

WALLINGFORD CENTER, INC.

BY-LAWS OF THE BOARD OF DIRECTORS

REVISED JUNE 7, 2021

ARTICLE I

NAME, OFFICES

The name of the Corporation shall be WALLINGFORD CENTER, INC., a Connecticut corporation. The principal office of the Corporation shall be located in the Town of Wallingford, County of New Haven and State of Connecticut. The corporation may also have offices at such other places within or without the State of Connecticut as the Board of Directors may from time to time determine.

ARTICLE II

BOARD OF DIRECTORS

1. Number. The property, business and affairs of the Corporation shall be managed by a Board of Directors of fifteen (15) persons.
2. Election of Directors. Annually at each meeting in June, there shall be an election of Directors at such Annual Meeting. It shall be the goal of the Board of Directors to nominate for election up to eight (8) Directors who are merchants or building owners who do business in the geographical area served by the Corporation. The balance of the Board of Directors who are not such merchants or owners shall be residents of the Town of Wallingford who shall be nominated and elected at such Annual Meeting.
3. Election of Alternate Directors. At each such Annual Meeting, up to four Alternate Directors may be nominated and elected by the Board of Directors. Such Alternate Directors shall be given notices of and may attend all meetings of the Board of Directors. Such Alternate Directors shall have no vote at such meetings except in accordance with Section 7 of this Article II.
4. Term. Each Director shall serve a term of three (3) years. The terms of such Directors shall be staggered in groups who shall serve overlapping intervals, with the terms of Five (5) such Directors beginning each year.
5. Meetings. Regular meetings of the Board of Directors shall be held on the first Tuesday of each month at such times and such places as may from time to time be fixed by it, and the Secretary shall give notice of such meetings five (5) days in advance thereof. Special meetings may be called at any time upon notice as directed by the Chairperson or any three (3) Directors.
6. Notices. Written notice stating the place, day, and hour of the meeting shall be given to all Directors for all meetings. Such notice shall state the person or persons calling the meeting. Notice of the Annual Meeting in June of each year shall state that the meeting is being called for the election of Directors and for the transaction of such other business as may properly come before the Board. Notices of a Special Meeting shall state the purpose and purposes for which the meeting is being called. At any special Meeting, only

the business stated in the Notice of Meeting may be transacted thereat.

Notice of the Meeting shall be given by first class mail to each member at his/her address recorded on the records of the Secretary, or at such other address which the Director may have furnished in writing to the Secretary of the Board of Directors. Notice shall be deemed to have been given when deposited postage prepaid in a post office or other official depository under the exclusive jurisdiction of the United States Postal Service. Provided, however, a Director may, in lieu of such mailing, opt to receive such Notices electronically. Such option shall be in writing and on file with the Secretary of the Board of Directors.

Any meeting of the Directors may be adjourned from time to time. In such event, it shall not be necessary to provide further notice of the time and place of the adjourned meeting if announcement of the time and place of the adjourned meeting is given at the meeting so adjourned. In the event the Board of Directors fixes a new record date for an adjourned meeting, new notice shall be given, in the same manner as herein provided.

7. Quorum. Except to the extent herein provided, one third of the membership of the Board of Directors shall constitute a quorum for the transaction of business at any meeting. In the event a quorum is not present, any duly elected Alternate Member, then present at such meeting may count for the quorum and may vote on the transaction of business at such meeting in place of an absent Director.

A majority of Directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except to the extent provided by law and these Byw Laws, the act of the Board of Directors shall be by a majority of the directors present at the time of the vote, a quorum being present at such time.

8. Presiding Officer. The Chairperson shall preside at all meetings of the Board of Directors. In the absence of the Chairperson, the Vice Chairperson shall preside and, if there be not a Vice Chairperson or in his/her absence, any other Director chosen by the Board shall preside.

9. Removal. Any Director may be removed from office with cause by the affirmative vote of a majority of the Directors present at such meeting, provided due notice of the meeting has been given, which notice shall state that a purpose of such meeting is to vote on the removal of said Director. Three successive unexcused absences from board meetings by a Director may qualify for cause for such Director's removal.

10. Resignation. Any Director may resign as such at any time by written notice to the Secretary of the Board of Directors.

11. Vacancies. Vacancies in the Board of Directors may be filled by a vote of the majority of the Board of Directors then in office, although less than a quorum, provide such vacancy shall be filled by a duly elected Alternate Director.

ARTICLE III

OFFICERS

1. Officers. The Board of Directors at its annual meeting may elect or appoint a Chairperson, a Vice Chairperson, a Secretary, an Assistant Secretary, a Treasurer, an Assistant Treasurer, and such other officers as they may determine. Any two or more offices may be held by the same person except the office of Chairperson and Secretary/Assistant Secretary.
2. Term. Each officer shall hold office until the next Annual Meeting of the Board of Directors, or until his/her successor has been duly elected and qualified. The Board of Directors may remove any officer, with cause, at any time.
3. Chairperson. The Chairperson shall be the chief executive officer of the Board of Directors and shall possess all the powers and authority usually vested in the chairperson of charitable corporations under the laws of the State of Connecticut. The Chairperson may delegate such of his/her duties to other officers of the Corporation as the Board of Directors may approve.
4. Vice Chairperson. The Vice Chairperson shall preside in the absence or disability of the Chairperson, and shall perform all of the duties of that office.
5. Secretary. The Secretary shall record the minutes of all meetings of the members and the Board of Directors, but in his/her absence or disability the Chairman of such meeting shall designate some person to act as secretary of the meeting.
6. Treasurer. The Treasurer shall have the custody of the funds of the Corporation. The Treasurer shall keep all accounts and financial records of the Corporation and shall present at each annual meeting of the members of the Corporation financial statements of the affairs of the Corporation. The Treasurer shall give bond to the Corporation in such amount, if any, as the Board of Directors may from time to time determine.

ARTICLE IV

EXECUTIVE DIRECTOR

1. The Board of Directors shall hire an Executive Director who shall be responsible for supervising the Corporation's professional staff as well as assisting in the implementation of the purposes of the Corporation as outlined in the Articles of Incorporation and these Bylaws.
2. The Executive Director shall work under the direction of the Chairperson. The specific responsibilities of the Executive Director shall be determined by the Board of Directors.

ARTICLE V

COMMITTEES


The Board of Directors shall establish standing committees and special committees as deemed appropriate.

ARTICLE VI

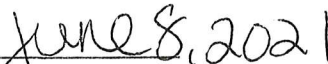
MISCELLANEOUS

1. Checks, Contracts, etc. Checks or orders for payment of the funds of the Corporation and contracts, the effect of which is to impose financial obligation on the Corporation, shall be signed by at least two of the following: the Chairperson, any Vice Chairperson, the Treasurer, any Assistant Treasurer, or any other persons may from time to time be authorized by the Board of Directors.
2. Records. The Corporation will keep at its principal office complete and correct records and books, minutes of all proceedings, as well as a list of current names and addresses of all members and officers.
3. Seal. The seal of the Corporation shall contain the name of the Corporation, State of Connecticut, and the year of incorporation.
4. Fiscal Year. The fiscal year of the corporation shall end on the last day of June in each year unless otherwise designated by the Board of Directors.
5. Amendments. These Bylaws may be amended at any annual meeting or special meeting of the Directors by vote of two-thirds (2/3) of the Directors present at such meeting, provided due notice of the meeting has been given, which notice shall state the nature of the proposed amendment to be submitted at such meeting.

ATTEST



Kate McNamee
Secretary



Date