



# New Haven Democracy Fund

"To ensure that all the citizens of New Haven have a fair and meaningful opportunity to participate in the election of mayor."  
New Haven Code of General Ordinances, Chapter 2, Article XI, §2-821 • Established in 2007 • [democracyfund@newhavenct.net](mailto:democracyfund@newhavenct.net)



## BYLAWS OF THE NEW HAVEN DEMOCRACY FUND BOARD

Adopted December 2020

### **Article I - The Board**

#### Section 1. Name of Board.

The name of the Board shall be "New Haven Democracy Fund Board".

#### Section 2. Office of Board.

The office of the Board shall be at such place in the City of New Haven, State of Connecticut as the Board may, by its resolution, from time to time designate.

#### Section 3. Duties.

The Board shall perform those duties set forth in the New Haven Democracy Fund Ordinance.

### **Article II - Membership**

#### Section 1. Regular Members.

Pursuant to the New Haven Democracy Fund Ordinance, there are seven (7) regular members of the Board.

#### Section 2. Compensation.

Each Board member shall serve without compensation.

### Section 3. Impartiality.

Members of the Board shall exercise their duties in an impartial and non-partisan manner. Board members shall not participate in the local Mayoral campaign as donors, supporters, endorsers, or as campaign workers for any candidate. They shall not participate in the nomination process for the New Haven Mayoral candidates and will recuse themselves from any act that would reasonably appear to a third party as favouring any Mayoral candidate.

### Section 4. Indemnification.

The City shall indemnify and hold harmless the members of the Board for any liability that may result from a member's actions while in the performance of his or her duties as a member.

## **Article III - Officers**

### Section 1. Officers.

The officers of the Board are the Chairman, First Vice-Chairman, and Second Vice-Chairman. The Board will be responsible for overseeing the work of the Administrator so that it is consistent with the goals and directives adopted by the Board.

### Section 2. Chairman.

The Chairman shall preside at all meetings of the Board and shall sign all resolutions, contracts, and other instruments on behalf of the Board as authorized by the Board. A temporary chairman shall be elected from among the membership in the absence of officers. The Chair, in consultation with the Administrator and Officers, will decide the Agenda for monthly meetings of the Board and for any Special Meeting.

### Section 3. First Vice-Chairman.

First Vice Chair will serve to monitor the finances of The Fund as requested by the Board Chair. The Vice-Chairman shall assume the chairmanship in the case of absence or incapacity of the Chairman and shall perform the duties of chairman until a new chairman has been elected. The Vice-Chairman shall assist the Chairman and perform such other duties as may be assigned by the chairman.

#### Section 4. Second Vice-Chairman.

The Second Vice-Chairman shall monitor documentation and ensure the transparency of the Board, including monitoring and reviewing the minutes and signing the minutes. The Second Vice Chair can also serve as a secondary point person for candidates if needed, and shall perform such other duties as may be assigned by the chairman.

#### Section 5. Election.

The Board shall elect its officers from among its regular membership at the annual meeting of the Board. Officers shall hold office for one year or until their successors are elected and qualified.

#### Section 6. Vacancy.

In the event an office becomes vacant, the Chair shall promptly schedule an election to be held to fill the vacancy at the next regularly scheduled meeting of the Board. (a) In the event the Board lacks a quorum or no one submits a name in nomination, then the Chair shall appoint a temporary Officer until either a quorum or a candidate can be obtained. (b) In the event the vacancy occurs in the Chair and no election can be held due to the lack of a quorum, then the person senior in time on the Board shall assume the office of Chair.

### **Article IV - Meetings, Quorums, and Votes**

#### Section 1. Regular Meetings.

Regular Meetings shall be held on the Third Wednesday of each month or as indicated on the schedule of regular meetings filed annually with the City Clerk prior to January 31st of each year.

