

THE COMMUNITY FOUNDATION FOR GREATER NEW HAVEN

BY-LAWS

**ARTICLE I.**

**Directors**

Section 1. Powers

The Board of Directors shall set policy and shall oversee the management of the business, property and affairs of The Community Foundation for Greater New Haven (the "Foundation") and may exercise all the powers of the Foundation and delegate any and all such powers as they see fit, subject only to restrictions imposed by statute, the Foundation's Resolution and Declaration of Trust (the "R&DOT"), the Certificate of Incorporation, and these By-laws.

Section 2. Number, Qualification and Term

A. The Board of Directors shall consist of eleven citizens of the United States and residents of the City of New Haven, Connecticut, or vicinity, selected for their knowledge of the charitable or educational needs of the community. It is a cardinal principle of the Foundation that it shall be conducted in the interests of the whole community without regard to race, color, religion, sex or sexual orientation, and that, to the greatest possible extent, all interests, classes and creeds shall be represented on the Board of Directors. In accordance with the R&DOT, no executive officer of a Foundation Trustee, as defined therein, shall be a member of the Board of Directors. Also in accordance with the R&DOT, no person holding a salaried public office shall be a member of said Board of Directors. If any member of the Board of Directors is appointed or

elected to an office that might constitute a “salaried public office, unless the member in question submits a written resignation, the Board of Directors shall promptly consider and determine, without the vote of the member, whether the office is a “salaried public office”; upon a determination by the Board of Directors that the office is a “salaried public office,” such member shall thereupon and without any further action or procedure cease to be a member of the Board of Directors. Prior to the determination by the Board of Directors, the member shall not participate in any decisions on the distribution of funds or other matter in which impartiality is essential. The phrase “salaried public office” shall be construed by the Board of Directors consistent with interpretive principles as may be articulated in a Statement of Board Policy adopted by the Board from time to time.

B. The Board of Directors shall be selected, appointed, and classified as follows:

- Class 1. One member by the Chief Executive of the City of New Haven, Connecticut.
- Class 2. One member by the President or other Chief Executive Officer of the New Haven Chamber of Commerce.
- Class 3. One member by the Judge of the Probate Court for the District of New Haven, Connecticut.
- Class 4. One member by the Trustees' Committee, as defined by the R&DOT.
- Class 5. One member by the President or other Chief Executive Officer of Yale University.
- Class 6. One member by the President or other Chief Executive Officer of the New Haven County Bar Association.
- Class 7. One member by the Trustees' Committee, as defined by the R&DOT.
- Class 8. One Member by the Board of Directors by majority vote of all the members serving at the time of such appointment.

Class 9. One member by the Board of Directors by majority vote of all the members serving at the time of such appointment.

Class 10. One member by the Board of Directors by majority vote of all the members serving at the time of such appointment.

Class 11. One Member of the Board of Directors by majority vote of all the members serving at the time of such appointment.

All appointments of members of the Board of Directors shall be made at least thirty days before and not more than ninety days before the expiration of the term of office of the particular member of the Board whose position such appointment is designed to fill.

Terms of office. All members of the Board of Directors shall hold office during the term of seven years from and after the first day of January succeeding their respective appointments. If for any reason an appointment is delayed until after the January 1 commencement date, the member's term shall nevertheless end at the same time it would have if the appointment had been made prior to January 1.

Filling of vacancies. Any vacancy by death, resignation, refusal to serve or otherwise shall be filled for the unexpired term by the authority making the original appointment.

Successors shall be appointed by the same authority as original members. A person who has served a full term of seven years shall not be eligible under any circumstances to be appointed to another term or a part of a term during his or her lifetime by any authority, nor may any person serve as a member of the Board of Directors for more than seven years during his or her lifetime, either through completion of one full term or by serving part of two or more terms. If any person has served part of one term, and is appointed to another term by any authority, such person's appointment shall terminate on the last day of December preceding the year in which such person would, but for this sentence, complete seven years of service as a member of the Board of Directors.

Removal from New Haven, Connecticut, or vicinity and/or failure to attend three consecutive meetings of the Board of Directors without a reason satisfactory to the Board of Directors shall, at the discretion of the Board, operate as an accepted resignation from the Board of Directors.

