



APPENDIX A

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") 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 creed, and that, to the greatest possible extent, all interests, classes and creeds shall be represented on the Board of Directors. No person holding a salaried public office shall be a member of said Board of Directors; and, if any member of the Board of Directors shall be appointed or elected to any salaried public office, such member shall thereupon and without any action or proceeds whatsoever cease to be a member of the Board of Directors. Also in accordance with the R&DOT, no executive officer of a Foundation Trustee shall be a member of the Board of Directors.

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 Board of Directors by majority vote of all the members serving at the time of such appointment.

Class 3. One member by the President or other Chief Executive Officer of the New Haven Chamber of Commerce.

Class 4. One member by the Trustees' Committee.

Class 5. One member by the Judge of the Probate Court for the District of New Haven, Connecticut.

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Class 6. One member by the Board of Directors by majority vote of all the members serving at the time of such appointment.

Class 7. One member by the President or other Chief Executive Officer of Yale University.

Class 8. One member by the President or other Chief Executive Officer of the New Haven County Bar Association.

Class 9. One member by the Trustees' Committee.

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.

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:

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1. Not later than June 15th 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 try to visit 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 1st 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.

To the extent possible, the terms of members shall be as prescribed in the order of appointments set forth above.

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 Chair shall appoint from the Board a Nominating Committee consisting of at least three Directors.
2. The Nominating Committee shall solicit from the Board and the President and Chief Executive Officer the names of people considered appropriate for Board appointment.
3. The Nominating Committee shall suggest to the Board a list of recommended nominees.
4. The Board shall appoint either from such list or, for appropriate reasons, otherwise.

Section 4. Meetings

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 or oral notice of such meeting shall be given to each Director. The first meeting of the newly elected Board of Directors may be held immediately following the meeting at which the Directors

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shall have been 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. At the regular meeting of the Board of Directors preceding the Annual Meeting, the Board of Directors shall elect a Chair, Vice Chair and any other Officers it chooses from among its members.

Section 6. Quorum

A majority of the members qualified to act shall constitute a quorum of the Board of Directors; provided, however, that, as prescribed in the R&DOT, a vote of not less than six (6) members are required to authorize the expenditure of money.

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 the resolution constituting any such committee. All committees shall be appointed for a one-year term, commencing with the Annual Meeting. 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 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. In the event of an emergency, which precludes the convening of a quorum of the Board of Directors, the Executive Committee may exercise the powers of the Board of Directors, except with respect to making orders for the payment of money.

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

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Executive Committee shall be submitted to the Board of Directors for final approval prior to its delivery.

It shall also be the responsibility of the Executive Committee to recommend personnel policies and salary/wage ranges for adoption by the Board of Directors, to assure existence of an appropriate process for the evaluation of the performance of staff by the President and Chief Executive Officer, and to recommend, for adoption by the Board of Directors, appropriate employment benefits.

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 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 may engage such consultants, as it deems necessary or desirable in the discharge of its duties.

C. An Audit Committee, consisting of such members of the Board of Directors as are, from time to time, appointed thereto by the Board of Directors.

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. It shall be the responsibility of the Development Committee to formulate, and recommend to the Board of Directors for its adoption, plans for the enhancement of funds available for distribution. The Chair of the Development Committee shall be a member of the Board or Directors.

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. It shall be the responsibility of the Program Committee:

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i) to assist staff in the development of processes to effectuate the orderly and expeditious analysis and disposition of application for grants, including, without limiting the generality of the foregoing, the identification of community needs, the institutions and agencies best qualified to be funded in response to such needs and processes for the evaluation of the effectiveness of any grants made; and

ii) to recommend to the Board of Directors for its approval appropriate policies with respect to programs of the Foundation and the making of grants.

F. A Finance 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 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. 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. All committees shall keep minutes of their meetings. Minutes of a committee meeting shall be distributed at the next meeting of the Board of Directors or by mail to such members of the Board of Directors as do not attend such meeting. A copy of the proceedings of the Board of Directors for the preceding calendar year shall be filed with the Trustees' Committee before the annual meeting each 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 to hold office until the next Annual Meeting of the Board and until their successors shall have been elected and qualified, and shall consist of a Chair and a Vice Chair. 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) Not less than four weeks prior to the convening of the Board Annual Retreat, or not later than October 15, the Chair shall appoint from the Board an Officer Nominating Committee consisting of at least three Directors other than the Chair and Vice Chair.
- ii) The Officer Nominating 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 and Vice Chair, and determine which Directors are willing to serve as Chair or Vice Chair if so elected.
- iii) If a member of the Officer Nominating Committee chooses to be considered for the position of Chair or Vice Chair, that member shall resign from the Committee and the Board Chair shall appoint a new member of the Committee.
- iv) At least two weeks before the Annual Retreat, the Officer Nominating Committee shall notify each Director in writing of the Committee's recommendations for the positions of Chair and Vice Chair based upon the committee's consideration of which Directors willing to serve would best serve the Foundation as such officers.

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- v) At the Annual Retreat, names of Directors other than those recommended by the Nominating Committee may be placed in nomination for the positions of Chair or Vice-Chair by any Director. Election to either Officer position shall require a majority vote of the members of the Board of Directors.
- vi) 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.
- vii) If no candidate for either Officer position receives a majority, then the two Directors receiving the most votes shall then be considered in a second ballot.
- viii) 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.
- ix) 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.
- x) 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. If after a third ballot a tie remains, the Director who has the most seniority shall be declared the Officer elect.

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 regular meeting of the Directors, provided that notice of the proposed alteration, amendment or repeal shall have been given in the Notice of the first Regular Board Meeting at which such proposal is considered ten days prior to the scheduled date of that meeting, and provided that said proposal is approved at two consecutive Regular Board Meetings by a two-thirds vote, 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 September 18, 2008