bylaws Section 2.1(d)(i) next above) shall take a Gap Year from the Board before being eligible for re-election to the Board. After taking a Gap Year, and at any time thereafter, a Board Member can be re-elected to the Board for only on final term of three years. (This

Section 2.1(d)(ii) shall not apply to a Board Member who has served two or more *non-consecutive* full three-year Board terms.)

(iii) **Special Provision Re: “replacement” Board Members.** In the event that a person is elected by the Board to serve as a “replacement” Board Member until the following Annual Meeting of the Members (*See* Bylaws Section 2.5(a)), said brief replacement term of office shall not be considered to be a term of office for purposes of the maximum number of consecutive terms a Board Member can serve prior to, or subsequent to, his/her Gap Year.

(e) **The Preparation of the Slate of Candidates for the Board; and the Election of Board Members.** In an overview, all candidates for the Board shall be nominated by the Board’s Governance and Nominations Committee (*See* Bylaws Section 3.2(a)(i)), and shall be elected by a vote of the Members at their “Annual Meeting” (*See* Bylaws Section 5.4(b)), unless for good cause the election of Board Members needs to take place at a different time.

(i) **The Slate of Board Member candidates to be prepared by the G&N Committee.** In connection with the preparation of an approved slate of Board Member candidates: (i) the Governance and Nominations Committee (the “G&N Committee”) shall send to the Members (via: “email” – *See* Bylaws section 7.10; mail; or hand-delivery) a request for nominations for Board Member positions, the terms of which expire within the then-upcoming next few months (*i.e.*, the upcoming “open” Board positions); (ii) the Committee’s request shall outline the Board candidate information which is needed by the Committee and shall state that the Committee may seek additional information from the nominator or directly from the candidate (including a possible interview of the candidate, if deemed appropriate by the Committee) – and also, a Board candidate can self-nominate; (iii) the duration of the nomination submission process shall be determined each year by the Committee, with a minimum of four weeks and a maximum of eight weeks for submitting nominations to the Committee; (iv) the failure to timely provide additional information that may be requested by the Committee, or the failure to timely cooperate in connection with an interview, may constitute (in the Committee’s discretion) sufficient cause to remove a nominated person from the nominating process; (v) a current Board Member who is eligible for re-election (*i.e.*, he/she has not reached his/her/ term limits *see* Bylaws Section 2.1(d) next above), and who desires to be a candidate, can be nominated by another person or can be self-nominated – and the Committee’s requirements in the preceding sections of this Bylaws Section 2.1(e)(i) shall fully apply with regard to said Board Member; (vi) upon the conclusion of the submissions of nominations time period, the Committee shall promptly decide upon a slate of candidates for the open Board positions; (vii) once the nominations time period has expired, no further nominations shall be accepted (including, without limitation, any nominations made “from the floor” at a non-virtual – *i.e.*, physical, Meeting of the Members); and (viii) the number of candidates on the slate that is approved by the Committee shall at least be equal to the number of open Board positions. The foregoing matters in connection with the

G&N Committee's preparation and adoption of an approved slate of Board candidates shall be concluded prior to the date when the Notice of a Meeting (physical or virtual) of the Members is emailed, mailed or hand-delivered to the Members. (*See* Bylaws Sections 2.1(e)(ii) and 5.3).

(ii) **The Voting Process; No write-in votes shall be valid.** The voting process for electing board Members shall be as follows: (i) a Ballot shall be a part of the Notice of a Meeting of the Members (physical or virtual) and shall be emailed, mailed or hand-delivered to the Members (*See* Bylaws Section 5.3(a)), and it shall be accompanied by a "bios" document which states in appropriate detail the relevant qualifications of each candidate on the approved slate; (ii) the Members shall be entitled to vote for one or more candidates on the slate, and a Member's maximum number of votes shall not exceed the number of open Board positions; and (iii) no vote of any type for a "write-in" candidate, *or* for a "nominated-from-the-floor" candidate at a physical meeting, shall be valid.

(f) **Emeriti Board Members.** In connection with former Board Members who have provided exemplary service on the Board and who can no longer serve as a Board Member as a result of the term limitations (*See* Bylaws Section 2.1(d), thus: (i) the Board can elect the former Board Member (upon his/her nomination by the G&N Committee) to be an Emeritus Board Member to serve for a maximum of a single term for two years; (ii) an Emeritus Board Member shall be an "observer" at Board Meetings unless his/her input is requested by a Board Member; and he/she shall have no voting rights); and (iii) there shall be a maximum of two Emeriti Board Members at a time on the Board.

## **Section 2.2 – Powers, Rights and Duties of the Board.**

(a) **Overview.** The Board shall have the powers, rights and duties necessary or appropriate for the proper governance of the business and affairs of the CSA, except as may be limited by the C/I, these Bylaws or the CT Act.

(b) **Enumeration.** The Board's powers, rights and duties shall include (without limitation) the following:

(i) The approval of the CSA's mission statement, vision statement and the strategic plan; the approval of the institutional policies of the CSA; the periodic review of the same (including the approval of any necessary changes thereto); and an evaluation of the implementation thereof.

(ii) The approval of the annual budget, and the general long-range financial plans of the CSA; and an evaluation of the implementation thereof.

(iii) The approval of the general policies and guidelines for the CSA's revenue-raising activities; and an evaluation of the implementation thereof.



(iv) The approval of all significant CSA projects; and an evaluation of the implementation thereof.

(v) Such other and additional powers, rights or duties as the Board may determine in its discretion to be necessary or appropriate in connection with the Board's governance of the CSA.