With respect to appointments to the Board by those having appointing authority, the following process shall be observed:

1. Not later than June 15<sup>th</sup> of any year at the end of which an appointing authority has the power to appoint a member of the Board of Directors, the President and Chief Executive Officer shall bring that fact to the attention of the Board for directions as to the appropriate communication with the appointing authority.
2. The Chair of the Board and the President and Chief Executive Officer shall communicate with the appointing authority, provide him/her with the description of the qualifications sought in a Director, and discuss with him/her generally the nature of the Foundation.
3. Unless requested by the appointing authority, it is inappropriate for the Chair of the

Board or the President and Chief Executive Officer to suggest names of people recommended to be appointed.

4. The appointing authority should be asked to advise the Foundation of his/her appointment by November 1<sup>st</sup> so that, in those years when the Board has an appointment to make, it can better identify what skills and constituencies are not already available to the Board.

### Section 3. Appointments by the Board of Directors

Appointments by the Board shall be made so as to achieve, among other objectives, appropriate diversity among the members of the Board of Directors.

The following process shall prevail with respect to Board appointments:

1. The Governance Committee shall solicit from members of the Board of Directors and the President and Chief Executive Officer the names of people considered appropriate for Board appointment.
2. The Governance Committee shall suggest to the Board a list of recommended nominees.
3. The Board shall appoint either from such list or, for appropriate reasons, otherwise.

### Section 4. Regular and Special Meetings

Regular meetings of the Board of Directors shall be held at such times and places as the Board may determine. Special Meetings of the Board of Directors may be held within or, under conditions of emergency, outside the State of Connecticut and shall be called by the Secretary for any time or place requested by the Chair or by at least six members of the Board of Directors. Reasonable written notice of each regular or special meeting shall be given to each Director, provided that no notice need be given of a regular meeting held in accordance with a schedule approved by the Board, and provided further that notice of a special meeting shall include notice of the purpose or purposes for which the meeting is called. The first meeting of the newly appointed or elected Board of Directors may be held immediately following the meeting at which the Directors shall have been appointed or elected, in which case no notice need be given for such meeting. The Board of Directors shall meet at least once every calendar quarter unless the holding of any such meeting is waived in writing by a majority of the Board of

Directors.

Section 5. Annual Meeting

The Annual Meeting of the Board of Directors shall be held in January of each year at the call of its presiding officer, if there be one; otherwise, at the call of the senior member of the Board of Directors. Reasonable written notice of the Annual Meeting shall be given to each Director. As provided in Article III Section 1. B of these By-Laws, the Board of Directors shall have elected a Chair and Vice Chair and may have elected other officers prior to the Annual Meeting, but the Board may if it wishes also elect officers other than the Chair and Vice Chair at the Annual Meeting. In addition, the Board of Directors shall appoint members of committees and adopt a schedule of regular meetings for the year, which schedule the Board may subsequently modify as it determines.

Section 6. Action By Board of Directors

A. Quorum and Voting. A majority of the members qualified to act shall constitute a quorum of the Board of Directors at any meeting of the Board. Unless otherwise provided by statute, the R&DOT, the Certificate of Incorporation, or the By-laws, the affirmative vote of a majority of the members present at such meeting and qualified to act is the act of the Board of Directors; as prescribed in the R&DOT, a vote of not less than six (6) members is required to authorize the expenditure of money.

B. Action by Unanimous Written Consent. If all the members of the Board of Directors then serving consent in writing to any action taken or to be taken by the Foundation, the action shall be valid as if it had been authorized at a meeting of the Board, and such written consent or consents shall be filed with the records of meetings of the Board. For purposes hereof, a Director may evidence his or her written consent with any manual, facsimile, conformed or electronic signature, including an electronic mail communication from the member of the Board to the Foundation from an electronic mail address

provided by the member to the Foundation. In addition, a member of the Board may evidence his or her written consent by logging on to a secure electronic voting site established and controlled by the Board of Directors and voting on that site, and such participation shall constitute the provision of a signed written consent; copies of the on-line voting records from any such site shall be printed and filed with the records of the Board.

