

**BYLAWS
OF
TARIFFVILLE VILLAGE ASSOCIATION, INC.**

ARTICLE 1
NAME AND PURPOSE

1. NAME. The name by which the Corporation shall be known is the Tariffville Village Association, Inc. (the “Corporation”).

1.1. APPLICABLE LAW. The Corporation is a nonstock corporation and incorporated under the Connecticut Revised Nonstock Corporation Act, Section 33-1000 et. Seq. (the “Act”) and shall have all the powers of a Connecticut nonstock corporation, provided that the activities of the Corporation are consistent with Section 501 (c) (3) and Section 170 (c) (2) of the Internal Revenue Code of 1986, as amended.

1.2. MISSION. The mission of the Corporation is to advance the education and understanding of visitors and the citizens of the Town of Simsbury and the Village of Tariffville, with regard to the history, culture, heritage, architecture, ethnic diversity and unique natural features of the Village and to lessen the burdens of the Town of Simsbury by assisting in, and fundraising for the development of a variety of public works, monuments and structures in the Village and the economic development of the Village through the promotion and hosting of cultural, historical, community and recreational events.

ARTICLE 2
MEMBERS

2. MEMBERS. The Corporation shall have three classes of membership: Individual, Family and Business. In order for members to be in good standing, they must pay their annual dues on the schedule determined by the Officers and Board of Directors.

2.1. QUALIFICATIONS FOR AN OFFICER POSITION OR A MEMBER ON THE BOARD OF DIRECTORS. Any individual over the age of 18 is eligible to be appointed as an Officer or as a member on the Board of Directors if voted into the position at the annual meeting. All appointed Officers and members of the Board of Directors must be in good standing of their annual dues as determined by the Officers and Board of Directors at the annual meeting each year.

2.2. MEETINGS OF MEMBERS.

(a) Annual Meeting. The Annual Meeting of the Corporation shall be held each year during the month of January, or at a date and time to be set by the Officers and Board of Directors. The President shall present an annual report to the members at the annual meeting, which shall include the accomplishments of the previous year and the plans for the coming year. At the annual meeting, the names of current Officers and Board of Directors shall be read to all members in attendance. Any good standing member that wishes to run/nominate a member for an Officer position or join the Board of Directors shall advise so when a request is made by the current president. After all names are received, a vote is to be

held. The members shall elect Officers and Board of Directors for the year. The terms of such Officers and Board of Directors shall run until the first Annual meeting following their election.

(b) Monthly Meetings. In addition to the Annual Meeting, each month a meeting will be held on the third Wednesday of each month, unless otherwise scheduled by the President with agreement from the Officers.

(c) Special Meetings. Special meetings shall be held when a need is determined by the President, Officers or a Special Committee.

(d.) Notice. Members shall be notified via email of upcoming meetings no less than 2 days prior to the meeting. The meeting notice shall contain an agenda which must state the scheduled start/end times, location, what is to be discussed and any other known upcoming/follow on meeting dates.

2.3. VOTING. When a vote is called for at a meeting, all good standing members will receive 1 vote, regardless of membership type. 51% or more of the Officers and Board of Directors members must be present to constitute a quorum eligible to vote on any issue. A motion is to be made, seconded and all in favor are to say “Aye”, all opposed are to say “Nay”. For a vote to pass, the “Aye” vote must be more than 50%. If a vote is tied at 50% “Aye” and 50% “Nay”, the current President shall cast the deciding vote.

ARTICLE 3 OFFICERS

3. OFFICERS. The officers of the Corporation shall be the President, a Vice President, a Secretary and a Treasurer. Officers are also considered to be members of the Board of Directors.

3.1. ELECTION TERM. Every year, at its Annual Meeting, the Board of Directors shall elect all the officers. All the elected officers shall serve for a term of one (1) year and until their successors are duly elected and qualified. Officers may not serve more than five (5) consecutive terms, unless otherwise voted in at the annual meeting or a vote due to the officer resigning his/her position.