### **Section 2.3 – Standards of Conduct.**

As required by the CT Act, at C.G.S. §33-1104(a), each Board Member, in the performance of his/her duties, shall discharge said duties: (i) in good faith; (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (iii) in a manner he/she reasonably believes to be in the best interests of the CSA.

### **Section 2.4 – Removal of a Board Member.**

The Board Members, by a majority vote of a quorum of the Board Members, may remove any one or more of the Board Members *with or without cause; provided that* the notice of the subject meeting of the Board Members shall have adequately described the proposed removal.

### **Section 2.5 – Board Vacancies.**

(a) **Filling a mid-term Vacancy via a replacement Board Member.** Except for a vacancy caused by the expiration of a Board Member's term of office, a vacancy in the Board may be filled by the Board's election of a replacement Board Member at a regular or special meeting of the Board. Each person so elected shall immediately be a Board Member and shall serve only until the next Annual Meeting of the Members.

(b) **Adequate Notice to the Board.** With regard to any candidate nominated to be a replacement Board Member, and in order to ensure that proper consideration is given at the subject Board Meeting to the candidate, there shall be full notice given to the Board Members prior to the Board Meeting in order to adequately apprise them about the candidate.

### **Section 2.6 – Board Meetings.**

(a) **Regular Meetings; Notice.** There shall be a "customary" (*See* Bylaws Section 7.6) minimum of two regular meetings of Board during each "Fiscal Year" (*See* Bylaws Section 7.3), and an Annual Meeting of the Board (which is typically to be – but not necessarily – held in February and normally held in conjunction with the Annual Meeting of the Members – *See* Bylaws Section 5.4(a)). The specific date and time of all Board Meetings shall be reasonably selected by the Board Chair. A "Notice" (*See* Bylaws Section 7.2) of a regular Board Meeting shall be sent to each

Board Member at least five calendar days prior to the meeting; provided, however, in the event of extraordinary circumstances, the minimum notice of a Board Meeting shall then be reduced to two calendar days. Subject to Bylaws Sections 2.4, 2.5(b) and 8.1(i) no notice of the agenda needs to be given in advance of the meeting; and (ii) any business can be transacted at the meeting.

(b) **Special Meetings; Notice.** Special Meetings of the Board shall be called by the Board chair or via the written request of two or more Board Members. The only businesses that may be transacted at a Special Meeting are the matters which are referred to in the Notice of the Special Meeting. In the absence of an emergency or other compelling circumstances (as may be determined by the Board Chair in his/her discretion), the Notice shall be sent to each Board Member at least one calendar day (24 hours) prior to the subject Special Meeting.

(c) **Location of Meetings.** All meetings of the Board shall be held at a reasonable location that is selected by the Board Chair, or held via a conference call (See Bylaws Section 2.12) or via Unanimous Written Consent to Action (See Bylaws Section 2.11).

(d) **The Minutes.** The Minutes of each Board Meeting shall customarily be transmitted by the "Secretary" (See Bylaws Section 4.4), or other proper person, to each Board Member within approximately four weeks after a Board Meeting (but no later than the date that the Notice of the next Board Meeting is given). In connection with the Minutes: (i) they can be stated in summary form; and (ii) they can be recorded and prepared by the Secretary, by a Board Member or by a person who is invited to attend a Board Meeting in order to undertake the Minutes-taking role (for example: by a CSA staff member; or, by an administrative assistant to, or a graduate student of, a Board Member).

(e) **Attendance at Board Meetings by the Board Members.** To help assure the good governance of the CSA by an involved Board, thus, the CSA has the customary expectation that *each* Board Member, absent compelling circumstances, shall attend at least two-thirds of the Board Meetings and two-thirds of the meetings of any Board Committee of which he/she is a member.

(f) **Attendance at Board Meetings by non-Board Members.** In the discretion of the Board Chair: (i) he/she may invite one or more persons to be guests at a Board Meeting; and (ii) unless the Board Chair permits a guest to speak at a Board Meeting, the guests shall remain silent.

### **Section 2.7 – No Proxies by Board Members.**

Proxies are *not* permitted in connection with any Board Meeting, Board Executive Committee Meeting or any Board Committee (or Subcommittee) Meeting.

## **Section 2.8 – Waiver of Notice.**

Any Board Member may waive notice of any meeting in writing. Attendance by a Board Member at any meeting of the Board (or at a Board Committee or Subcommittee Meeting) shall constitute a waiver of notice. If all the Board Members are present at a meeting, no notice shall be required, and any business may be transacted at such meeting.

## **Section 2.9 – Quorum of Board Members; and a valid Vote of the Board.**

(a) **The Quorum.** At all meetings of the Board, a minimum of 50.1% of the number of then-sitting Board Members, but no less than two, whichever is greater, shall constitute a quorum for the transaction of business. If, at any meeting, there shall be less than a quorum present, a majority of those present may reschedule the meeting to a new date. At any rescheduled or adjourned meeting at which a quorum is then present, any business that might have been transacted at the meeting originally called may be transacted without further notice.

(b) **A valid Vote.** A minimum of a 50.1% affirmative vote of the Board Members in attendance at a Board Meeting, at which a quorum is present *and* is acting throughout, shall be a valid vote of the Board for all purposes except where in these Bylaws or the CT Act a higher percentage vote of the Board Members is required. (*As an Illustration:* At a particular time when there are eleven “sitting” Board Members, thus, at any of their Board Meetings: (i) a quorum of the Board is 50.1% thereof, or a minimum of six Board Members; and (ii) an affirmative vote by at least four Board Members at a Board Meeting, at which there is a quorum of six Board Members present, shall thus constitute a valid vote by the Board.)