Section 7. Committees

The Board of Directors may designate two or more Directors or others to constitute a committee or committees, which, subject to law and these By-laws, shall have and may exercise all such authority of the Board of Directors as shall be provided in these By-laws or the resolution constituting any such committee. Except as otherwise specifically provided in these By-Laws, the Chair of the Board shall appoint a Director as the chair of each committee established by these By-Laws. Each committee shall have the composition and membership described in these By-laws or in the resolution constituting the committee. All members of committees shall be appointed for a one-year term, commencing with the Annual Meeting and continuing until the next Annual Meeting, except that the term of a committee member whose term as a Director expires on the intervening January 1 shall terminate at that time. The Chair of the Board shall serve ex officio as a member of each committee with the right to vote. The President and Chief Executive Officer is invited to attend each meeting of each committee except when the Chair of any such committee requests that the President and Chief Executive Officer not attend. Unless modified by a resolution of the Board of Directors, the committees of the Board of Directors shall consist of the following:

- A. An Executive Committee, consisting of the Chair and the Vice Chair of the Board of Directors, the Chair of the Finance Committee, the Chair of the Program Committee, the Chair of the Investment Committee, the Chair of the Development Committee, the Chair of the Governance Committee, and such other members of the Board of Directors as are, from time to time appointed thereto by the Board of Directors. The Chair of the Board of Directors shall serve as Chair of the Executive Committee. The Executive Committee shall perform such duties as are, from time to time, assigned to it by the Board of

Directors. Additionally, it shall be available to the President and Chief Executive Officer as a consultant with respect to the management of the affairs of the Foundation, including matters related to personnel policies, compensation and benefits.

It shall be the duty of the Executive Committee initially to evaluate the performance of the President and Chief Executive Officer and to make recommendations to the Board of Directors with respect to his or her salary and other employment benefits. A draft of the evaluation of the President and Chief Executive Officer's performance prepared by the Executive Committee shall be submitted to the Board of Directors for final approval prior to its delivery.

- B. An Investment Committee, consisting of such members as are, from time to time, appointed thereto by the Board of Directors, not necessarily from its own membership. It shall be the responsibility of the Investment Committee to recommend to the Board for approval an investment policy and an asset allocation model as well as such modifications to the policy and model as the Investment Committee deems advisable, to oversee the investment of The Foundation's assets, and to report with respect thereto to the Board of Directors at such intervals as the Board of Directors may prescribe. The Investment Committee is authorized to hire such consultants and investment managers and to transfer funds to them for investment as it deems necessary or desirable in the discharge of its duties, all without the necessity of Board approval.
- C. An Audit Committee, consisting of such members as are, from time to time, appointed thereto by the Board of Directors. At least a majority of the members shall be Directors of the Foundation. In addition, the Board of Directors may from time to time appoint other members (1) if necessary to insure that the Audit Committee possesses the necessary expertise to effectively meet its responsibility or (2) from the governing board of an organization whose financial statements will be consolidated with those of the Foundation.

It shall be the responsibility of the Audit Committee:

- i) to cause the financial records of the Foundation to be audited annually by an independent auditor appointed pursuant to the terms of the R&DOT; and
  - ii) to recommend to the Board of Directors for release by it to the public a statement of the financial affairs of the Foundation; and
  - iii) to cause an appropriate response to be made to any recommendations made by the independent auditor; and
  - iv) to cause appropriate changes to be made responsive to recommendations of the independent auditor as are accepted by the Board of Directors.
- D. A Development Committee, consisting of such members as are, from time to time, appointed thereto by the Board of Directors, not necessarily from its own membership. At least a majority of the members shall be Directors of the Foundation. It shall be the responsibility of the Development Committee to recommend to the Board of Directors for its adoption development policies, goals and strategies for fund development, to

evaluate progress and performance toward such goals, to advise on community outreach strategies and efforts for development purposes, and to report periodically to the Board of Directors with respect thereto.