#### Section 2. Annual Meeting.

The annual meeting date shall be set when the Board files its regular meeting schedule. The Annual meeting should coincide with the first meeting of the Calendar Year. Each year at the annual meeting, an annual report to the Board of Alderman shall be made including a statement of financial condition of the Fund, a request for appropriation for the upcoming fiscal year, and a summary of the activities of the Board for the preceding year.

### Section 3. Special Meetings.

The Chairman may call a special meeting of the Board. Upon the request of three members of the Board, the Chairman shall call a special meeting of the Board for the purpose of transacting any business designated in the call. All members shall be promptly notified.

### Section 4. Executive Session.

The Board may convene an Executive Session. Such Executive Session shall be convened upon an affirmative vote of two-thirds of members present. Attendance shall be limited to Board members and persons invited. Pursuant to State Statute, even if an executive session is the only item on the agenda, a public meeting must be in progress to initiate an executive session with time for public comment. Notice of such a meeting should be sent no less than 48 hours in advance.

### Section 5. Disqualification.

No member shall participate in the proceedings or a decision of the Board upon any matter in which the member is directly or indirectly interested in a personal or financial sense. In the event of a disqualification, such fact shall be entered on the record. A disqualified member may continue to count towards a quorum although in no way participating in the proceedings or a decision related to that issue.

### Section 6. Public Comment.

All meetings shall be open to the public and shall provide an opportunity for public comment. During city or state declared emergencies, meetings may occur via online or phone conference with proper notice and allowing for public attendance for the duration of the public portions of the meeting.

### Section 7. Quorum.

A minimum of four of the appointed Board members shall constitute a quorum. A vote of a majority of the appointed Board members, or three (3) members, whichever is greater, present at any meeting at which a quorum is present shall constitute action by the Board. (a) In the absence of a fully appointed board (no vacant seats), a minimum of three (3) board members can constitute a quorum. And when The Board next reaches full appointment (seven (7) members) the quorum rules will return to a minimum of four (4) members needed to meet a quorum as outlined in Article IV, Section VII.

#### Section 8. Manner of Voting.

The voting on all questions coming before the Board shall be by motion made, and by polling all members present, the result to be entered upon the minutes of such meetings. Each board member shall be entitled to one (1) vote on all matters which are submitted to the Board. A roll call shall be taken at the request of any Board member.

#### Section 9. Minutes.

The Board shall keep minutes of all meetings and shall maintain official records of all its actions which shall be made available to the public.

#### Section 10. Agenda.

The Chairman will decide the order of consideration of items on the agenda.

#### Section 11. Committees.

The Board shall create such committees or subcommittees as it deems necessary or expedient. The Chairman shall appoint members and chairs of such committees or subcommittees.

#### Section 12. Gender-neutral language.

The New Haven Democracy Fund shall incorporate the use of gender neutral language in its Bylaws and its written communications.

### **Article V - Amendment**

#### Section 1. Amendment.

These Bylaws may be amended by an affirmative vote of two-thirds (2/3rds) of the appointed Board members present at any duly called meeting of the Board, provided that written notice of such proposed amendment is given each member in the notice of such meeting.

## **Article VI - Rules of Order**

### Section 1. Meetings

For matters not covered by the Bylaws, the current edition of Robert's Rules of Order shall govern. Robert's Rules, however, shall not supplant or supersede any element of these Bylaws.

## **Article XII – Emergency Powers**

### Section 1.

In the absence of a quorum, the Chair shall have emergency powers to make decisions on urgent New Haven Democracy Fund business, including, but not limited to: the disbursement of funds to candidates, the execution of required documents, and the retaining, directing, or terminating of any independent contractor.

### Section 2.

The Chair shall give notice to Board members in writing at least 5 days prior to the exercise of such emergency powers. Notice by email shall be sufficient.

### Section 3.

Any actions of the Chair under this article shall be reviewed by the Board at the next Democracy Fund Board meeting at which there is a quorum, and ratified, if appropriate. Ratification shall not be unreasonably withheld.