## **Section 2.10 – The Board chair and Board Vice Chair.**

There shall be a Board chair and a Board Vice Chair, as follows:

(a) **Election.** With regard to the selection of the Board Chair and the Board Vice Chair: they shall be elected (customarily at the Board’s Annual Meeting) by a “valid vote” of the Board (*See* Bylaws Section 2.9(b)).

(b) **Term of Office.** A Board Member can serve a maximum of three years (consecutive or non-consecutive) as Board Chair and also a maximum of three years (consecutive or non-consecutive) as Board Vice Chair. The terms of office of the Board Chair and the Board Vice Chair shall commence on the day of their respective election.

(c) **The Role of the Board Chair.** In connection with Board governance matters, the Board Chair shall have the following rights and duties: (i) presiding at all meetings of the Board and the Executive Committee (if any); (ii) the appointment of the Chairs, Vice Chairs and members of each Board “Standing Committee”, “Ad Hoc Committee” and “Task Force” (*See* Bylaws Sections 3.1-3.3), unless the Board

were to adopt a different appointment procedure from time to time; (iii) his/her *ex officio* membership, along with the Board Vice Chair, as voting members, on each board Standing Committee and Board Ad Hoc Committee (and their attendance at any CSA Committee Meeting – Board or non-Board – shall be counted as part of the quorum); and (iv) such other rights and duties as the Board may prescribe from time to time.

(d) **The Role of the Board Vice Chair.** The Board Vice Chair shall, in the absence of the Board Chair, timely undertake all rights and duties of the Board Chair.

### **Section 2.11 – A Unanimous Written Consent to Corporate Action.**

If the Board Members unanimously consent in writing to any action taken or to be taken by the Board, such action shall be a valid action as though it had been taken at a meeting of the Board. The Board Members' consents can be given via email, mail, hand-delivery or other reliable means of transmission; and the Secretary shall file such consents with the minutes of the meetings of the Board.

### **Section 2.12 – Conference Call Meetings of the Board.**

Meetings of the Board (and any Board Committee or Subcommittee meetings) can be held via a conference telephone call, via skype or via another reliable communications process which allows all persons participating in the meeting to hear each other at the same time. In addition, a Board Member who is unable to be physically present at a Board Meeting (or a Board Committee or Subcommittee Meeting) is entitled to attend the meeting via telephone call or other reliable communications process. Participation by the means set forth in this Bylaws Section 2.12 shall constitute the presence in person at a meeting.

### **Section 2.13 – The Executive Committee.**

(a) **Composition.** The Executive Committee, if and when established, shall be comprised of a minimum of three Board Members, as follows: (i) the Board Chair and the Board Vice Chair; and (ii) another Board Member.

(b) **Authority of the Executive Committee; Limitations.** The Executive Committee, which shall be chaired by the Board Chair, shall have power and authority to make the necessary decisions on behalf of the Board which, in the prudent governance of the CSA, cannot be postponed until the next Board Meeting but which instead need to be timely made during an interval between the Board's Meetings. Excepted from the foregoing authority, the Executive Committee shall *not* have the authority to make any of the decisions prohibited by the CT Act, at C.G.S. §33-1101(e) (*for example*: the amending or repealing of these Bylaws, or the adoption of new Bylaws; the election of Board Members; or, the approval of a proposal to dissolve the CSA).

(c) **Meetings; Notice; Quorum; a valid Vote of the Executive Committee.** Meetings of the Executive Committee shall be held, as the Board Chair may decide, or upon the written request of at least two Executive Committee Members; and, each such meeting shall be promptly held at such time and date as may be reasonably selected by the Board Chair. In the absence of an emergency or other compelling circumstances (as may be determined by the Board Chair in his/her sole discretion), the Notice of any Executive Committee Meeting shall be given at least one calendar day (24 hours) in advance. No notice of the agenda of an Executive Committee Meeting needs to be given in advance of any meeting. A minimum of 50.1% of the then-serving Executive Committee Members shall constitute a quorum; and a vote of 50.1% of the Executive Committee Members who are in attendance at a meeting at which a quorum is present shall constitute a valid vote of the Executive Committee.

(d) **Minutes to be sent to all Board Members.** In order to ensure that the entire Board is kept fully apprised of all matters approved by the Executive Committee, the Secretary shall customarily send a copy of its Minutes to each Board Member within two weeks after each Executive Committee Meeting (but no later than the date of the Notice of the next Executive Committee Meeting, or the date of the Notice of the next Board Meeting, whichever is earlier).

## **ARTICLE III**

### **Board Committees and the other Committees of the CSA**

#### **Section 3.1 - General Provisions Re: the Board Committees.**

(a) **The Standing and Ad Hoc Committees.** In addition to the Executive Committee, the other Standing Committees of the Board are listed in Bylaws Section 3.2. The Ad Hoc Committees of the Board are described in Bylaws Section 3.3(b)(i). During each Fiscal Year, each Board Committee shall meet as often as necessary, (but customarily at least once per Fiscal Year); and although each Committee's Meetings may often be held in conjunction with the Board's Meetings, nonetheless, a Committee may hold meetings at such time(s) which its Committee Chair deems to be necessary or appropriate for the Committee to be able to effectively undertake its duties and responsibilities. Each Committee shall give a report (written or oral) to the Board regarding its activities at least once in each Fiscal Year, and more frequently if requested by the Board Chair.