- E. A Program Committee, consisting of such members as are, from time to time, appointed thereto by the Board of Directors, not necessarily from its own membership. At least a majority of the members shall be Directors of the Foundation. It shall be the responsibility of the Program Committee to recommend to the Board of Directors for its adoption policies and processes governing the Foundation's grantmaking and distribution of funds to the community, to review on an ongoing basis the community's needs and opportunities and to consider the Foundation's grants, strategies and initiatives in the evolving context of such needs and opportunities and to make recommendations with respect thereto to the Board of Directors.
- F. A Finance Committee, consisting of such members as are, from time to time, appointed thereto by the Board of Directors not necessarily from its own membership. At least a majority of the members shall be Directors of the Foundation. It shall be the responsibility of the Finance Committee to oversee the financial management of the Foundation, except for that performed by the Foundation's Investment Committee, and to report periodically to the Board of Directors at such intervals as the Board of Directors may prescribe.
- G. A Governance Committee, consisting of such members as are, from time to time, appointed thereto by the Board of Directors from its own membership. It shall be the responsibility of the Governance Committee to oversee the quality of governance of the Foundation and more specifically:
  - i) to review periodically the governance documents and governance policies of the Foundation and to make recommendations for amendments as it deems appropriate;
  - ii) to recommend nominees for election to the Board and election as Officers pursuant to Article I. Section 3 and Article III of these By-Laws, respectively;
  - iii) to provide for periodic performance assessment of the Board of Directors and self-evaluation of Directors; and
  - iv) to make other recommendations and engage in other activities to further and support the quality and effectiveness of the Foundation's governance.

The Chair of the Board and any other Officer who is a member of the Governance Committee shall recuse themselves from participation in the process to nominate Officers.

- H. Additional Committees. In addition to the foregoing standing committees, the Board of Directors may create other committees for such purposes and with such membership and authority as the Board of Directors may, from time to time, deem appropriate and desirable, provided that at least a majority of the members of each such committee shall be Directors of the Foundation.



I. Committees Generally.

- i) Minutes. All committees shall keep minutes of their meetings. Minutes of a committee meeting shall be made available to the Board prior to the next meeting of the Board of Directors.
  - ii) Names. The Board may choose to denote a committee by a name other than that used in these By-Laws without amending the By-laws.
  - iii) Committees with Delegated Powers. A committee that has and exercises the power to act on behalf of the Board of Directors shall comply with the notice, quorum and voting requirements applicable to the Board.
- J. Report to the Trustees' Committee. A copy of the Annual Report of the Board of Directors shall be filed with the Trustees' Committee before the Annual Meeting each year (or as soon thereafter as is practicable) as the proceedings of the Board of Directors for the preceding calendar year.

**ARTICLE II.**

**Chief Executive Officer**

The Board of Directors shall appoint a Chief Executive Officer of the Foundation, with the title of "President and Chief Executive Officer" who shall, while he or she is President and Chief Executive Officer, also be Secretary of the Board of Directors and the Trustees' Committee. The President and Chief Executive Officer shall hold office at the discretion of the Board of Directors for such term as the Board of Directors shall determine. The President and Chief Executive Officer shall receive such compensation and perform such duties as the Board of Directors shall determine and shall be the custodian of the records of the proceedings of all Committees.

**ARTICLE III.**

**Officers**

Section 1. Election of Officers

- A. The officers of the Foundation shall be elected by the Board of Directors each to hold office for a one-year term commencing January 1 and continuing until their successors shall have been

elected and qualified, and shall consist of a Chair, a Vice Chair, and any other Officers it chooses. The Chair shall serve no more than two one-year terms.

B. With respect to the election of the officers, the following process shall be observed:

- i) Beginning approximately four weeks prior to the Board's November meeting, or not later than October 15, the Governance Committee shall solicit from members of the Board and the President and Chief Executive the names of Directors considered appropriate for election to the positions of Chair, Vice Chair, and any other Officers the Board may wish to elect at that time, and determine which Directors are willing to serve as such Officers if so elected.
- ii) If a member of the Governance Committee chooses to be considered for election as an Officer, that member shall be recused from participation in this process.
- iii) At least two weeks before the Board's November meeting, the Governance Committee shall notify each Director in writing of the Committee's recommendations for each Officer position based upon the Committee's consideration of which Directors willing to serve would best serve the Foundation as such Officers.
- iv) At the Board's November meeting, names of Directors other than those recommended by the Governance Committee may be placed in nomination for the Officer positions by any Director. Election to an Officer position shall require a majority vote of the members of the Board of Directors.
- v) Each Director shall be entitled to vote for Board Officers, regardless of whether or not she/he is a candidate for the office for which the election is being conducted.
- vi) If no candidate for an Officer position receives a majority, then the two Directors receiving the most votes shall then be considered in a second ballot.
- vii) A Director who is under consideration for the office of Chair shall be entitled to become a candidate for the office of Vice Chair, if not elected to the office of Chair. Similarly, a Director who is under consideration for the office of Vice Chair shall be entitled to be considered for another office the Board wishes to establish if not elected to the office of Vice Chair.
- viii) Election of Officers shall be conducted through a secret ballot and if a Director is unable to be in attendance, she/he may cast a vote in writing to the Secretary of the Board. If an Officer election requires a second ballot, a Director not in attendance shall be entitled to cast a vote provided that such Director makes herself/himself available to participate in such deliberations by telephone.
- ix) If an Officer election results in a tie, a second ballot shall be conducted. If

