

REPRESENTATIVE POLICY BOARD
OF THE
SOUTH CENTRAL CONNECTICUT REGIONAL WATER AUTHORITY

BYLAWS

ARTICLE I Meetings

Section 1.1 Regular Meetings

(a) Regular meetings of the Representative Policy Board (the “Board”) of the South Central Connecticut Regional Water District (the “District”) shall be held at least quarterly with the Regional Water Authority Board (the “Authority Board”) and such members of the management and staff of the Regional Water Authority (the “RWA”) as the Board deems appropriate.

(b) The Secretary of the Board shall cause to be filed not later than December 31 of each year, in the office of the Board and on the website, and the Chairperson of the Board shall cause to be filed with the clerk of each member municipality of the District, the schedule of regular meetings of the Board for the ensuing year. No such meeting shall be held sooner than thirty days after such schedule has been filed.

Section 1.2 Members to Receive Notice of Regular Meetings

The Secretary of the Board shall cause to provide written notice of regular meetings of the Board to be delivered by email (or other electronic means) to each member of the Board (individually a “Member”) or, if requested by such Member in person or by first class mail to the usual place of abode of such Member, upon order of the Chairperson or Vice-Chairperson at least five days before such meeting. If for any reason the Chairperson or Vice-Chairperson fails to order the call of a regular meeting, the Secretary of the Board may call such meeting. Such notice shall state the time, place, and purpose of the meeting.

Section 1.3 Special Meetings

(a) Special meetings of the Board may be called upon due notice by any reasonable means, including by email (or other electronic means) at such time as the Chairperson or, in his/her absence, the Vice-Chairperson shall determine. Special meetings may be called upon the written request (which written request may be by email or other electronic means) of four or more Members or by Members holding at least thirty percent of the weighted vote of the Board.

(b) The Secretary of the Board shall cause to be filed not less than twenty-four hours prior to the time of a special meeting of the Board in the office of the clerk of each member town or city of the District, notice of the time and place of such special meeting. The Secretary of the Board shall cause such notice to be posted in the office of the Board by email (or other electronic means) not less than twenty-four hours prior to the time of a special meeting. The notice shall specify the time and place of the special meeting and the business to be transacted. No other business shall be considered at such meetings by the Board.

(c) In the case of an emergency, an emergency special meeting may be held without complying with subsection (b) of this section, so long as the requirements of Section 1.4 are met.

Section 1.4 Members to Receive Notice of Special Meetings

The Secretary of the Board shall cause to provide written notice of special meetings of the Board to be delivered in person, by first class mail to the usual place of abode of each Member or by email (or other electronic means) upon order of the Chairperson or Vice-Chairperson at least twenty-four hours before such meeting. If for any reason the Chairperson or Vice-Chairperson fails to order the call of a special meeting, the Secretary of the Board may call such meeting. Such notice shall state the time, place, and purpose of the meeting. In the event of an urgent matter requiring action in less than twenty-four hours, the Chairperson or Vice-Chairperson may call an emergency special meeting upon such notice, given in such manner

as the Chairperson or Vice-Chairperson may determine. At such emergency special meeting only such urgent matter may be considered, and a copy of the minutes of the meeting, setting forth the nature of the emergency and the proceedings which occurred at the meeting, shall be filed with the clerk of each member town or city of the District and in the office of the Board not later than seventy-two hours following the holding of the meeting.

