

CONSTITUTION & BY-LAWS OF THE WEST NORWALK ASSOCIATION

CONSTITUTION OF THE WEST NORWALK ASSOCIATION

ARTICLE I. NAME.

The name of this organization shall be "The West Norwalk Association."

ARTICLE II. PURPOSE.

The purpose of The West Norwalk Association is to foster and preserve the residential character and quality of life in the West Norwalk community.

ARTICLE III. GEOGRAPHIC BOUNDARIES.

Section 1. The territorial limits of the Association shall include all of the area located within the boundaries described as follows:

- a. Beginning at a point at the intersection of the Darien and New Canaan and Norwalk Town Lines, running thence easterly along the New Canaan Town to its intersection with the Merritt Parkway;
- b. Thence along the southerly boundary of the Merritt Parkway in an easterly direction to the intersection of the Merritt Parkway and New Canaan Avenue;
- c. Thence southeasterly along the southwestern side of New Canaan Avenue to the intersection of New Canaan Avenue and Nursery Street, excluding addresses along the northeastern side of New Canaan Avenue;
- d. Thence southeasterly along Nursery Street to the intersection of Nursery Street and Ponus Avenue;
- e. Thence southeasterly along Ponus Avenue to the intersection of Ponus Avenue and Hunters Lane, including all of Angel Lane;
- f. Thence southerly along Hunter's Lane to the intersection of Hunter's Lane and Fillow Street, including all of Thorpe Lane;
- g. Thence westerly along Fillow Street to the easternmost boundary of Oak Hills Park;
- h. Thence southerly along the easternmost boundary of Oak Hills Park and land owned by the City of Norwalk to a point on Gillies Lane;
- i. Thence from said point on Gillies Lane southwesterly along Gillies Lane to the intersection of Gillies Lane and Scribner Avenue;
- j. Thence across Scribner Avenue to Orlando Road;
- k. Thence southwesterly along Orlando Road to the intersection of Orlando Road and West Cedar Street, excluding addresses along the southern and eastern sides of Orlando Road;
- l. Thence westerly along the north side of West Cedar Street to the intersection of West Cedar Street and West Norwalk Road, excluding addresses on the south side of West Cedar Street;

- m. Thence southwesterly in a straight line to the intersection of Maywood Road and the Darien Town Line;
- n. Thence running northwesterly along the Darien Town Line to the point or place of beginning.

Section 2. Where the territorial boundary is described as a public highway, residential properties with street addresses on both sides of such highways shall be included within the territory of the Association.

Section 3. If any part of a parcel of residential property lies within the territorial boundaries, then the entire parcel shall be deemed to be included within the territorial limits of the Association.

Section 4. If any part of a parcel upon which a condominium is located lies within the territorial limits of the Association, then the entire condominium shall be deemed to be included within the territorial limits of the Association.

ARTICLE IV. GENERAL MEMBERSHIP.

Section 1. There shall be two kinds of membership, namely regular and associate.

Section 2. Regular Membership. Each regular member shall be the household of an owner-occupied residence situated within the geographic boundaries defined in Article III of this constitution. Each such household shall constitute a single membership regardless of the number of individuals residing within the household. A condominium association shall be deemed a single household for purposes of membership in the Association and eligibility for directorship.

Section 3. Associate Membership. Each associate member shall be one of the following:

- a. a tenant residing within the geographic boundaries defined in Article III, or
- b. the owner of non-owner occupied, residential property located within the geographic boundaries defined in Article III, or
- c. the owner or tenant of non-residential property within the geographic boundaries defined in Article III.

Section 4. Membership shall continue until such time as the member no longer meets the qualifications set forth in this Article IV.

Section 5. Only regular members shall have the right to vote.

ARTICLE V. DIRECTORS.

Section 1. The governing body of this Association shall be the Board of Directors.

Section 2. The Board of Directors shall consist of eighteen directors.

Section 3. Each director shall be a member of a regular member household, provided that no more than one individual member of a household shall be a director.

Section 4. Directors shall be elected to serve staggered terms of three years, with six directors being elected in each year. No director shall to serve more than two consecutive terms of office.

Section 5. Election of directors shall be as provided in the By-Laws.

