

BYLAWS OF THE CENTRAL REGIONAL TOURISM DISTRICT

ARTICLE I - NAME

The name of this organization shall be "**Central Regional District**," hereinafter referred to as the "District."

ARTICLE II - PURPOSE

The District shall have such rights, powers and responsibilities as are conferred or imposed upon such districts by **Connecticut General Statutes §10-397** and any amendments thereto. It has been formed for the express purpose of promoting tourism in its region and in the State of Connecticut.

ARTICLE III - MEMBERSHIP

The following municipalities are members of the District pursuant to Connecticut General Statutes §10-397 to Andover, Avon, Berlin, Bethany, Bloomfield, Bolton, Branford, Canton, Cheshire, Chester, Clinton, Cromwell, Deep River, Durham, East Granby, East Haddam, East Hampton, East Hartford, East Haven, East Windsor, Ellington, Enfield, Essex, Farmington, Glastonbury, Granby, Guilford, Haddam, Hamden, Hartford, Hebron, Killingworth, Madison, Manchester, Marlborough, Meriden, Middlefield, Middletown, Milford, New Britain, New Haven, Newington, North Branford, North Haven, Old Saybrook, Orange, Plainville, Portland, Rocky Hill, Simsbury, Somers, South Windsor, Southington, Stafford, Suffield, Tolland, Vernon, Wallingford, West Hartford, West Haven, Westbrook, Wethersfield, Windsor, Windsor Locks, Woodbridge.

ARTICLE IV - BOARD OF DIRECTORS

4.1 Number and Election. The Board of Directors (herein referred to as the "Board") shall consist of sixty-five members, one appointed pursuant to Connecticut General Statutes §10-397 from member municipalities by the municipality's legislative body (Board of Selectmen or Town Council of towns or the Council or Board of Aldermen of cities); and up to twenty-one additional members representing tourism interests within the district, nominated by the Nominating Committee to the Executive Committee for approval and recommendation to the full Board and appointed by the Board of Directors; provided that no municipality shall have more than six appointed representatives on the Board (i.e., municipal appointee and up to five appointees representing tourism interests).

4.2 Terms of Office. Municipal appointed board members serve at the pleasure of the municipality for a term of three years or until his or her successor is appointed by the municipality. Other board appointees shall serve for a three year term. As authorized under Section 33-1086 of the C.G.S., the Board of Directors shall be a staggered board, divided as evenly as possible into three classes. Initially, directors shall be elected or appointed as follows; one third of the directors shall be appointed for a term of one year; one third of the directors shall

be appointed for a term of two years; and one third shall be appointed for a term of three years. At the Annual Meeting at which the term of each class of directors expires, directors shall then be elected to serve for a three year term in that class.

4.3 Removal from Office, Filling Vacancies. Directors may be removed from the Board pursuant to the provisions of Article 7.7 or if it is determined by a vote of three-fourths of the Board at a meeting at which a quorum is present that it is in the best interest of the Corporation to remove a director. Any vacancy in a municipally appointed position on the Board shall be filled by the municipality; any vacancy in an At Large position on the Board may be filled by a vote of the Executive Committee until the next Annual Meeting.

ARTICLE V - OFFICERS

5.1 Officers of the Board of Directors. The Board shall have a Chairperson, Vice Chairperson, Secretary, Treasurer and Assistant Treasurer who shall be elected at the annual meeting of the Board and shall serve until the next annual meeting or until their successors have been elected. In the event that any vacancy shall occur in any office, a successor shall be elected at the next meeting of the Board to serve the unexpired term. The officers shall be members of the Board of Directors and from different municipalities. No officer shall hold a specific office for more than three consecutive years.

5.2 Method of Selection. The Nominating Committee shall present the slate of Officers; however, nominations may also be accepted from the floor. All officers shall be elected by a majority vote of the Board of Directors present and voting at the annual meeting, provided that a quorum is present. In the event that three or more persons are nominated for an office and no one of them receives a majority vote on the first vote or ballot, if by ballot, the two nominees who received the highest number of votes on the first vote or ballot shall then be considered to be the only nominees for that office and subsequent votes or ballots shall be held or cast until one of them receives a majority vote as above provided.

