

New Britain Downtown District

BY-LAWS As Restated May 18, 2016

The operation of the New Britain Downtown District shall be managed by its Board of Commissioners, in accordance with the Connecticut General Statutes and the ordinances of the City of New Britain. The Board of Commissioners hereby adopts the following by-laws, revoking any previous by-laws:

ARTICLE I- NAME OFFICE AND STATUS:

The name of this organization shall be the **New Britain Downtown District**. The principal office shall be located within the boundaries of the District in the City of New Britain and are currently located at 66 West Main Street, New Britain, CT 06051. The New Britain Downtown District is a body politic and corporate existing under the provisions of Connecticut General Statutes Chapter 105a as it may be amended from time to time and under New Britain Common Council resolution #16009 as added under Section 2 of the ordinances of the City of New Britain.

ARTICLE II – MEMBERS AND MEETINGS OF MEMBERS:

SECTION 1. - MEMBERS

There shall be two classes of members of the Downtown District: voting and non-voting – defined as follows:

- A. Voting Members** – Each taxpayer owning taxable real estate located within the New Britain Downtown District, as defined by the ordinances of the City of New Britain shall have one vote, no matter how many taxable parcels or properties are so held by such taxpayer. The taxpayer may assign that taxpayer's voting rights to a representative of that taxpayer by written notice to the Secretary of the Board of Commissioners.
- B. Non-voting Members** – Each person or entity (including any non-profit corporation) that either holds an interest in real estate located within the New Britain Downtown District, who is not a taxpayer on the list of real property owners in the District, including tenants, subtenants or others in possession of such property shall be a non-voting member of the New Britain Downtown District. Non-voting members are eligible to attend the Annual Meeting of the District but are not eligible to vote on any matters requiring a vote of the members of the District.

The rights of a member in the District shall terminate upon the happening of any of the following events: death of the owner or taxpayer, sale or other disposition of the entire taxable real estate holdings of the owner or taxpayer within the District or upon the termination of the District as a legal entity.

SECTION 2. - ANNUAL MEETING OF THE MEMBERS OF THE DISTRICT

The Annual Meeting of the Members of the District shall be held each year at such date, time and place as selected by the Board of Commissioners for the District. The Secretary of the Board of Commissioners shall give notice of the Annual Meeting in writing or via electronic e-mail to all members (voting and non-voting) at least fifteen (15) days prior to the Annual Meeting. The Notice of the Annual Meeting shall state the date time and location of the meeting. The purpose of the Annual Meeting shall be to elect Commissioners to the Board of Commissioners, to receive an Annual Financial Report from the Treasurer of the Board of Commissioners, to approve the Annual Budget for the District, to receive reports of the Chairman of the Board of Commissioners and the Downtown District Director and to address any other lawful matter as may be specified in the Notice of Meeting.

SECTION 3. - SPECIAL MEETING OF THE MEMBERS OF THE DISTRICT

Any Special Meeting of the Members of the District may be held at such date, time and place as selected by the Board of Commissioners for the District upon either a two-thirds (2/3rd) vote of the Board of Commissioners or upon receipt by the Board of Commissioner of a petition requesting a special meeting signed by one-third of all voting members of the District. The Secretary of the Board of Commissioners shall give notice of the Special Meeting in writing or via electronic e-mail to all members (voting and non-voting) at least fifteen (15) days prior to the Special Meeting. The Notice of the Special Meeting shall state the date, time, and location of the meeting and the purpose or business to be conducted at such Special Meeting.

SECTION 4. - MEETINGS OF THE MEMBERS OF THE DISTRICT

Notice of meeting for either the Annual Meeting or for a Special Meeting shall be deemed to be given upon either the deposit of the appropriate written notice of meeting with postage prepaid in a post office or other official depository under the exclusive jurisdiction of the United State Postal Service or upon the sending of the appropriate written notice of meeting by e-mail to those entitled to notice. The Secretary of the Board of Commissioners shall prepare and keep at least annually a list of all taxpayers of record owning real estate located within the District, based on the records of the Town Clerk of the City of New Britain. Such list of taxpayers shall be used as prima facie evidence of the right to vote for the voting members of the District. The Secretary of the Board of Commissioners shall also keep a list of all duly appointed representatives who have been designated as representatives of such taxpayers as provided hereinafter. The Chairman of the Board of Commissioners shall preside over all annual or special meetings of the members. In the absence of the Chairman, the Vice Chairman shall preside over such meetings of the members. The Secretary shall record minutes of the annual or any special meetings of the members. In the absence of the Secretary, the Chairman shall appoint a Secretary Pro Tem to record minutes for such meetings. A quorum for the annual or special meeting of the Members shall be at least 25% of all voting members or their duly appointed representatives. All business shall be conducted by majority vote of those present at the meeting of the members unless these by laws specify otherwise.