ARTICLE VI. OFFICERS

Section 1. The officers of this Association shall consist of a president, one or more vice-presidents, one or more secretaries, and a treasurer, all of whom shall be directors of the Association. No two officers shall be members of the same household.

Section 2. Each officer shall be elected for a term of one year, provided that the term of each officer shall not expire until the election of a successor.

Section 3. Each officer shall be elected as provided in the By-Laws.

ARTICLE VII. ACCEPTANCE OF PURPOSE AND COMPLIANCE WITH CONSTITUTION AND BY-LAWS.

By accepting nomination and election as a director or officer, each director and officer accepts the purpose of the Association and agrees to comply with and be bound by the Constitution, By-Laws and Resolutions of this Association.

ARTICLE VIII. LIABILITY OF DIRECTORS AND OFFICERS

Personal liability of directors and officers to the Association and its members for monetary damages arising from a breach of duty as a director or officer, as the case may be, is limited to the amount of compensation received by the director or officer for serving the Association during the year of the violation, as long as the breach did not:

- A. Involve a knowing and culpable violation of law by the director or officer;
- B. Enable the director or officer or an associate to receive an improper personal gain;
- C. Show a lack of good faith and a conscious disregard for the duty of the director or officer to the Association under the circumstances in which the director or officer was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the Association; or
- D. Constitute a sustained pattern of inattention that amounted to an abdication of the director's or officer's duty to the Association.

ARTICLE IX. BY-LAWS

Section 1. The Board of Directors shall adopt By-Laws consistent with this Constitution and embodying such additional provisions for the government and business of this Association.

Section 2. The By-Laws may be amended at any regular meeting of the Board of Directors by a simple majority of all of the directors, including directors who are not in attendance during the vote, provided that notice of any proposed amendments shall have been mailed or delivered to each director at least one month prior to such meeting.

ARTICLE X. COMMITTEES

Section 1. Standing and ad hoc committees shall be appointed in accordance with the By-Laws.

ARTICLE XI. AMENDMENTS

Section 1. This constitution may be amended at the second regular meeting of the Board of Directors following the election of the officers, provided that:

- a. Notice of any proposed amendments shall be delivered or mailed to each member of the Association at least one month prior to such meeting.
- b. Prior to voting on any amendment that would amend Article III or Article IV of this Constitution, the Board of Directors shall take whatever steps it deems necessary to elicit and obtain the opinions of regular and associate members whose membership may be affected by such amendment.

Section 2. No amendment to this Constitution shall be adopted except upon a three-fourths vote of all of the directors, including directors not in attendance during the vote.

THE WEST NORWALK ASSOCIATION BY-LAWS Revised August, 2012

ARTICLE I. ELECTION OF DIRECTORS.

Section 1. Prior to the annual meeting, the names and addresses of qualified persons who wish to serve as Directors of the Association shall be made public.

Section 2. At the annual meeting of the Association, the membership shall elect Directors to succeed those whose terms shall expire.

Section 3. Each Director shall serve a term of three years commencing with the annual meeting at which he or she has been elected to office or until a successor has been elected.

Section 4. In the event that a Director does not complete his or her term of office, the remaining Directors may elect from the membership of the Association another person to serve the remainder of the unexpired term.

ARTICLE II. ELECTION OF OFFICERS.

Section 1. At the first regular meeting following the annual meeting, the names and addresses of qualified persons who wish to serve as officers of the Association, as selected by the Nominating Committee, shall be presented to the Board.

Section 2. At the first meeting following the annual meeting, the Directors shall elect a full slate of officers to succeed the officers whose terms shall then expire.

Section 3. Each officer shall serve a term of one year commencing with the meeting at which he or she has been elected to office or until a successor has been elected whether or not the incumbent has served for a full year.

Section 4. In the event that an officer does not complete his or her term of office, Directors may select from the Board of Directors another person to serve the remainder of the unexpired term.

ARTICLE III. OFFICERS

Section 1. The offices of the Association shall include one President, one or more Vice-Presidents, one Recording Secretary, one Corresponding Secretary, one Treasurer, and such other officers as the Board of Directors shall deem necessary.