Section 1.5 Waiver of Notice

Before or at any meeting of the Board, any Member may, in writing or email, waive the requirement of the delivery of written notice of such meeting and such waiver shall be deemed equivalent to the delivery of such written notice. Such waiver may be given by email (or other electronic means). Attendance by a Member at any meeting shall also be a waiver of the requirement of the delivery of written notice, except where the Member attends a meeting for the express purpose of objecting to the conduct of business on the ground that the meeting was not lawfully called or is not lawfully convened. If all the Members are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 1.6 Delivery of Notice to Designated Persons

Where practicable, the Secretary of the Board shall cause to give written notice of regular and special meetings of the Board by email or other electronic means to any person as the Board shall designate from time to time as hereinafter provided in Section 1.7 at least one week prior to the date set for the meeting, except that the Board may give such notice as it deems practical of special meetings called less than seven days prior to the date set for such meeting and provided further that such notice shall be by first class mail if the person requesting the notice has so specified and has paid an annual fee of twenty-five dollars or by email (or other electronic means).

Section 1.7 Persons to Receive Notice

Any person who desires to receive personal notice of regular and special meetings of the Board shall file a request with the Board in writing or by email stating such person's name and mailing address and email address if available. The Board shall maintain the names of such persons on a list to receive notice of meetings for a period of one year, after which date, the name shall be deleted from such list unless or until such request is renewed in writing or by email in the same manner, which renewal request shall be filed within thirty days after January first of each year.

Section 1.8 Filing of Agenda of Regular Meetings

The agenda of each regular meeting shall be filed in the office of the Board or by email (or other electronic means) at least twenty-four hours in advance of the meeting. Any subsequent business which was not included in the filed agenda may be considered and acted upon with the affirmative vote of two-thirds of the weighted votes of the Members present and voting.

Section 1.9 Quorum

At all meetings of the Board, a majority of the weighted votes of the entire Board shall constitute a quorum for the transaction of business, and acts passed by a majority excluding vacancies of the weighted votes of the Members present at a meeting at which a quorum is present shall be the acts of the Board, except where a larger number is required by law or these Bylaws.

Section 1.10 Executive Session

In accordance with Section 1-225 of the General Statutes, the Board may hold an executive session, as defined and for the reasons set forth in subsection (6) of Section 1-200 of the General Statutes, upon an affirmative weighted vote of two-thirds of the Members present and voting,

taken at a regular or special meeting of the Board and stating the reasons for such executive session.

Section 1.11 Adjournment, Notice

The Board (including less than a quorum thereof) may, by a majority of the weighted vote of those Members present, adjourn any regular or special meeting to a time and place specified. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice, provided a quorum is present and notice of the adjourned meeting has been provided to Members in accordance with Section 1.2, in the case of an adjourned regular meeting, or Section 1.4, in the case of an adjourned special meeting. If all Members are absent from any regular meeting, the meeting adjourns to a stated time and place and shall cause a written notice of the adjournment to be given in the same manner as provided in Section 1.4 for special meetings, unless such notice is waived. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the regular or special meeting was held and on the website, within twenty-four hours after the time of the adjournment. When an order of adjournment of any meeting fails to state the hour at which the adjourned meeting is to be held, it shall be held at the hour specified for regular meeting of the Board.

ARTICLE II Weighted Voting

Upon all matters for which a vote of the Board is required by law or under these Bylaws, the vote of each Member shall be accorded a weight as provided by law. The minutes of each meeting of the Board shall record for each vote the names of the city or town for which the vote was cast, the weight accorded to that vote, and the total weighted votes cast on the matter. Such minutes shall be made available for public inspection at the office of the Board or other electronic means within seven days of the sessions to which they refer. A written record of such votes shall

be made available at the office of the Board for public inspection or other electronic means within forty-eight hours of the session to which it refers. Prior to the first meeting of the Board in each fiscal year of the RWA, the Secretary of the Board shall cause to determine the weights to be accorded the vote of each Member as provided by law and notify Members in writing or by email (or by other electronic means) of such determination, showing for each city or town in the District the number of customers and the number of acres of land appearing on the records of the RWA on the last day of the preceding fiscal year.