SECTION 5. - PROXIES OF THE MEMBERS OF THE DISTRICT

Any voting member of the District may authorize another person to act and vote on behalf of such voting member by proxy in all matters in which a voting member may participate and vote. Any proxy shall be signed by the voting member or the appropriate corporate officer or representative of such voting member if the member is a corporation, Limited Liability Company or other legal entity. Such proxy shall be valid for the period of time specified by the voting member. Such proxies must be delivered to the Secretary of the Board of Commissioners prior to the meeting or meetings of the members for which the proxy is given. Such proxy may be revoked at any time by delivery of a written revocation of such proxy signed by the voting member to the Secretary of the Board of Commissioners prior to the start of any meeting of the members.

ARTICLE III- BOARD OF COMMISSIONERS:

SECTION 1. - ELECTION OF COMMISSIONERS

The Board of Commissioners shall consist of not less than eleven nor more than seventeen Commissioners.

Each year, approximately one half of the Commissioners shall be elected to a two-year term each year at the Annual Meeting by the voting members of District. Each Commissioner shall hold office until the expiration of the term for which he was elected or until his resignation or removal from office as hereinafter provided. At the time of election, each candidate for Commissioner must present written evidence of his legal capacity to represent a tax-paying property owner in the District.

SECTION 2. - VACANCIES ON THE BOARD OF COMMISSIONERS

The Board of Commissioners shall have the authority to fill any vacancies on the Board of Commissioners that occur between the regularly scheduled Annual Meeting of the Members for the unexpired term of the vacancy.

SECTION 3. - REMOVAL OF COMMISSIONERS

Each Commissioner shall endeavor to attend all Board meetings. A Commissioner who fails to attend at least three consecutive Board of Commissioners meetings scheduled during the course of a Board fiscal year without a valid excuse may be removed as a Commissioner by a two thirds (2/3) vote of the Board of Commissioners. A Commissioner may be removed as a Commissioner by a two thirds (2/3) vote of the Board of Commissioners if the tax-paying property owner or entity whose representative such Commissioner is should fail to pay taxes to the District for a period of more than six months. A Commissioner shall be removed as a Commissioner if the tax-paying property owner or entity whose representative such Commissioner is should cease to own taxable real estate within the District.

ARTICLE IV – OFFICERS AND DUTIES:

SECTION 1. - OFFICERS

The officers of the Board of Commissioners shall consist of a Chairman, a Vice Chairman a Treasurer and a Secretary, elected from the members of the Board of Commissioners, at a meeting of the Commissioners taking place on or after the date of the Annual Meeting of the Members. A person shall not hold more than one office on the Board of Commissioners.

SECTION 2. - NOMINATION OF OFFICERS

The Nominating Committee, further described hereinafter, shall present a slate of officers to the Board of Commissioners at the Annual Meeting. Additional nominations may be made from the floor.

SECTION 3. - TERMS OF OFFICERS

Officers shall serve a term of two years and may be elected for successive terms by a plurality vote of the Board of Commissioners.

SECTION 4. - CHAIRMAN

The Chairman shall preside at all meetings of the Board, authorize calls for special meetings, appoint all committees, execute all documents authorized by the Board, serve as an ex-officio voting member of all committees, and generally perform all duties associated with that office.

SECTION 5. - VICE CHAIRMAN

The Vice Chairman, in the event of the absence or disability of the Chairman, or of a vacancy in that office, shall assume and perform the duties and functions of the Chairman and shall perform such other duties properly required by the Board of Commissioners.