5.3 Removal from Office, Filling Vacancies. Officers of the Board may be removed from office by a vote of three-fourths of the Board at a meeting at which a quorum is present. Any vacancy in an officer's position shall be filled for the remainder of the term by a vote of the Executive Committee.

5.4 Resignation. Any officer may resign at any time by giving written notice to the Board or to the Chairperson or to the Secretary of the District. Any such notice shall take effect at the date of the receipt of such notice or at any later time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

5.5 Duties of the Chairperson. The Chairperson shall preside at all meetings, except that in his/her absence the Vice Chairperson, Treasurer, and Secretary shall preside in that order. The Chairperson shall, when so authorized by the Board of Directors, sign contracts in the name of the Board. As a member of the Board, the Chairperson shall have the right to vote on all matters, which may come before the Board. The Chairperson shall appoint the Chairpersons and Vice-Chairpersons of the Standing Committees and the Committee members from among the members of the Board, subject to the approval of the Executive Committee, and shall be an ex

officio member without voting power of all committees except the Nominating and Audit Committees.

5.6 Duties of the Vice Chairperson. The Vice Chairperson, in the absence or inability to act of the Chairperson, shall have all duties and may exercise all the powers of the Chairperson, subject to control of the board. The Vice-Chairperson shall have such other power and perform such other duties as, from time to time, may be assigned by the Board, the Chairperson, or these by-laws.

5.7 Duties of the Secretary. The Secretary of the Board shall be keeper of the official records. Such records shall be open for inspection at a reasonable time and place by members of the Board and by the public. In the absence of the Secretary at the meeting of the Board, the Chairperson shall appoint a Secretary Pro Tem.

5.8 Duties of the Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all the funds of the District, and shall: (i) keep a full and accurate account of assets, liabilities, receipts and disbursements, and other transactions of the district in books belonging to the district; (ii) cause regular audits of such books to be made; (iii) disburse the funds of the district as may be ordered by the Board, taking proper vouchers for such disbursements; (iv) render to the Chairperson and to the Board, at regular meetings of the Board or whenever the Board may require it, a statement of all transactions as Treasurer, and an account of the financial condition of the District; and (v) serve as the chairperson of the Finance Committee; and (vi) in general, perform all duties incident to the office of Treasurer and such other duties as may, from time to time, be assigned by the Board or by the Chairperson.

5.9 Duties of the Assistant Treasurer. The Assistant Treasurer shall serve as the Vice-Chairperson of the Finance Committee, shall assist the Treasurer in the performance of his/her duties, and shall assume the duties of the Treasurer during temporary absence or incapacity.

ARTICLE VI - COMMITTEES

6.1 Executive Committee.

(a) Duties and Powers. The routine management of the affairs of the District shall be carried out by the Executive Committee, which shall have the authority to act on behalf of the District between meetings of the Board of Directors.

(b) Term. Each member of the Executive Committee shall serve for a term of one year or until a successor is chosen and qualified. The officer members and chairpersons and vice-chairpersons of the Executive Committee shall not serve for more than three successive one-year terms in the same position.

(c) Appointment. The Executive Committee shall consist of up to twenty members of the Board of Directors as follows: the District Chairperson, Vice Chairperson, Secretary, Treasurer, immediate Past-Chairperson, the chairpersons and vice-chairpersons of the Standing Committee except the Audit Committee. The balance of the Executive Committee shall be at large board members whom shall be nominated by the Nominating Committee and elected by a majority vote

of the Board of Directors at the annual meeting, provided that a quorum is present, or at any other meeting of the Board of Directors if there is no quorum at the Annual Meeting or if a vacancy must be filled mid-term. The District Chairperson shall serve as the Chairperson of the Executive Committee.

(d) Removal from Office, Filling Vacancies. Directors may be removed from the Executive Committee pursuant to the provisions of Article 7.7 or if it is determined by a vote of three-fourths of the Executive Committee at a meeting at which a quorum is present that it is in the best interest of the Corporation to remove a director from the Executive Committee. Any vacancy on the Executive Committee may be filled by a vote of the Executive Committee until the next Annual Meeting.

