

BY-LAWS OF
THE DARIEN COMMUNITY ASSOCIATION, INC.

ARTICLE I - Mission.

The Darien Community Association provides a broad array of educational, cultural, and social programs in an historic setting and enriches the community through philanthropy and outreach.

ARTICLE II - Members.

Section 1. Classes of Membership.

a. Active Member. Any person who has a definite interest in the advancement of the purposes of this Association may become an active member upon the payment of such annual dues as may be prescribed from time to time. New membership categories can be added by a two-thirds vote of the entire Board of Directors.

b. Honorary Member. Honorary membership may be conferred upon anyone it is desired to so honor, by the unanimous vote of those Directors present at any duly constituted meeting of the Board of Directors. An honorary member pays no dues. All past presidents become honorary life members.

Section 2. Voting Rights. Both classes of membership shall have full and equal voting rights at all duly constituted meetings of the Association.

Section 3. Dues. The membership dues shall be payable on receipt of bills. Any change of said dues of the Association shall be fixed by a two-thirds vote of the entire board of directors.

ARTICLE III - Meetings.

Section 1. Annual Meeting. A meeting of the Association shall be held annually for the election of officers and directors, the date to be selected by the Board of Directors. Notice of this meeting shall be mailed or sent electronically to all members of the Association at least ten (10) days prior thereto. A failure to receive such a notice shall not affect the validity of any proceedings taken at such annual meeting.

Section 2. Special Meetings. A special meeting of the Association may be called by the President at any time or upon the written request of not less than 5% of the then total members in good standing. Notice of this meeting shall be mailed or sent electronically to all members of the Association at least ten (10) days prior thereto.

Section 3. Regular Meetings. There shall be at least three (3) regular meetings of the Association during the year on dates approved by the Board of Directors and published in the Angles.

Section 4. Quorum. At any meeting of the Association members duly warned and held, the lesser of 25 or 5% of the then members in good standing shall constitute a quorum for all purposes. Unless otherwise stated, a vote by the majority of members at any meeting at which there is a quorum shall be valid.

Section 5. Fiscal Year. The fiscal year of the Association shall begin June 1 and end May 31 of each calendar year.

Section 6. Robert's Rules. All meetings of the Association shall be governed by Robert's Rules of Order, Revised.

ARTICLE IV - Board of Directors.

Section 1. Number and Term of Office. The business, property and policies of the Association shall be managed and controlled by the Board of Directors.

a. Elected Directors - The Board shall consist of not fewer than fourteen (14) nor more than seventeen (17) elected directors. The board members shall be nominated by the Nominating Committee, serve two-year terms and be elected or re-elected by ballot at the Annual Meeting of the Association. They shall hold office until their respective successors have been duly elected.

b. Appointed Directors - There may be in addition to the elected directors as many as four (4) directors appointed by the Board and serving two-year terms.

c. Term of Office - The consecutive service of any Director shall normally be limited to the greater of four (4) consecutive two (2) year terms.

Section 2. Vacancies. If a vacancy should occur on the Board of Directors the remaining members of the Board, in consultation with the Nominating Committee, shall elect a successor by majority vote. The elected successor will hold office for the unexpired portion of the term of the director whose place is vacant.

Section 3. Meetings. Meetings of the Board of Directors shall be held at least eight(8) times in each year and whenever called by the President or five (5) directors. Notices of meetings shall be transmitted by phone, email or mail at least five (5) days prior to the meeting. One over half of members of the Board of Directors shall constitute a quorum for the transaction of business. Furthermore, there may be two joint meetings with the Program Board at mutually agreed upon dates. Meetings of the Board can be held by means of a conference telephone or similar communications device, which allows all persons participating in the meeting to hear each other at the same time. In addition, a Director who is unable (for reasonable cause) to be physically present at a Board meeting is entitled to attend the meeting via conference call or similar communications equipment. Participation by the means set forth in this section shall constitute the presence in person at a meeting.

Section 4. Members of the Board. There shall be the following board members serving two-year terms on a staggered term basis:

a. Elected Directors:

(1). President - shall be the Chairman of the Board and shall preside at all board meetings. The President shall be an ex-officio member of all committees except Nominating. The President shall sign and execute all deeds, leases, conveyances and contacts in the name of the DCA, when duly authorized to do so by the Board of Directors.

(2). Executive Vice-President - shall assist the President and will become president upon completion of the President's term of office. In the event of the absence, resignation or incapacity of the President, the Executive Vice President will assume the office and duties of the President. The Executive Vice President shall serve as a member of the Philanthropy Committee.

(3). Treasurer/Finance Vice President - shall be responsible for seeing that reports are prepared in a timely manner and shall present monthly reports to the Board of Directors. The Treasurer shall chair the Finance Committee and serve on the Executive, Investment and Personnel Committees. The Treasurer shall assume the duties of the President in the absence of the President and Executive Vice-President. The Treasurer, in conjunction with the Finance Committee, shall have the responsibility for the oversight of the

annual audit, including the recommendation of an outside concern to perform the audit and its timely and accurate completion.