ARTICLE III Officers

Section 3.1 Designation and Election

The principal officers of the Board shall be the Chairperson and the Vice-Chairperson, the Secretary and the Treasurer who shall be Members. The officers shall be elected annually by a majority excluding vacancies weighted vote of the Board at its June meeting and, unless sooner removed by the Board, the officers shall serve a term of one year and until their successors are elected and shall qualify. Any vacancies occurring in offices shall be filled by appointment by the Chairperson as necessary.

Section 3.2 Nominations

The Chairperson of the Board shall appoint, not later than at the May meeting of the Board, five Members to a Nominating Committee for the purpose of recommending a slate of officers to the membership at the June meeting of the Board. No more than one of that number shall be an officer of the Board, and neither the Chairperson nor the Vice-Chairperson shall be eligible to serve on the Nominating Committee. The Chairperson shall designate one member of the Nominating Committee to serve as its chairperson. In addition to the slate proposed by the Nominating Committee, the Board shall accept additional nominations from any Member.

Section 3.3 Removal

An officer may be removed by a majority excluding vacancies of the weighted votes of the Board, either with or without cause, and a successor elected at any regular meeting of the Board or at any special meeting called for such purpose.

Section 3.4 Chairperson

The Chairperson shall preside at all meetings of the Board and shall appoint Members to the standing committees. The Chairperson shall also appoint Members to such special committees as the Board may from time to time establish. The Chairperson shall appoint Members to fill officer vacancies that occur prior to completion of a term.

Section 3.5 Vice-Chairperson

The Vice-Chairperson shall perform the duties and exercise the powers of the Chairperson in the absence or disability of the Chairperson or in case of a vacancy in the office of the Chairperson. The Vice-Chairperson shall also perform such other duties and have such other powers as may be prescribed by the Board.

Section 3.6 Secretary

The Secretary of the Board shall cause to issue notice of meetings, keep and distribute minutes. The Secretary of the Board shall attest all necessary copies of resolutions and other actions of the Board and perform all other duties required by law or prescribed by the Board.

Section 3.7 Treasurer

The Treasurer shall have custody of any funds of the Board, keep full and accurate account of all receipts and disbursements, and shall render an account of such transactions and the financial condition of the Board whenever called upon to do so. In the absence or disability of the Treasurer, the Chairperson or the Vice-Chairperson may disburse funds.

Section 3.8 Term Limits

(a) Officers' terms shall be no more than three consecutive one-year terms for all officers, provided that by a majority excluding vacancies vote of the Board, the chairperson may be nominated for and may serve one additional consecutive one-year term (for a total of four consecutive one-year terms).

(b) Committee Chairpersons shall serve no more than four consecutive terms as committee chair.

ARTICLE IV Committees

Section 4.1 Committees Established

There shall be three standing committees as provided by law -- Land Use and Management, Finance, and Consumer Affairs -- an Executive Committee, and such other committees as the Board may establish from time-to-time. The Chairperson of the Board shall appoint the members of the committees for one year terms. Each committee will elect its own chairperson, who shall call and preside at committee meetings. The Chairperson of the Board shall annually solicit from the Members their first and second preference as to standing committee assignments and incorporate that information into his or her decision making. A majority of the members appointed to any committee shall constitute a quorum, and a majority excluding vacancies of the quorum may take actions and render reports to the Board on behalf of the committee. The Chairperson of the Board shall serve ex officio on all committees except the Nominating Committee with full voting rights.

Section 4.2 Executive Committee

The Executive Committee shall consist of all elected officers and the chairpersons of the three statutory committees. The Chairperson of the Board shall call and preside over meetings of the Executive Committee.

ARTICLE V Professional and Clerical Services

Section 5.1 Professional Services

All appointments, compensation and termination of professional services to the Board shall be approved by the Board.

Section 5.2 Clerical Services

All clerical positions and compensation for such positions shall be approved by the Board.

Appointment and termination of clerical personnel shall be determined by the Chairperson of the Board.