(b) **Members of the Board Committees.** With regard to a Standing or Ad Hoc Committee which may be established by the Board from time to time, thus, in each Fiscal Year, the Board Chair shall appoint the Committee Chair (and, and upon consultation with the Committee Chair, a Committee Vice Chair, if necessary) and

shall also appoint the Board Members who are to serve on each Committee. Each Standing Committee shall ordinarily have at least two Board Members (although it shall be permissible, in the appropriate circumstances, to have a one-person Board Committee); and persons other than Board Members are eligible to be appointed by the Committee Chair to be observers on a Board Committee (or Subcommittee) (*i.e.*, such persons as “observers”, can attend and – in the discretion of the Committee Chair or Subcommittee Chair – can participate in the committee meetings, but they cannot vote).

(c) **Members of the Board Subcommittees.** In connection with a Standing Subcommittee or an Ad Hoc Subcommittee: (i) it shall be established by a Committee Chair as he/she may deem necessary or appropriate, upon consultation with the Board Chair; (ii) the Committee Chair shall appoint the Board Members thereto (and it shall be permissible, in the appropriate circumstances, to have a one-person Board Subcommittee), and may appoint one or more non-Board Members to be observers to the Subcommittee’s meetings; and (iii) if there are two or more than members of a Subcommittee, the Committee Chair shall appoint a Chair of the Subcommittee.

(d) **Quorum.** A quorum at a Board Standing Committee Meeting or a Board Ad Hoc Committee Meeting shall consist of 50.1% of the Committee Members but not fewer than two (unless it is a one-person Board Committee). The attendance at a Committee or Subcommittee Meeting but the Board Chair and Board Vice Chair, who shall be *ex officio* members (*i.e.*, with the right to vote) of each committee and Subcommittee, shall be counted as part of a Committee’s or Subcommittee’s quorum. If a Subcommittee has more than one member, then, the Subcommittee Meetings shall have a minimum of two Subcommittee Members present in order to constitute a quorum.

(e) **Guests at Committee Meetings.** In the discretion of a Committee or Subcommittee Chair, and in addition to any non-Board Members who have been appointed as observers to a Board Committee or Subcommittee, the Chair can invite one or more other guests to attend a particular Committee or Subcommittee Meeting.

(f) **Minutes of the Committee and Subcommittee Meetings.** Each Committee and Subcommittee shall keep Summary of Minutes of its substantive Meetings, which customarily shall be distributed to all Board Members prior to the next Board Meeting.

(g) **The Protocols/Guidelines for a Committee or Subcommittee.** In order to give a Committee the ongoing flexibility to be able to nimbly address rapidly-changing circumstances and the like: (i) it shall not be prudent for a Committee to adopt a charter or bylaws; (ii) instead and only if a Committee were to deem it necessary, a Committee can adopt general protocols/guidelines (the “guidelines”) only after the Board Chair and Board Vice Chair have reviewed a draft

thereof and gave given their approval thereof; (iii) any Committee guidelines shall not constitute binding requirements upon the operations of the Committee, but instead shall constitute guidance for the Committee; (iv) in the event of a conflict between such guidelines and these Bylaws, the Bylaws shall prevail in all instances; and (v) the provisions of this Bylaws Section 3.1(g) shall also apply to any guidelines that are proposed for a Subcommittee.

### **Section 3.2 – The Standing Committees of the Board.**

(a) **The Standing Committees.** In the discretion of the Board Chair, the CSA *may* have one or more Standing Committees in operation from time to time, including without limitation: (i) a G&N Committee; (ii) a Finance Committee; (iii) an Audit Committee; (iv) an Advancement and Development Committee; and (v) a Compensation Committee. Also in the Board Chair’s discretion, one or more of the foregoing committees can be combined and/or renamed.

(b) **A Standing Committee’s Duties and Responsibilities.** A Standing Committee shall have the duties and responsibilities that may be reasonably assigned to it from time to time by the Board Chair. Except for the Executive Committee (*See* Bylaws Section 2.12), *no* Board Committee of any type shall have the authority to make any decisions on behalf of the Board (or the CSA)l instead, the “end” function of a Board Committee shall be giving its periodic reports to, and making its recommendations for the consideration thereof by, the Board.

### **Section 3.3 – Ad Hoc Committees and Task Forces of the Board and the CSA.**

(a) **The Establishment thereof.** The Board Chair may establish such Ad Hoc Committees and Task Forces of the Board and, separately, of the CSA as he/she may deem necessary or appropriate and shall appoint the Chair, any Vice Chair and the members thereof. An Ad Hoc Committee or Task Force shall have such duration and mission as may be determined as the Board Chair in his/her discretion.

(b) **The General Guidelines.** The general guidelines for Ad Hoc Committees and Task Forces shall be the following: (i) for the Board – they shall be ordinarily comprised of at least two Board Members (and, when appropriate, they may be comprised of only one Board Member), and non-Board Member observers may be appointed; and (ii) for the CSA (*generally*) – they shall be comprised of two or more persons (Board Members or CSA Members) with appropriate qualifications (and, if the Board Chair so decides, there does not need to be any Board Members thereon). Similar to all Board Committees (other than the Executive Committee) *no* Board or CSA Ad Hoc Committee or Task Force shall have the authority to make any decisions on behalf of the Board (or the CSA); instead the “end” function of any Board or CSA Ad Hoc Committee or Task Force shall be to give its periodic reports to, and making its recommendations for the consideration thereof by, the Board.