SECTION 6. - SECRETARY

The Secretary, with the assistance of the Downtown District Director, shall issue all notices of the meetings of the Board of Commissioners and shall be responsible for maintaining the minutes of all meetings of the Board of Commissioners and shall perform whatever duties are specifically assigned by the Board of Commissioners.

SECTION 7. - TREASURER

The Treasurer shall work with the City Treasurer for the City of New Britain who has care and custody of all funds and securities of the District, which shall be held in the name of the District in the City's General Fund. The Treasurer shall give periodic reports as to the income and expenditures of the District to the Chairman and Board of Commissioners as they require. The Treasurer shall cause a statement of the District's financial accounts to be made each year for review at the Annual Meeting of the District. The statement shall be certified and audited as required by state or federal law or regulation. The Treasurer shall sign such checks and documents as may be required by his or her office or as may be directed by the Board of Commissioner and shall perform such other duties as may be incidental to the office.

ARTICLE V – DOWNTOWN DISTRICT DIRECTOR

The Board of Commissioners shall appoint the Downtown District Director who shall be the executive and administrative officer of the District on behalf of the Board of Commissioners and under its review and direction. The Downtown District Director's compensation, duties and terms of employment shall be determined by the Board of Commissioner. The Downtown District Director shall report to the Chairman of the Board of Commissioners, acting as representative of the Board, as to the employment, supervision, and duties of any other employees of the District, and shall be responsible for the proper direction and supervision of such employees, for the care and maintenance of District offices and property, for the delivery of District services to the Members and the general public, and for its financial operation of the District within the limitations of the budgeted appropriation. The Downtown District Director shall attend the meetings of the Board of Commissioners but shall not have a vote on any matters before the Board.

ARTICLE VI – MEETINGS OF THE BOARD OF COMMISSIONERS

SECTION 1. – ANNUAL MEETING OF THE BOARD OF COMMISSIONERS

The annual meeting of the Board of Commissioners, which shall be for the purpose of the election of officers, and the adoption of the annual report, shall be held each year at a date, time, and place to be selected by the Board of Commissioners to be held concurrently with the Annual Meeting of the Members of the District.

SECTION 2. – REGULAR MEETINGS OF THE BOARD OF COMMISSIONERS

The regular meetings of the Board of Commissioners shall be held at least bi-monthly on a day and at a time and place to be designated by the Board with written or electronic e-mail notice to all Commissioners at least seven days prior to the meeting. Seven members present shall constitute a quorum. Matters shall be decided by a vote of a majority of the Commissioners present unless these by-laws specify otherwise.

SECTION 3. – SPECIAL MEETINGS OF THE BOARD OF COMMISSIONERS

Special meetings of the Board of Commissioners shall be held upon call of the Chairman or at least six Commissioners with written or electronic e-mail notice to all Commissioners at least seven days prior to the meeting. Seven members present shall constitute a quorum. At the discretion of the Chairman, an urgent or emergency action matter may be voted on by the Board of Commissioners by e-mail or other electronic form if it is not possible to call a special meeting. Any vote by e-mail or electronic means requires a majority vote of all Commissioners. Such e-mail or electronic vote shall be considered for all purposes as if it took place at a special meeting of the Board of Commissioners.

SECTION 4. – ORDER OF BUSINESS

The Chairman shall preside over all meetings of the Board of Commissioners. In the absence of the Chairman, the Vice Chairman shall preside over such meeting of the Board of Commissioners. In the absence of both the Chairman and Vice Chairman, the Treasurer shall preside over such meeting of the Board of Commissioners. The Secretary shall record minutes of the all meetings of the Board of Commissioners. In the absence of the Secretary, the Chairman shall appoint a Secretary Pro Tem to record minutes for such meeting. The order of business for regular meetings shall include, but not be limited to, the following items which shall be covered so far as circumstances will permit:

- a. Call to order
- b. Public Participation and Comments
- c. Review of minutes of the previous meeting
- d. The Treasurer's report
- e. The Director's report
- f. Any Committee reports
- g. Old business
- h. New business
- i. Adjournment

SECTION 5. – AUTHORIZATION FOR EXPENDITURES

The Treasurer or the Chairman of the Board of Commissioners is required to sign for or authorize the expenditure of funds pursuant to the approved budget of the Board of Commissioners for the District. Any expenditure of \$10,000.00 or more shall use a bid procedure before such expenditure takes place. If the District has surplus funds from operating expenses in any fiscal year, such surplus funds shall be held in a reserve fund for the District unless otherwise determined by a vote of the Board of Commissioners.