ARTICLE VI Financial

Section 6.1 Reserved

Section 6.2 Compensation

(a) A Member of the Board shall receive such compensation from the RWA as may be authorized for each day or part thereof in which the member is engaged in Board duties and shall be reimbursed for necessary expenses incurred in the performance of such duties. The Chairperson shall receive a per diem payment of 1.5 times the amount paid to Members. Such payments shall not be paid unless approved by a majority excluding vacancies weighted vote of the Board.

(b) Board duties designated as acceptable for duty compensation are as follows:

1. Regular Board meetings.
2. Special Board meetings.
3. Authority Board meetings (or RWA Management meetings by the request of the Board).
4. Committee meetings as a member thereof.

5. Committee meetings as a non-member by invitation of the committee chairperson.
6. Orientation meetings.
7. Attendance at the RWA's public functions such as the dedication of a treatment plant, or a new trail system, by the Authority Board's invitation.
8. Meeting with officials of the town and quasi-official committees which are functionally appropriate; all such meetings are to be coordinated with the Authority Board.
9. Appearance at municipal hearings related to District matters initiated by the Authority Board.
10. Speaking at a local civic group function as an official representative of the District.
11. One duty day shall be paid for the necessary advance review of material to be considered at each Board meeting or public hearing (hereinafter "RPB Reading Day"), except that compensation shall be limited to one RPB Reading Day in the event that the Member attends more than one Board meeting or public hearing or both that occur on the same date.
12. Notwithstanding the provisions of Section 6.2(b)(11) of this section, one duty day shall be paid for a Member's necessary advance review of material to be considered at Authority Board meetings which the Member attends ("Authority Board Reading Day"), except that compensation shall be limited to one Authority Board Reading Day in the event the Member attends multiple Authority Board meetings on the same date.

13. Such other duties as may be authorized by the Chairperson of the Board and approved by a majority excluding vacancies weighted vote of the Board.

(c) The Chairperson of the Board and Vice-Chairperson of the Board, when performing the duties and exercising the powers of the Chairperson, in addition to such compensation that he or she would otherwise be entitled, shall receive compensation when in the performance of his or her duties, he or she attends meetings with RWA Management, the Authority Board or Board committee meetings or meetings with individual representatives of RWA Management, the Authority Board or the Board at the RWA offices.

Section 6.3 Reserved

Section 6.4 Board Transactions with Members and Employees/Conflict of Interest

(a) A "conflict of interest" means any interest which is in substantial conflict with the proper discharge of the duties and the responsibilities of any Board member. A conflict of interest exists when there is a reason to believe or expect that the individual Board member or the Board member's immediate family or business with which the Board member is associated will derive a direct or indirect monetary gain or suffer a direct monetary loss, as the case may be, by reason of the of the Board member's official activity relative to the RWA. A non-financial conflict of interest exists when a Board Member is not affected financially by a decision but is affected in some other way that might make the Board Member biased or appear to be biased.

If any Member or employee of the Board has a financial interest or a personal beneficial interest, directly or indirectly, in any proposed contract or proposed purchase order for any supplies, materials, equipment or contractual services to be furnished to or used by the Board, such Member or employee shall immediately so inform the Board and shall recuse themselves from the deliberations or vote concerning such contract, purchase order, or any other Board

matters that include such scope of work. The Board may terminate the membership or employment of any person who violates this subsection.

(b) No Member or employee of the Board shall accept or receive, directly or indirectly, from any person, firm or corporation to which any contract or purchase order may be awarded, by rebate, gift or otherwise, any promise, obligation or contract for future reward or compensation or any money or anything of value in excess of ten dollars, provided the aggregate value of such things provided by a donor to a recipient in any calendar year shall not exceed fifty dollars and, excluding any food or beverage costing less than fifty dollars in the aggregate per recipient in a calendar year, and consumed on an occasion or occasions at which the person paying, directly or indirectly, for the food or beverage, or his or her representative, is in attendance.