### **Section 3.4 - An Advisory Board.**

The Board may appoint an Advisory Board, and: (i) the role of the Advisory Board shall be to advise and assist the CSA Board in the fulfillment of its mission; (ii) the Advisory Board shall have such duties and responsibilities as may be assigned to it from time to time by the (CSA) Board; (iii) a customary minimum of three qualified persons shall be appointed by the (CSA) Board to the Advisory Board, and each such person shall serve a maximum of one or two three-year terms, as the (CSA) Board may decide; (iv) the Advisory Board shall have *no* authority to make decisions on behalf of the (CSA) Board (or the CSA); and (v) the Advisory Board shall give its recommendations to the (CSA) Board, and also its updates regarding its assistance to the CSA, as may be periodically requested by the (CSA) Board.

## **ARTICLE IV**

### **Officers of the CSA**

#### **Section 4.1 - Designation.**

The principal Officers of the CSA shall be the following person, who shall also be Board Members: (i) the President (who shall also be the Board Chair) is the Chief Executive Officer of the CSA; (ii) the Vice President (who shall also be the Board Vice Chair); (iii) the Secretary; and (iv) the Treasurer. (*See Article 11 regarding the duties and responsibilities of the President/Board Chair and the Vice President/Vice Board Chair; and despite their respective dual titles of President/Board Chair and Vice Board Chair, respectively.*) Any two offices may be held by the same person, except the President shall not also hold the office of Secretary.

#### **Section 4.2 - Election; and Term of Office.**

The Officers shall be elected by the Board Members, and customarily at the Board's Annual Meeting. Each Officer shall serve a one-year term. An Officer may serve for a maximum of three years in a particular capacity. (*As an Illustration: A person can serve as the Secretary for a maximum of three years; and he/she is entitled thereafter to serve in the capacity of another Officer position.*)

#### **Section 4.3 - Removal of Officers.**

In accordance with procedures similar to Bylaws Section 2.4, the Board, by a majority of the then-serving Board Members, may remove an Officer with *or* without cause; *provided that* the notice of the subject meeting of the Board shall have adequately described the proposed removal. In the event that the Board were to remove the President or the Vice President, then, the subject person shall be



automatically and simultaneously removed as Board Chair or Board Vice Chair, as the case may be.)

#### **Section 4.4 – The Secretary.**

The Secretary shall have custody of the Seal (if any) of the CSA and shall attest to and affix the Seal to such documents as may be required in the business and affairs of the CSA including (if appropriate) such documents as contracts, certificates and minutes of the CSA. The Secretary shall give proper notice of, and shall be responsible for having the minutes prepared of, the meetings of the Board; and he/she shall have such other duties as may be customary for said position or as may be reasonably assigned to him/her by the Board Chair. The Secretary shall, in his/her discretion, be entitled to delegate to any responsible third party the duty to take and prepared minutes of any Board Meeting or any other CSA meeting.

#### **Section 4.5 – The Treasurer.**

(a) **Chief Financial Officer.** The Treasurer shall be the Chief Financial Officer of the CSA and thus shall oversee the CSA’s financial operations, including the financial planning (short-term and long-term) and the management of its income, expenses, liabilities and assets.

(b) **Preparation of Financial Reports.** The Treasurer shall issue financial reports to the Board on an appropriate periodic basis, as the Board Chair may determine. At the end of each fiscal year, he/she shall prepare or cause to be prepared the CSA’s annual financial statements in accordance with generally accepted accounting principles; and, in connection therewith, he/she shall assist the audit firm (if any) regarding an annual audit of the CSA.

(c) **Monitoring of Investments.** The Treasurer shall monitor the CSA’s investments. Including its funds on deposit, in accordance with the financial policies approved by the Board.

#### **Section 4.6 – Assistant Officers.**

The Board may elect, as it deems appropriate, one or more Assistant Secretaries or Treasurers (which persons do not have to be Board Members).

#### **Section 4.7 – Standards of Conduct.**

As required by the CT Act, at C.G.S §33-1111(a), each Officer and Assistant Officer, in the performance of his/her duties, shall discharge said duties: (i) in good faith; (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (iii) in a manner he/she reasonably believes to be in the best interests of the CSA.

# ARTICLE V

## **Members**

### **Section 5.1 – An Overview Re: the CSA’s Members.**

Paragraph 4 of the C/I references the fact that the CSA does have Members, but the C/I does not set forth any other requirements or details regarding Members, except that they *shall* have voting rights. Thus, except as set forth in these Bylaws, the various other terms and conditions regarding the CSA’s Members shall be determined by the Board in its sole and reasonable discretion (including the preparation, in its discretion, of a Membership Policy Manual, which can be posted on the CSA’s website).

### **Section 5.2 – A single Class of Members; the Membership Application for entity Members; the Annual Dues.**

(a) **A single Class of Members; and one vote per Member.** There shall only be a single class of Members; and the minimum age of a Member (in the absence of unusual circumstances) shall be 16 years. A Member can either be an individual or an entity (*e.g.*: an unincorporated organization; an institution; a for-profit or not-for-profit corporation; a partnership; a governmental entity; or otherwise). An entity Member, similar to an individual Member, shall have one vote.

(b) **The Membership Application by an Entity.** In the event that an entity desires to become a CSA Member: (i) it shall complete the CSA’s membership application (if any) for entities, which shall include the applicant entity’s agreement to abide by the CSA’s mission and goals; (ii) said application (along with a payment of the annual membership dues for an entity – *See* Bylaws Section 5.2(c)) shall be submitted for review to the Board (or, submitted at the Board’s option to a non-Board committee appointed by the Board Chair consisting of at least two persons, which can consist of one or more CSA staff members) (iii) the Board (or a special committee) shall then (in its sole discretion) approve or not approve the application; and (iv) if the application is *not* approved, then, the dues payment shall be timely returned to the entity.