Section 2. It shall be the duty of the President to preside at meetings of the Association and the Board of Directors and to perform such other duties as ordinarily pertain to the office.

Section 3. It shall be the duty of the Vice-president to preside at meetings of the Association and the Board of Directors in the absence of the President and to perform such other duties as ordinarily pertain to the office.

Section 4. The Recording Secretary shall be responsible for recording attendance at meetings, recording and preserving the minutes of meetings, keeping the records of membership in the Association and Board of Directors and such other duties as ordinarily pertain to the office. The Recording Secretary shall distribute the minutes to all Board members at least one week before the next scheduled Board meeting to enable Directors to review them.

Section 5. The Corresponding Secretary shall be responsible for sending notices of meetings of the Association and Board of Directors and such other duties as ordinarily pertain to the office.

Section 6. It shall be the duty of the Treasurer to have custody of all funds and to account for same at regular meetings of the Board of Directors, to prepare an Annual Treasurer's Report and to present same at the annual meeting of the Association, to collect dues from the membership, to disburse funds for payment of expenses incurred by the Board of Directors and the Association, and to make such other disbursements as authorized pursuant to these By-Laws.

ARTICLE IV. MEETINGS

Section 1. The annual meeting of the Association shall be held on a weekday evening or weekend day at the discretion of the Board of each year, at which time the election of Directors shall take place. Notice of the annual meeting shall be mailed to the membership of the Association at least ten days prior to the meeting date, and shall include the candidates for Directors selected by the Nominating Committee.

Section 2. Special meetings of the Association may be held by direction of the President or upon written request of at least 25 regular members of the Association, as defined in Article IV, Section 2 of the Constitution of the Association. Such meetings shall be held to discuss matters of extreme importance to the membership and should be limited to such matters.

Section 3. Notice of special meetings shall be made to the membership of the Association at least ten days prior to the meeting date and shall include a statement of the purpose of the meeting.

Section 4. If a special meeting of the Association is requested by members, the Recording Secretary shall verify the qualification of the persons whose signatures appear on the request. A copy of the request shall be included in the meeting notice.

Section 5. Regular meetings of the Board of Directors shall be held monthly, unless cancelled for good reason as determined by the President. Notice of such meetings shall be made to the Directors at least ten days prior to the date of each meeting.

Section 6. Special Meetings of the Board of Directors may be held by direction of the President. Such meetings shall be held to discuss matters of extreme importance to the Association and should be limited to such matters.

Section 7. Notice of each special meeting of the Board of Directors shall be made to the Directors, as soon as practicable, prior to the date of the meeting, and shall contain a statement of the purpose of the meeting.

Section 8. The location of each meeting shall be determined by the President.

ARTICLE V. QUORUM

Section 1. A majority of the Board of Directors shall constitute a quorum at an annual meeting.

Section 2. A majority of the Board of Directors shall constitute a quorum at a regular or special meeting of the Board of Directors or a special meeting of the Association, provided that the President or Vice-president and one additional officer are present.

ARTICLE VI. VOTING

Section 1. Each member of the Association, as defined in Article IV, Section 2 of the Constitution of the Association, shall be entitled to cast one vote on any matter put to a vote at an annual meeting or special meeting of the membership.

Section 2. Each director shall be entitled to cast one vote on any matter put to a vote at any meeting of the Board of Directors.

ARTICLE VII. STANDING COMMITTEES

Section 1. The President shall appoint standing committees consisting of Directors and members of the Association.

Section 2. The Nominating Committee shall present to the Directors and membership, as the case may be, a slate of officers to be nominated for election by the Directors, a list of members to be nominated for election to the Board of Directors, and officers and Directors to be nominated to unexpired-terms of office created by vacancies; provided, however, that nothing in this section shall preclude additional nominations from being made from the floor prior to the various elections.

Section 3. The Membership and Publicity Committee shall monitor trends in Association membership, develop and implement methods of welcoming new residents of West Norwalk and encourage participation in the Association, and such other duties as the President shall direct.

Section 4. The Planning and Zoning Committee shall monitor all planning and zoning matters that may affect the residential character of West Norwalk, and such other duties as the President shall direct.