(c) For purposes of this section, a "financial interest" constitutes a monetary or pecuniary benefit received by a Board member or employee of the Board as a result of a contract, transaction, Board vote, decision or other matter which is, or may be, the subject of an official act or action by or with the Authority Board or the Board.

And a "personal beneficial interest" means any interest, other than financial or pecuniary, which would affect the action of the Board member or employee of the Board, except if that interest is based solely on the responsibility of his/her Board membership or employment with the Board.

Section 6.5 Limitations of Liability and Indemnification

(a) **Definition.** As used in this Section 6.5, "CBCA" means the Connecticut Business Corporation Act, Chapter 601 of the Connecticut General Statutes, as the same may be amended from time to time.

(b) **Limitation of Liability of Members.** The personal liability of a Member to the District, the Board and/or any member of any such body for monetary damages for breach of duty

as a Member shall be limited to an amount equal to the amount of compensation received by such person for serving the District or the Board during the calendar year in which the violation occurred (and if the person received no such compensation from the District or the Board during the calendar year of the violation, such person shall have no liability to the District and/or the Board for breach of duty) if such breach did not:

1. involve a knowing and culpable violation of law by such person;
2. enable such person or an "associate", as defined in Section 33-840 of the CBCA, to receive an improper personal economic gain;
3. show a lack of good faith and a conscious disregard for the duty of such person to the District and/or the Board, as the case may be, under circumstances in which such person was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the District and/or the Board; or
4. constitute a sustained and unexcused pattern of inattention that amounted to an abdication of such person's duty to the District and/or the Board.

Any repeal or modification of this Section 6.5 shall not adversely affect any right or protection of a Member from the Authority Board and/or the Board existing at the time of such repeal or modification.

Nothing contained in this Section 6.5 shall be construed to deny to the Members the benefit of Section 52-557n of the Connecticut General Statutes as in effect at the time of the violation.

(c) **Indemnification of Members.** The Board shall 1) indemnify to the fullest extent permitted by law, each Member for all "liability," as defined in Section 33-770 of the CBCA, to any person for any action taken, or any failure to take any action, as a Member, except liability that (i) involved a knowing and culpable violation of law by such person, (ii) enabled such person or an

"associate," as defined in Section 33-840 of the CBCA, to receive an improper personal gain, (iii) showed a lack of good faith and a conscious disregard for the duty of such person to the District and/or the Board under circumstances in which such person was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the District and/or the Board or (iv) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of such person's duty to the District and/or the Board, and 2) advance to each Member funds to "expenses", as defined in Public Act 09-55 incurred by each such person who is a party to a "proceeding.

(d) **Intent of Provision.** The intent of this Section 6.5 is to limit the liability of the Members to the District, the Board and any members of any such body, and to require indemnification of the Members by the Board to the fullest extent that liability of directors could be limited and to the fullest extent that indemnification could be made for directors of a Connecticut stock corporation under the CBCA, and for Members to have the same and the fullest rights of indemnification and advance of expenses as directors of a Connecticut corporation could have under the CBCA and in the manner provided for directors of stock corporations under the CBCA. This Section 6.5 is set forth in the Bylaws of the Board to have the same force and effect as it would have if set forth in the Certificate of Incorporation of the Board if the Board had a Certificate of Incorporation.

ARTICLE VII Nondiscrimination

Section 7.1 Guarantee of Equal Employment Practices by the Board

Members and officers of the Board shall recruit, appoint, assign, train, evaluate and promote Board personnel without regard for race, color, religious creed, sex, sexual orientation, age, national origin, ancestry, present or past history of mental disorder, intellectual disability, learning

disability or physical disability (except where, because of such physical or mental disability an individual is unable to perform the essential functions of the job with a reasonable accommodation).