6.2 Standing Committees.

(a) Appointment. The Chairperson of the District shall appoint the Chairpersons and Vice-Chairpersons of the Standing Committees and the Committee members from among the members of the Board, subject to the approval of the Executive Committee.

(b) Term. Each Committee Chairperson and Vice-Chairperson shall be appointed at the annual meeting each year and shall serve for a term of one year or until a successor is appointed, provided that no Committee Chairperson or Vice-Chairperson may serve for more than three successive one-year terms in the same position.

(c) Designation of Standing Committees: The Standing Committees of the District shall be as follows: Marketing, Finance, Audit, Nominating, and Legislative. The treasurer shall serve as the Chairperson of the Finance Committee.

(d) Each committee shall keep records of their proceedings and shall report the same to the Executive Committee and the Board as requested.

6.3 Other Committees. The Chairperson, upon authorization of the Executive Committee, may establish such committees as he/she may see fit with such members, powers, duties and terms of service as the Chairperson may determine.

6.4 Nominating Committee. The Nominating Committee shall meet throughout the year to assess the needs of the Board of Directors, monitor directors' attendance, provide board education and board evaluation, discuss appropriate recruitment processes and prepare a slate of officers, directors and others as required for the Annual Meeting or for filling any vacancies as they may arise on the Board or on the Executive Committee.

6.5 Finance Committee. The Finance Committee shall meet monthly to review the financial reports for the Corporation, assure that the Board as accurate information regarding the financial status of the Corporation, develop the annual budget for the Executive Committee and the Board to adopt and oversee budget to actual reports. The Finance Committee shall establish, review and monitor compliance with any fiscal policies of the organization. The

Treasurer shall serve as Finance Committee Chairperson, and the Assistant Treasurer shall serve as Finance Committee Vice-Chairperson.

6.6 Audit Committee. The Audit Committee provides independent oversight into the District's accounting and financial reporting and oversees the annual audit. No member of the Audit Committee shall serve on the Executive Committee.

6.7 Legislative Committee. Keeps board abreast of legislation affecting District and helps educate legislators and other elected officials on the on-going activities of the Tourism District.

6.8 Marketing Committee. Responsible for development of overall marketing strategy for the Tourism District. The Mission of the Marketing Committee is to increase tourism revenues in the 46 towns and cities in our region. The Committee's efforts are in support of the comprehensive Strategic Marketing Plan developed by the Executive Director and staff. Marketing meetings provide an opportunity to exchange ideas and familiarize members with local attractions, so we will be better able to showcase and promote the uniqueness that our region has to offer.

6.9 Minutes. Committees shall keep records of their proceeding and shall report the same to the Executive Committee and the Board as requested.

ARTICLE VII - MEETINGS

7.1 General. The District shall comply with applicable State statutes in regards to scheduling and notification of meetings.

7.2 Call of Meetings. Each member of the Board of Directors or of a committee shall be sent written notice of meetings of the Board of Directors or of the Committees not more than twenty nor less than ten days before the meeting date. The notice shall state the date, time and place of the meeting and shall include a proposed agenda.

7.3 Meetings of the Board of Directors. The Board of Directors shall set a regular meeting schedule at the annual meeting of the Board of Directors and shall meet at least four times a year. The regular meeting of the Board of Directors in June shall be the annual meeting, provided that if the annual meeting is not, or cannot be held at that time, it may be called at any other time as a special meeting of the Board. Special meetings may be held on the call of the Chairperson or by petition to the Secretary from twenty-five percent of the members of the Board of Directors.

7.4 Meetings of the Executive Committee. The Executive Committee shall set a regular meeting schedule at the annual meeting of the Board of Directors and shall meet at least six times a year. Special meetings may be called by the Chairperson or by petition of twenty-five percent of the members of the Executive Committee.

7.5 Meetings of Other Committees. Other committees of the District shall establish a schedule of meetings that will best serve the purposes of the committees and the District.

7.6 Quorums.

(a) For the conduct of business at any meeting of the Board Directors, at least one-fourth of the Board of Directors shall be present.