after conducting a second ballot, a tie remains, the election shall be continued to the next Board meeting in December. If after a third ballot a tie remains, the Director who has the most seniority shall be declared the Officer elect.

To comply with the R&DOT, the Vice Chair's election shall without further action of the Board be deemed confirmed by the Board at its January meeting.

Section 2. Powers and Duties of Officers

The respective Officers of the Foundation shall perform such duties and possess such powers as are ordinarily performed and possessed by similar officers in similar foundations and shall perform such other duties and possess such other powers as may, from time to time, be conferred upon or assigned to them by the Board of Directors.

**ARTICLE IV.**

**Non-Profit Status**

No Director, Trustee, Officer, agent or employee of the Foundation shall at any time receive or be entitled to receive any compensation or any pecuniary profit from the operation of the Foundation or upon its liquidation or dissolution, except reasonable compensation for services actually rendered to the Foundation in effecting one or more of its objects or purposes.

**ARTICLE V.**

**Office**

The principal office of the Foundation in the State of Connecticut shall be located at 70 Audubon Street, New Haven, Connecticut.

**ARTICLE VI.**

**Fiscal Year**

The fiscal year of the Foundation shall be the calendar year.

**ARTICLE VII.**

## Amendments

These By-laws may be amended, altered or repealed at any duly noticed and constituted meeting of the Directors, provided that notice of the proposed alteration, amendment or repeal shall have been given in a Notice of the first Board Meeting at which such proposal is considered six days prior to the scheduled date of that meeting, and provided that said proposal is approved at two consecutive Board Meetings by a two-thirds vote of the Directors present and voting at each meeting, a quorum being present, and further provided that there shall be no power to alter, amend, or repeal the By-laws in such manner as to permit any Director, Officer, Trustee, agent or employee of the Foundation ever to receive any compensation or any pecuniary profit from its operation (except reasonable compensation for services actually rendered to the Foundation in effecting one or more of its purposes), nor to receive any part of the property or assets of the Foundation upon its dissolution or termination.

Adopted by Board of Directors  
December 15, 1994, as amended through *September 19, 2013*

Attest:

  
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William W. Ginsberg  
Secretary

## STATEMENT OF BOARD POLICY

As provided in the R&DOT and the By-Laws of the Foundation, no person holding a salaried public office shall be a member of the Foundation's Board of Directors. The phrase "salaried public office" shall be interpreted to promote the foundational principle that the Foundation shall be conducted in the interests of the whole community. To that end, determinations whether an individual holds a "salaried public office" so as to be ineligible to be appointed to, or to continue to serve on, the Board of Directors shall focus on protecting the integrity and impartiality of the decision-making process, free from political influence and/or the interests of a given municipality or government entity and consistent with the community's perception and expectation that the Foundation is fair and impartial. In each case, the Board shall consider the facts and circumstances, including but not limited to whether the individual holds an elected or appointed public office within the Foundation's community or reports (or is accountable) to an individual who holds such an office; whether the individual has official responsibilities to a town within the Foundation's community; if the individual is not elected or appointed, whether the individual's employment is subject to control, influence or termination by an elected or appointed public official; and whether the individual otherwise has such obligations or responsibilities to one or more governmental entities, units, or officials that the individual's impartiality and independence in making decisions could be questionable or impaired. The Board shall also consider the advice of its counsel and any other factors it deems relevant.

The Board may modify this Statement of Board Policy as it deems appropriate from time to time.