Section 7.2 Activities of the Board to be Performed without Discrimination

All services of the Board shall be performed without discrimination based upon race, color, religious creed, sex, sexual orientation, age, national origin, ancestry, present or past history of mental disorder, intellectual disability, learning disability or physical disability (except where, because of such physical or mental disability an individual is unable to perform the essential functions of the job with a reasonable accommodation). No Board facility shall be used in the furtherance of any discriminatory practice, nor shall the Board become a party to any agreement, arrangement or plan which has the effect of sanctioning discriminatory practices.

ARTICLE VIII Orientation of New Members

The Chairperson of the Board or his/her designee shall develop and implement an ongoing program of orientation designed to provide new Members with an adequate background of information related to the organization and functions of the District.

ARTICLE IX Appointment of Members to the Regional Water Authority Board

Section 9.1 Election and Terms

The Authority Board is to consist of members, not Members of the Board, as defined in Special Act 77-98, as amended.

Section 9.2 Nominating Committee

The Chairperson of the Board, if not a declared candidate for membership on the Authority Board, shall appoint a Nominating Committee composed of five Members for the purpose of

recommending to the Board a nominee or nominees for member of the Authority Board. If the Chairperson is a declared candidate, the Nominating Committee shall be appointed by a Board officer or the chairperson of a statutory committee, i.e. the appointing officer, who is not a declared candidate, in the following order: Vice-Chairperson; Secretary; Treasurer; Land Use Committee chairperson; Finance Committee chairperson; Consumer Affairs Committee chairperson.

Any Member intending to be a candidate for Authority Board membership in a given year must so declare to the Chairperson of the Board, prior to the appointment of the Nominating Committee. No declared candidate may serve on the Nominating Committee. The Chairperson of the Board shall not be eligible to serve on the Nominating Committee. No more than three, nor fewer than two, appointees to the Nominating Committee shall be members of the Executive Committee of the Board. The appointing officer who names the Nominating Committee shall ascertain each prospective Nominating Committee member's willingness to serve prior to appointment. The appointing officer shall designate a chairperson of the Nominating Committee, and if and as necessary, appoint replacements whenever vacancies occur.

Section 9.3 Nominating Committee Process

(a) **Selection Guidelines.** The Nominating Committee shall meet on call of the chairperson. The Nominating Committee or its representative(s) shall confer with the Chair of the Authority Board and its Chief Executive Officer with regard to the types of experience and other traits most needed by the Authority Board, and shall solicit the same from Members of the Board. The Nominating Committee shall then, in its discretion, develop such guidelines by which to evaluate the qualifications of candidates that augment and are compatible with the requirements for candidates set forth in Connecticut Special Act 77-98, as amended, as it shall deem advisable. The Nominating Committee shall submit a draft of the selection guidelines to the Board for review and comment at the September meeting of the Board. If no September meeting of the Board is

convened, the Nominating Committee shall distribute the draft selection guidelines and invite commentary from Board members to be received by the Nominating Committee in a timely manner. The Committee will review all commentary and revise the guidelines as it shall deem appropriate, and adopt the guidelines.

(b) **Consideration of Reappointing the Incumbent.** Following adoption of the guidelines by the Nominating Committee, it shall communicate these to the Board Members, the Authority Board, and the Chief Executive Officer of the RWA. The chairperson of the Nominating Committee shall ask the member whose term is to expire at year end if s/he intends to seek reappointment to the Authority Board. If the incumbent responds affirmatively, the Nominating Committee shall assess his/her candidacy as it deems appropriate and, having done so, determine whether to (1) recommend to the Board for consideration at its regularly scheduled October meeting the reappointment of the incumbent, or (2) advise the incumbent that it intends to entertain additional candidates and report this action to the Board. If the candidate responds negatively, the Nominating Committee shall commence an open candidacy search as set forth in Section 9.3 (c).

In the event the Nominating Committee recommends reappointment of the incumbent, it shall mail or by email such recommendation to Members of the Board not less than ten days prior to the regularly scheduled October meeting of the Board, and the Board shall consider such recommendation at its October meeting. If the reappointment of the incumbent is approved by a vote as specified in Section 9.1, the Nominating Committee shall be discharged.