(b) For the conduct of business at any meeting of committees of the District, at least one-half of the members of the committee shall be present.

(c) If a quorum shall not be present at any meeting, then those who are present may set a date, time and place for an adjourned meeting, provided that notice of such adjourned meeting shall comply with State Statutes and Article VII of these bylaws.

7.7 Attendance. If a Director serving on the Executive Committee fails to attend without an excuse three consecutive Executive Committee meetings or is absent from more than fifty percent of Board meetings within a year, the District's Chairperson shall notify the appointing authority for municipal appointees. At Large members will be deemed to have resigned from the Executive Committee. If any other Director fails to attend without an excuse more than fifty percent of Board meetings within a year, the District's Chairperson shall notify the appointing authority for municipal appointees and At Large members will be deemed to have resigned.

7.8 Voting. Except as otherwise provided in these Bylaws or by State laws, a majority vote of the Directors constituting a quorum shall be required to decide any question submitted to the Board.

7.9 Procedures. Connecticut General Statutes and, except as herein provided, Robert's Rules of Order shall govern the parliamentary procedure of the District and its committees.

ARTICLE VIII - EMPLOYEES OR AGENTS

8.1 General. The Board of Directors may from time to time appoint or contract with such employees and/or agents to perform such services, acts or duties on behalf of the District as the Board of Directors may determine, to the extent authorized or permitted by law or these bylaws.

8.2. Executive Director. The Board, through its Executive Committee, may employ an Executive Director, to serve at the pleasure of the Board, and shall define the duties of the position. The Executive Committee shall determine the compensation of the Executive Director and any adjustments thereto. The Executive Director may employ additional staff persons from time to time, as feasible within the budget established by the Board, provided that the Executive Committee shall have approved the position to be filled.

ARTICLE IX - FINANCING

9.1 Fiscal Year. The fiscal year of the District shall run from July 1 to June 30.

9.2 Adoption of Budget. At its annual meeting in June, the District shall act on a budget for the coming fiscal year. All line items of the adopted budget may from time to time be amended by a vote of the Executive Committee.

9.3 Expenditure of Funds. The District is authorized to expend funds within the limits of the budget approved by the Board of Directors. The Chairperson, Treasurer, or any other officer of the Board of Directors or staff member as designated by the Executive Committee are authorized to draw and sign checks. Expenditures shall be made upon forms and by procedures approved by the Executive Committee.

9.4 Bonding. All members of the Board or staff handling funds shall be bonded. The premiums of such bonds shall be paid by the District.

9.5 Audit. Annually, by October 1, the District shall have an audit of its financial management by a certified public accountant selected by the Executive Committee in accordance with the Connecticut General Statutes. Each member of the Board of Directors, the Chief Executive of each member municipality and the Connecticut Tourism Council shall receive a copy of the audit.

ARTICLE X - ANNUAL REPORT

Within three months after the close of each fiscal year, the District shall prepare an annual report summarizing its activities, accomplishments and funding. The annual report shall be distributed to all members of the Board of Directors and to the Chief Executive and Clerk of each member municipality.

ARTICLE XI - OFFICIAL SEAL

The District may have an official seal of such design as may be approved by the Executive Committee.

ARTICLE XII - AMENDMENTS

These bylaws may be amended by a vote of two-thirds of the members of the Board of Directors present and voting at a duly called meeting at which a quorum is present, provided that notice of the complete text of the proposed amendment shall have been sent/mailed with the call of the meeting to all members.

ARTICLE XIII COMPENSATION FOR SERVICES

No Director or Officer shall receive compensation for services to the District as such. Directors and Officers may be reimbursed for reasonable expenses incurred on behalf of the District,

provided that the same shall have been approved by the Chairperson on the recommendation of the Treasurer.

ARTICLE XIV - CONFLICT OF INTEREST

In order that all Directors meet their unqualified duty of loyalty to the District, the Board shall establish a conflict of interest policy for all Directors, and shall require written acknowledgement of agreement to comply with the same. A failure to comply will subject a Director to removal from the Board.

ARTICLE XIII - EFFECTIVE DATE

These bylaws shall become effective immediately upon their adoption.

ADOPTED: December 3, 2009