Section 5. The Roads and Public Works Committee shall monitor roads and public works matters that may affect traffic in and around West Norwalk, and such other duties as the President shall direct.

Section 6. The Education and Schools Committee shall monitor the quality of public and private schools within West Norwalk. A yearly scholarship shall be offered to a graduating senior from Brien McMahon High School. The money for this scholarship shall be contributed by the Board, Board members and other members of the Association. All applicants must live within West Norwalk boundaries. This committee shall review applications and choose a recipient with Board approval. In addition, a yearly donation shall be made to Fox Run Elementary School.

Section 7. The Social Media Committee shall monitor the website, Facebook page and other such media involving the Association. The purpose of social media is to encourage WNA membership, support activities, and share information in a respectful manner. Therefore, the committee shall exclude any postings on the Facebook page that are harmful to any individual or counterproductive to the purpose of the association.

Section 8. On a rotating basis, a board member shall attend the monthly meeting of the Coalition of Norwalk Neighborhoods.

Section 9. The President shall be an ex-officio member of each standing committee.

ARTICLE VIII. AD HOC COMMITTEES

Section 1. The President shall appoint such ad hoc committees as the Directors deem appropriate.

Section 2. The President shall be an ex-officio member of each ad hoc committee.

ARTICLE IX. ATTENDANCE

Section 1. Directors shall attend meetings on a regular basis.

Section 2. Any Director who is absent from three consecutive regular meetings, without being excused by the President, shall be deemed to have tendered his or her resignation from the Board of Directors. All Directors must attend a minimum of 6 Board of Director meetings during the year.

Section 3. Resignation pursuant to Section 2 of this Article VII shall not become final until the President or Vice-president, if the President is the offending director, first discusses with the offending director the reasons for absence and determines whether the director should continue in office.

ARTICLE X. PARLIAMENTARY PROCEDURE

Section 1. Questions of parliamentary procedure shall be resolved in accordance with Robert's Rules of Order, Revised, provided that conflicts among the Constitution, By-Laws and Robert's Rules of Order, Revised shall be resolved first by the Constitution, then by the By-Laws.

Section 2. If possible, a board member shall be appointed as a parliamentarian.

ARTICLE XI. AMENDMENTS

The By-Laws may be amended at any regular meeting of the Board of Directors by a simple majority of all of the directors, including directors not present during the vote, provided that notice of any proposed amendments shall have been sent to each director at least two weeks prior to such meeting.

Revised 9/92

Amendment I. Directors as Candidates/Elected to Public Office Any director who declares him/herself a candidate for election to public office to any body before which business of the WNA may come, shall take a leave of absence as a director in the West Norwalk Association until the election for that public office is held. If the candidate is elected to the public office, his or her Board membership in the WNA shall terminate, and the position shall be declared open. If the candidate is not elected, the individual will be reinstated to the Board. If the candidate held a WNA office, the President at his/her sole discretion shall determine whether to reseat the person if the office is available.

Revised August, 2012

Amendment II. Board Member Code of Ethics Directors adhere to this Code of Ethics and confirm their commitment to independent, impartial and responsible Board service. As members of this Board, Directors will exercise their duties and responsibilities with integrity, collegiality and care by:

1. Coming to meetings prepared to discuss the issues and business to be addressed at the meetings and reading the agenda and all other materials relevant to the topics at hand;
2. Working with and respecting the opinions of all peers who serve on the Board;
3. Acting for the good of the Association;
4. Observing parliamentary procedures and displaying courteous conduct in all Board and committee meetings;
5. Exercising the fiduciary obligation to the Association and acting to support the Board's interest and those we serve;
6. Supporting all actions taken by the Board when representing the Board to the public;
7. Keeping confidential information confidential;
8. Resigning as a Director of the Board if one is unable to carryout the duties of Director as delineated in the WNA Constitution and By-Laws, including this Code of Ethics;
9. Not using one's Board membership to promote personal business;
10. If serving as an appointed member of any city board or commission, recusing oneself from discussion or vote on a matter coming before the West Norwalk Association.

Amendment III. In the event that an officer is not following his or her duties as prescribed by the Constitution or By-Laws, such officer may be removed from office by a majority vote of the Board.
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