In the event the Board does not approve the reappointment of the incumbent at its October meeting, the Chairperson of the Board shall so notify the incumbent and the Nominating Committee shall publicly announce the open candidacy period for the appointment to the Authority Board for the five-year term commencing on January 1st of the following calendar year in

accordance with the process set forth in Section 9.3 (c). The incumbent may seek appointment through the open candidacy process.

(c) **Open Candidacy.** If the Nominating Committee determines to consider candidates in addition to the incumbent, it shall so advise the incumbent, Board Members, members of the Authority Board, and the Chief Executive Officer of the South Central Connecticut Regional Water Authority not less than ten days prior to the regularly scheduled October meeting of the Board. Subsequent to those actions, the chairperson of the Nominating Committee shall publicly announce the open candidacy period for the appointment to the Authority Board for the five-year term commencing on January 1st of the following calendar year and invite candidates to apply, except that of the designated New Haven member appointed pursuant to the agreement between the Authority Board and the City of New Haven. The announcement shall include the required qualifications for members of the Authority Board as set forth in Connecticut Special Act 77-98, as amended, as well as any additional guidelines by which the Nominating Committee intends to evaluate candidates.

The Nominating Committee shall consider all candidates and shall prepare a report for consideration at the December meeting of the Board which report shall recommend to the Board one or more nominees for appointment to the Authority Board. No name shall be submitted to the Board by the Nominating Committee unless it shall first have determined that such person is willing to serve if appointed. Said report and recommendation(s) shall be mailed or emailed to members of the Board not less than ten days prior to the meeting of the Board at which the Authority Board member appointment is to be considered. If the Nominating Committee's recommendation is not unanimous such report may contain a minority report and recommendation including an explanation and rationale for the minority's recommendation.

(d) **Designated Representation for New Haven on the Authority Board.** The City of New Haven shall have a Designated Member on the Authority Board in accordance with the

procedures for the nomination and election of the New Haven Authority Board member, as noted in Section 1(a) of the written agreement between the Authority Board and the City of New Haven, executed by John Daniels and Howard Brooks and approved by the Board on July 5, 1978. When the term of the Designated New Haven Member of the Authority Board is to expire on the following January 1st, the Board shall request a list of at least three candidates be submitted to the Board by the City of New Haven. The Representative Policy Board shall appoint the New Haven Designated Member from the list of names provided.

Section 9.4 Board Action

In the event the appointment to the Authority Board is not determined at the October meeting of the Board, the Board shall vote in December on the candidate(s) recommended by the Nominating Committee, and on any names proposed from the floor, provided that the proposer has determined that said nominee has agreed to serve if elected. If more than one person is nominated and the first vote fails to produce a person receiving a majority excluding vacancies of the weighted vote, subsequent votes will be taken by dropping the name of the person receiving the fewest votes on the preceding vote. This process may be repeated until a majority excluding vacancies of weighted votes are cast in favor of one candidate.

Section 9.5 Official Communication

The Chairperson of the Board shall cause to report the results of the vote by letter or email (or other electronic means) to the chief elected official of each town and city in the District.

Section 9.6 Unexpired Terms

Any vacancy occurring on the Authority Board prior to the normal expiration of an Authority Board member's term shall be filled by an open candidacy process, as stated in Section 9.2 of the Bylaws.

ARTICLE X Amendment

(a) The Board shall review its Rules of Practice, and its Bylaws as needed. In addition every five years, beginning with 1992, a committee appointed by the Chairperson shall review these documents and report its findings and recommendations to the Board.

(b) These Bylaws may be amended by a majority of the weighted vote of the entire membership at any regular meeting of the Board or at any special meeting called for that purpose, provided that written notice of the proposed amendment be given to the Members at least five days prior to such meeting.