(c) **The Annual Dues; the Categories of the Members.** The Board shall from time to time set the amount of the membership annual dues which may be in different amounts from category to category within the CSA’s single class of Members, which categories of Members may include: (i) professionals (professors; teachers; researchers; and so forth); (ii) undergraduate of graduate college students; (iii) individuals who support with the CSA’s mission and goals; (iv) entities (*See* Bylaws Section 5.2(b)); and (v) any other proper category of persons.

(d) **Removal from Membership.** In the event that a Member has undertaken inappropriate conduct (including, without limitation, a violation of the

Membership Policy Manual), which is more than insubstantial and which is not in the best interests of the CSA, then, the Board shall have the right in its sole discretion to remove the person as a CSA Member. In such event, the Board shall promptly give a Notice to said person regarding his/her removal.

**Section 5.3 - The Notice of a Meeting (physical or virtual) of the Members; the Role of the Board Chair.**

(a) **The Notice.** Not less than ten or more than sixty calendar days in advance of any Meeting (physical or virtual) of the Members (as required by the CT Act), the Board Chair (who is also the President of the CSA – *See* Bylaws Section 4.1(i)) or an authorized person on behalf of the Board Chair (such as a CSA staff member) shall send a Notice of such Meeting to the Members via any combination of emails, mailed notices, hand-delivery or any other reliable means of transmission (*See* Bylaws Section 7.2). Subject to Bylaws Section 5.3A(a), the Notice of any Meeting (physical or virtual) of the Members shall state the time, date, physical location (if applicable) and general agenda of the Meeting. The Notice of a Meeting of Members shall also include a Ballot (*See* Bylaws Section 5.3(b)); and the Notice shall be sent at least four weeks before the date of the Meeting in order to give the Members sufficient time to study the Board candidates' qualifications and then to vote. (*As an Illustration:* the Board Chair can send out a Notice (including a Ballot) via email, mail or hand-delivery on January 1<sup>st</sup> with regard to the Annual Meeting of the Members which is to be held on February 10<sup>th</sup>, and the Members can “reply vote” in connection with the Ballot at any time on or after January 1<sup>st</sup>, but no later than 11:59 p.m. (EST) on said February 10<sup>th</sup> Meeting date.)

(b) **Additional Details (Re: the Notice).** In addition: (i) the Notice shall include a Ballot by means of which a Member can reply back (via email, mail or in-person) with his or her vote in favor of or against (or an abstention) regarding each item to be voted on; (ii) each item to be voted on (except for biting line beneath each item (*e.g.:* “Approve:\_\_\_ Disapprove:\_\_\_ Abstain:\_\_\_” – or an equivalent thereof); and (iii) with regard to voting for Board Members, each candidate from the slate approved by the G&N Committee (*See* Bylaws Section 2.1(e)(i)) shall be separately listed to be voted on (and beneath each candidate's name, the voting line may be stated simply as: “Approve:\_\_\_”).

(c) **The two Alternatives Re: the Submission of a Ballot in connection with a physical Meeting of the Members.** In connection with the Ballot for a physical Meeting of the Members, and at a Member's option: (i) he/she can vote via email, mail or hand-delivery prior to the date of the Meeting; *or* (ii) he/she can attend the physical Meeting and submit his/her Ballot at such time.

(d) **The Role of the Board Chair.** Physical Meetings of the Members shall be held at a reasonable location selected by the Board chair; and the Board Chair shall preside over the Meetings (whether physical or virtual).

**Section 5.3A – Virtual Meetings of the Members to be held via Email.** Further to the CT Act, at C.G.S. §33-1064(b), and in lieu of having a Meeting of the Members (including the Annual Meeting) to be held on a particular day at a specific physical location, the Board Chair in his/her discretion can decide to hold a Meeting of the Members via email (a “Virtual Meeting”).

(a) **A Virtual Meeting’s Notice and Ballot.** The details regarding the Notice and Ballot in connection with a Virtual Meeting are set forth in Bylaws Sections 5.3(a) and (b).

(b) **The Voting Protocols for a Virtual Meeting.** In connection with the voting protocols: (i) commencing on the day the Notice is given, and up through 11:59 p.m. (EST) on the date of a Virtual Meeting, a Member is entitled to vote; (ii) if a Member votes via *mail*, the envelope must be postmarked no later than two days after the date of the Virtual Meeting in order to be a valid vote; (iii) as stated in Bylaws Section 5.6(a), a quorum of any Meetings of the Members requires at least fifteen Members present – and thus, as long as fifteen Members have timely voted after their receipt of the Virtual Meeting Notice, a quorum shall have been met; and (iv) further to Bylaws Section 5.6(b), a valid vote on an agenda item at a Meeting at which a quorum is present is the affirmative vote of 50.1% of the Members who have timely submitted their Ballot back to the CSA

**Section 5.4 – The Annual Meeting (physical or virtual) of the Members; and the primary Role of the Members (viz, their Election of the Board Members).**

(a) **The Annual Meeting.** The Annual Meeting of the Members shall typically, but not necessarily, be held in February of each year. As a standard protocol, the Board Chair (or other person on behalf of the Board) shall give an update report to the Members at a physical Annual Meeting, including an overview of the CSA’s operations: (i) which have occurred since the previous Annual Meeting; and (ii) which are planned for the next “Fiscal Year”. A summary version of the Board Chair’s update report shall customarily be sent via email to the Members prior to or on the date of the physical Annual Meeting. (In the event that the Annual Meeting of the Members is held pursuant to Bylaws Section 5.3A (Re: Virtual Meetings of the Members), then, the update report shall be sent to the Members at the same time that the Notice of the Virtual Meetings is sent out (or, it can be sent at another time prior to the meeting date as the Board Chair may decide).)