(4). Secretary - shall keep minutes of all meetings of the Board of Directors.

(5). Program Vice-President - shall chair the Program Board.

(6). Property Vice-President - shall chair the Property Committee.

(7). Membership Chairman - shall chair the Membership Committee.

(8). Investment Chairman - shall chair the Investment Committee.

(9). Nominating Chair - shall chair the Nominating Committee.

(10-17) At Large Directors - Minimum of five (5), maximum of eight (8).

b. Appointed Directors: There may be up to four (4) directors appointed by the Board of Directors as needed.

ARTICLE V - Program Board.

Section 1. Members - The Program Board shall be composed of the chairperson of each program group or his/her representative.

Section 2. Duties - The Program Board shall be responsible for the coordinating of all programming under a policy umbrella established by the DCA Board of Directors. The Program Board shall be chaired by the Program Vice-President. It is the responsibility of this person to maintain communication with Program Board members throughout the year and to request committee reports from each chair prior to monthly Board of Directors meetings.

Section 3. Meetings - General meetings of the Program Board may be called as needed by the Chairman or by consent of this board. Individual meetings between the committee chairs and the Program Vice-President and an ad hoc committee of the Board of Directors may be held annually to review and develop committee budgets.

ARTICLE VI - Standing and Special Committees.

Section 1. Executive Committee - shall be chaired by the President and shall include the Executive Vice President, Program Vice-President, Treasurer and Secretary. Other members of the Board of Directors may be invited to Executive Committee meetings by the President as needed. The Executive Committee shall have the power to act on behalf of the Board of Directors between meetings of the Board with respect to all administrative matters, [but any decision of the Executive Committee affecting the substantive policy of the DCA or involving major expenditure of funds shall be subject to ratification by the Board of Directors.] The President shall make a full report of the meetings of the Executive Committee to the Board at its next regularly scheduled meeting. One over half of the Executive Committee constitutes a voting quorum.

Section 2. Finance Committee - shall be chaired by the Treasurer/Finance Vice President and include the Executive Vice-President, Program Vice-President, and Property Vice-President. Additional Board members may be appointed to the committee, upon approval of the Board of Directors. This committee is responsible for preparing the budget and other related matters. The books of the DCA, and the annual audit relating thereto, shall be kept under the direction of this Committee in accordance with the requirements of the Board of Directors and federal and state laws.

Section 3. Property Committee - shall be responsible for the management of the physical property of the Darien Community Association; the house and

buildings, the land and gardens and the Thrift Shop. It will be chaired by the Property Vice-President.

Section 4. Philanthropy Committee- shall be responsible for the distribution of funds allocated for scholarships and general philanthropy. It will be chaired by the Philanthropy Chairman, who will be appointed by the President with approval of the Board of Directors.

Section 5. Membership Committee - shall be responsible for the recruiting and retention of members. It will be chaired by the Membership Chairman.

Section 6. Nominating Committee - shall be made up of nine (9) members approved by the Board of Directors: three (3) selected by the Board of Directors from among its members; three (3) selected by the Program Board from among its committee members; and three (3) selected by the previous Nominating Committee from the general membership. The Nominating Committee shall be chaired by the Nominating Chairman and shall be responsible for preparing a slate of candidates for the Board of Directors, which will be published in *Angles* at least thirty (30) days prior to the Annual Meeting, and will be voted on by the membership in accordance with Article III, Section 1.

Section 7: Investment Committee - shall be chaired by the Investment Chairman, and shall include the Treasurer and at least one other Board member approved by the Board of Directors. Additional committee members may be appointed, with approval of the Board of Directors. The Investment Committee shall be responsible for the investing of DCA funds and with the advice and consent of the Board of Directors, shall develop policies and guidelines and may retain an independent investment advisor.

Section 8. Personnel Committee - shall include the President, Executive Vice President, and Treasurer. Two additional Board members shall be appointed to the Committee, upon approval by the Board of Directors. The Committee shall oversee all DCA employment practices and policies.

Section 9. Special Committees - The Board of Directors may from time to time set up special committees to perform specific or special functions.

ARTICLE VII - Executive Director.

The Board of Directors may engage the services of an Executive Director who is employed by the Board of Directors and is responsible to them. He/she is responsible for the successful operation of the organization and achieving its annual and long range goals and objectives. The Executive Director shall serve in an Ex-Officio capacity on all boards and committees, with the exception of the Nominating Committee.

ARTICLE VIII - Amendments.

These by-laws may be amended at any meeting of the members of the Association by a majority of the members voting, provided that the proposed amendment shall have been approved by a two-thirds vote of the entire Board of Directors, and published in the "*Angles*" or offered in writing to the membership at least thirty (30) days prior to the vote, and be voted upon by the lesser of 25 or 5% of the membership.

Amended and restated: March 2010
Mission Statement Revised: April 2011