3.2. DUTIES OF OFFICERS. The duties and powers of the officers of the Corporation shall be as follows:

(a) PRESIDENT. The President shall represent the Corporation before the public and shall perform such other duties as are properly required of him or her by the Board of Directors or the Membership. The President shall convene and preside at all meetings of the Board of Directors and the Membership. The President shall send a meeting agenda to all Officers and Board of Director members no less than 2 days prior to a scheduled annual or monthly meeting. The President shall appoint Standing and ad hoc committees. The President shall also sign grant proposals, contracts or other official documents on behalf of the Corporation.

(b) VICE PRESIDENT. At the request of the President, or in the case of his or her absence or inability to act, the Vice President shall perform the duties of the President and, when so acting, shall have the powers of and be subject to all the restrictions upon the President. The Vice President shall identify

any development needs of the Board of Directors and coordinate training, development and planning retreats as appropriate.

(c) SECRETARY. The Secretary shall oversee the keeping of the minutes of the annual and monthly meetings. The Secretary shall have custody of all minutes, the official membership list and the Corporation's records, except to the extent that the Board of Directors authorizes another person to have such custody and possession. Special Committees shall provide the Secretary with a copy of the meeting minutes within 1 week from when the special committee meeting is held.

(d) TREASURERS. The Treasurer(s) shall maintain the Corporation's financial books and accounts throughout the term(s) in which the Treasurer(s) serve. The Treasurer(s) shall ensure that a statement of the condition of the finances is presented at each annual meeting and monthly meeting. The Treasurer(s) shall prepare and submit the annual taxes.

3.3. REMOVAL AND VACANCIES. An Officer shall be deemed to have resigned if he/she has three unexcused absences from monthly meetings; unless otherwise resigned by that Officer him/herself. Officers must agree if an absence is excused or unexcused. If an Officer resigns prior to the expiration of his/her term, the Officers and Board of Directors may elect a new member to complete the term during which the vacancy occurred.

ARTICLE 4 BOARD OF DIRECTORS

4. ROLES AND RESPONSIBILITIES: Members of the Board of Directors are responsible for all functions and business of the Corporation and delegates responsibility for the day-to-day operations to the Corporation and appropriate committees (when committees are developed).

4.1. COMPOSITION. The Board of Directors shall consist of between 5 and 20 elected members.

4.2. REMOVAL AND VACANCIES. A member of the Board of Directors shall be deemed to have resigned if he/she has three unexcused absences from monthly meetings, unless otherwise resigned by that Board of Director member him/herself. Officers must agree if an absence is excused or unexcused. If a Board of Director member resigns prior to the expiration of his/her term, the Officers and Board of Directors may elect a new member to complete the term during which the vacancy occurred.

ARTICLE 5 COMMITTEES

5. Special Committees shall be appointed as needed to address any special concerns the TVA might have throughout the year.

ARTICLE 6 FISCAL YEAR

6. The fiscal year for the Corporation shall end on December 31.

ARTICLE 7
CONFLICTS OF INTEREST

7. The Corporation shall adopt a policy and procedures to assure that any conflicting interest transactions, as that term is defined in Section 33-1127 of the C.G.S., or any transaction that might be deemed an excess benefit transaction, as that term is defined in Section 4958 of the Internal Revenue Code, involving a disqualified person, including members of the Board of Directors and officers, shall only be undertaken after the requisite disclosure and voting by Directors as provided in Sections 33-1129 and 33-1130 of the C.G.S. and under any relevant regulations of the I.R.S., in order to avoid any excess benefit transactions or directors' conflicting interest transactions.

ARTICLE 8
AMENDMENTS

8. These bylaws may be amended, when necessary, if more than 66% of the Officers and Board of Directors vote in favor of an amendment. The Officers and Board of Directors will recommend amendments, and the proposed amendments must be submitted to the Secretary to be sent out with regular announcements.

These bylaws have been updated and approved as of May 20, 2026, by the Officers and Board of Directors. Bylaws were originally approved at a meeting of the Board of Directors of the Corporation on July 1, 2004, and additionally on November 19, 2025.