(b) **The Election of the Board Members: and the procedures and protocols for a Meeting of the Members.** In connection with the primary role of the Members, *viz.*, their election of the Board Members, approximately one-third of the Board Members shall be elected each year by vote of the Members in connection with their Annual Meeting (unless for good cause the election of the Board Members needs to take place at a different time. Subject to the other applicable provisions of these Bylaws and the CT Act, the balloting methods and the “conduct of the meeting”

general procedures and protocols, which are customary for not-for-profit corporations, shall be used.

(c) **Attendance by non-Members.** Subject to any applicable space limitations, non-members may attend (in the discretion of the Board Chair\_ any physical Meeting of the Members, and such persons: (i) shall be non-participating guests only; and (ii) shall comply with any request by the Board Chair for them to leave the Meeting in the event that the Board Chair were to deem it necessary or appropriate.

### **Section 5.5 – Special Meetings (physical or virtual) if the Members**

Special Meetings of the Members may be called by the Board Chair in his/her discretion, or by the Board Chair at the request of a written petition by a minimum of ten Members. No action shall be taken at a Special Meeting of the Members except as specifically stated in the Notice of the Meeting.

### **Section 5.6 – A Quorum at the Meetings of the Members; and a valid Vote of the Members.**

(a) **The Quorum.** At all meetings of the Members, a minimum of fifteen Members shall constitute a quorum for the transaction of business. (Thus: (i) for a physical Meeting – a quorum shall be established by the number of Members who submit a Ballot via email, mail or hand-delivery, *plus* the number of persons who physically attend the Meeting (and who have not submitted a Ballot prior to the Meeting); and (ii) for a virtual Meeting – it is the number of Members who have timely submitted a Ballot via email, mail or hand-delivery.) If, at any meeting, there shall be less than a quorum present, a majority of those present may reschedule the meeting to a new date. At any rescheduled or adjourned meeting at which a quorum is then present, any business that might have been transacted at the meeting originally called may be transacted without further notice.

(b) **A valid Vote.** The affirmative 50.1% of the Members in attendance at a Meeting of the Members, at which a quorum is present *and* is acting throughout, shall be a valid vote of the Members for all purposes except where in these Bylaws or the CT Act a higher percentage vote is required of the Members. (*As an Illustration:* There are a total of twenty-three CSA Members present at its 2017 physical Annual Meeting (via their proper submission of a Ballot prior to the date of the Meeting; or via their physical attendance at the Meeting), and: (i) because a quorum of the Members if fifteen, per Bylaws Section 5.6(a) – thus, a quorum *is* present at the 2017 Annual Meeting (in person, or via a previously-submitted Ballot); and (ii) a 50.1% or greater vote by a minimum of twelve of the twenty-three Members present at the Annual Meeting shall thus constitute a valid vote of the Members.)

### **Section 5.7 – Voting at Meetings; Proxies.**

Each Member attending any meeting of the Members shall be entitled to one vote at the Meeting. Voting at a Meeting via a signed, written and dated proxy shall be permitted; and a legible copy thereof (transmitted via: e-mail; mail; or hand-delivery) shall be as valid as the original copy of a proxy.

### **Section 5.8 – Adjournment or Postponement of Meetings.**

At any Meeting of the Members, a majority of the Members who are present at such meeting (even if a quorum is not present) may adjourn or postpone the meeting to another reasonable date.

### **Section 5.9 – The liberal and flexible Construction to be accorded to Article V.**

It is in the Best interests of the Members that a liberal and flexible construction be given to the provisions of this Article V as a result of the following factors: (i) it is reasonably anticipated that there will eventually be more than 1,000 Members of the CSA, and a not insignificant number of whom will be living outside the United States; (ii) an efficient and effective method of communicating with the Members is thus via the internet; (iii) the pace of the internet's technology improvements and innovations have been very significant; (iv) it is not possible to reasonably foresee, as of the 4/22/16 date of the Bylaws, the manner in which the internet or other technology will hereafter be able to be used by the Board to communicate with the Members, to hold Virtual Meetings of the Members and so forth; (v) in order that these Bylaws do not have to be frequently amended to accommodate the constant changes to the internet and other applicable technology, therefore, a liberal and flexible interpretation shall be given at all times to this Article V (and also to any other affected provisions of these Bylaws). Provided, however, said liberal and flexible interpretation shall at all times be *subject to*: (i) *first*, the required compliance with the Internal Revenue Code and the CT Act (*See* Bylaws Section 9.1); and (ii) *second*, the mutual obligation of good faith and fair dealing that is required to be followed by and among each of the Board Members, Officers, Members and other CSA volunteers (*See* Bylaws Section 7.9).

## **ARTICLE VI**

### **Conflicts of Interest Policy**

#### **Section 6.1 – An Overview Re: the CSA's Conflicts of Interest Policy.**

In the context of the conflicts of interest section of the CT Act, at C.G.S. §33-1127, and specifically with regard to the Conflicts of Interest Policy of the CSA, dated 4/22/16: (i) the CSA's Policy sets forth the strict decision-making requirements that must be followed by the Board Members and Officers (and also the CSA's employees

and its other decision-makers) with regard to the CSA's business transactions and compensation matters; and (ii) the Board shall periodically review the CSA Policy and shall adopt such amendments thereto as it may deem appropriate.