ARTICLE VII – COMMITTEES

SECTION 1. - EXECUTIVE COMMITTEE

The Executive Committee shall consist of the officers of the Board of Commissioners and the last former Chairman of the Board of Commissioners. The Executive Committee shall have charge of all matters which may be referred to it by the Board of Commissioners and generally have oversight and authority with regard to all business of the Board of Commissioners when it is not in session. The Executive Committee may consult with the Downtown District Director on matters not specifically covered by the other Committees of the Board of Commissioners.

SECTION 2. – STANDING COMMITTEES

All Standing Committees shall be appointed by the Chairman of the Board of Commissioners unless otherwise indicated by the Board. The Standing Committees shall be as follow: Finance and Nominating. Each Standing Committee shall consist of not less than three Commissioners, and any other non-voting members as may be selected by the Chairman of the Board of Commissioners. Such committee members shall serve for a term of one year and shall be eligible for reappointment to the specific committee. The Chairman will designate the chair of each committee with the exception of the Finance Committee.

SECTION 3. - FINANCE COMMITTEE

The Finance Committee shall develop appropriate procedures for budget preparation; oversee the development of the budget and review budgets, as prepared by the Downtown Director and staff. The Finance Committee shall present to the Board of Commissioners for approval the annual budget for the coming year. The Treasurer shall serve as chairman of the Finance Committee.

SECTION 4. – NOMINATING COMMITTEE

The Nominating Committee shall be responsible for the general affairs of the Board of Commissioners and shall ensure effective board processes, structures and roles of Commissioners and officers. It shall establish priorities for Board composition, interview prospective Board candidates and prepare a slate of new Commissioners, and officers to be elected or re-elected at the District Annual Meeting. The Nominating Committee shall serve throughout the year and make recommendations to the Board of Commissioners to fill vacancies of Commissioners between Annual Meetings. The Nominating Committee shall, together with the Downtown District Director, conduct orientation sessions for new Commissioners and organize training sessions for the Board of Commissioners as required.

SECTION 5. – AD HOC COMMITTEES

The Chairman of the Board of Commissioners may from time to time appoint such other committees on an “ad hoc” basis with such powers as the Board of Commissioners may determine.

ARTICLE VIII – PARLIAMENT AUTHORITY

The rules contained in the current edition of ROBERT’S RULES OF ORDER, NEWLY REVISED shall govern the Board of Commissioners in all cases to which they are applicable and in which they are not inconsistent with these by-laws of the New Britain Downtown District or with any applicable laws.

ARTICLE IX – INDEMNIFICATION OF COMMISSIONERS

Each Commissioner, past and present, of the New Britain Downtown District shall be indemnified against any and all expenses, actually and necessarily incurred by such Commissioner in connection with the defense of any action, suit or proceeding in which such Commissioner is made a party by reason of his/her being or having been a Commissioner of the New Britain Downtown District, except in relation to matters as to which such Commissioner shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of such person’s duties as a Commissioner; and such right of indemnification shall not be deemed exclusive of any right’s to which such Commissioner may be entitled under any By-Laws, agreement, vote of members or otherwise.

ARTICLE X – FISCAL YEAR

The fiscal year of the New Britain Downtown District shall begin on July 1 and end on the following June 30 and shall be the same fiscal year as that of the municipal government for the City of New Britain.

ARTICLE XI – AMENDMENTS

SECTION 1. – MAJORITY VOTE

These by-laws may be amended at any meeting of the Members by majority vote of those voting members or their duly authorized representatives present and voting, provided a copy of the proposed amendment has been submitted in writing to the members at least seven days prior to such meeting of the Members of the District.

SECTION 2. – EFFECTIVE DATE

This restated By Laws for the New Britain Downtown District shall become effective upon their adoption and were adopted by vote of the Members at the Annual Meeting on May 18, 2016.

Frank Shank, Chairman of the Board of Commissioners
Steven Amato, Secretary of the Board of Commissioners
Gerry Amodio, Executive Director