## **ARTICLE VII**

### **Indemnification and Miscellaneous**

#### **Section 7.1 – Indemnification; and the Federal VPA.**

(a) **Indemnification via the CT Act.** The Board Members and Officers of the CSA may be eligible for indemnification by the CSA as provided in the CT Act, at C.G.S. §33-1116 through 1125.

(b) **The Immunity from Liability that is provided to the CSA's Board Members, Officers and Volunteers (including its Members) via the Federal VPA.** In an overview, *unless* there is conduct undertaken in connection with the CSA by a Board Member, Officer, Member or other volunteer that goes beyond negligence and which in fact were to constitute gross negligence or reckless or intentional misconduct, then, the Board Member, Officer, Member or other volunteer of the CSA would (in general) not be personally liable for his/her negligent conduct *as a result of* the immunity shield from liability that is provided to him/her pursuant to the Federal Volunteer Protection Act of 1997 (the "VPA"), 42 U.S.C. §§ 14501-14505, at §14503(a). This immunity shield from individual liability is applicable even if the CSA itself were at the same time found to be liable for a breach of contract, for an accident or for another type of claim arising from the individual's negligent conduct. (the VPA provides immunity from liability only to the CSA's Board Members, Officers, Members and other volunteers, but *not* immunity to the CSA itself.)

#### **Section 7.2 – Notices.**

Any notice (a "Notice") (*broadly defined* – and including, without limitation: a notice of a meeting of the Board or the Members; a request for nominations to the Board; a Ballot; an annual report; and otherwise) to be sent by the Board, by an Officer or any other proper person on behalf of the CSA: (i) shall be in writing; and (ii) shall be delivered by hand-delivery, mail, email or other reliable means of transmission.

#### **Section 7.3 – Fiscal Year.**

The fiscal year of the CSA shall be from July 1<sup>st</sup> to June 30<sup>th</sup>.

#### **Section 7.4 – No Waiver.**

No restriction, condition, obligation or other provision contained in these Bylaws shall be deemed to have been abrogated or waived by reason of any failure to enforce or abide with the same, irrespective of the number of violations breaches or non-compliance or the magnitude thereof which may occur.

#### **Section 7.5 – Definitions.**

Unless otherwise set forth herein, the definitions set forth in the CT Act are adopted herein.

#### **Section 7.6 – Terms.**

The use of a term: (i) in the singular shall also include the plural when appropriate; and (ii) in the masculine shall also include the feminine. Also, the word “customary” as used in these Bylaws, shall not mean “required” or “mandatory”, but instead, it shall mean “usual” or “regular”.

#### **Section 7.7 – Statutory References.**

With regard to any statute that is referred to in these Bylaws, any amendments and any successor statutes thereto shall be automatically referred to and included herein.

#### **Section 7.8 – The Requirements regarding Compensation Decisions.**

In addition to adhering to the conflicts of interest proscriptions in the CSA’s Conflicts of Interest Policy (*See* Bylaws Section 6.1), the following procedures shall be followed in connection with the compensation decisions made with regard to any highly-compensated person or entity in connection with the CSA (*e.g.*: a fulltime employee; any major outside consultant or contractor; and so forth): (i) the decisions shall be made in advance of paying compensation; (ii) the date and terms of the approved compensation arrangement shall be documented; (iii) a written record shall be kept regarding the decision by each individual who decided or voted on the decision; and (iv) when appropriate, the decision shall take into consideration the level of compensation paid by similarly-situated taxable or tax-exempt organizations for similar services, or the level of compensation set forth in current compensation surveys, *or* the amount of compensation that is stated in an actual written offer which has been made to the CSA’s compensation recipient from a similarly-situated organization (and in any of such instances, a written record shall be kept regarding the information, and its source, on which the decision is based).



## **Section 7.9 – The Mutual Obligation of Good Faith and Fair Dealing.**

Each Board Member, Officer, Member and other volunteers shall conduct himself/herself in accordance with the mutual obligation of good faith and fair dealing towards each other *and* towards the CSA.

## **Section 7.10 – Email.**

The term, “email”, is *broadly defined* as any type of electronic transmission, *viz.*, any process of a non-verbal communication which does not directly involve the actual physical transfer of paper to the recipient thereof (and said term shall include, without limitation, faxes).

# **ARTICLE VIII**

## **Amendments to, or Repeal of, these Bylaws**

### **Section 8.1 – The Bylaws.**

These Bylaws may be amended (or repealed), and new provisions adopted herein, from time to time in the sole discretion of the Board at any Board Meeting, so long as: (i) the substance of the proposed amendment, repeal or adoption is set forth in the Notice of the Meeting; and (ii) two-thirds of the quorum of the Board Members present at that Meeting vote in favor of the proposal. (*See also* Bylaws Section 9.1).

# **ARTICLE IX**

## **Compliance with the Internal Revenue Code and the CT Act**

### **Section 9.1 – The Compliance.**

At all times, the CSA shall be operated and administered exclusively as a charitable organization in accordance with the Internal Revenue Code of 1986 (the “Code”), 26 U.S.C. §§1, *et seq.*, including § 501©(3). In addition, *no* amendment to or repeal of these Bylaws, or adoption of new provisions hereto, shall be permitted which: (i) authorizes the Board, the Officers or any other person to conduct the affairs of the CSA in a manner or for any purpose that is contrary to the provisions of the Code, the C/I or the CT Act; or (ii) in any manner would jeopardize the tax-exempt status of the CSA.