

BY-LAWS
OF THE
WATERBURY DEVELOPMENT CORPORATION

Article I
Name and Objectives

Section 1. Name. The name by which the Corporation shall be known is Waterbury Development Corporation (WDC).

Section 2. Applicable Laws, Mission and Purpose. The Corporation is a non-stock corporation organized and incorporated under the laws of Connecticut and shall have all the powers of such a Corporation provided the activities of the Corporation are not inconsistent with section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Corporation is founded as a partnership of the public and private sectors to help the City of Waterbury conduct long range planning for economic development and housing activity. The purpose of the Corporation shall be to stimulate and support economic and housing development in the City of Waterbury, and where appropriate, the Greater Waterbury region. In furtherance of the foregoing purpose, but without limitation, the activities of the Corporation shall include the planning, promotion and coordination of economic and housing development for the City of Waterbury, the retention of existing businesses, the creation of new businesses, the creation of jobs, the marketing of the city and the region, and the fostering of a strong business climate.

The Corporation shall be empowered to (a) act as a clearinghouse for the evaluation of economic and housing development initiatives for the City of Waterbury, (b) provide leadership for economic and housing planning activities in the City of Waterbury and the surrounding area, (c) collect, administer and disburse funds from both private and public (including local, state and federal funds) sources, (d) retain the services of appropriate professionals as needed, (e) monitor the execution of such economic and housing development plans, and (f) carry forth with similar directives and activities that assure the continuance of economic and housing development in the City of Waterbury.

Article II

Board of Directors

Section 1. Number. The affairs and business of this Corporation shall be managed by a Board of Directors (the “Board”) appointed as set forth below or as many be amended, supplemented or replaced by ordinance enacted by the Board of Alderman of the City of Waterbury. The Board shall consist of the following twenty-five (25) members: the Mayor of the City of Waterbury or his/her designee; two (2) City of Waterbury alderman appointed by the President of the Board of Alderman, neither of whom shall be of the same political party; the Chairperson of the Waterbury Chamber of Commerce or his/her designee; the President of the Waterbury Chamber of Commerce or his/her designee; three (3) members of the Naugatuck Valley Development Corporation (the “NVDC”) appointed by the NVDC; one (1) member of New Opportunities, Inc. (“NO, Inc.”) appointed by NO, Inc.; two (2) representatives of the Waterbury business community appointed by the Mayor; four (4) members of various neighborhood groups nominated by the Waterbury Neighborhood Council, by way of submission of two (2) names for each position, and appointed by the Mayor; one (1) member of the Waterbury Chapter of the National Association for the Advancement of Colored People (the “NAACP”), by way of submission of two (2) names for such position, and appointed by the Mayor; and nine (9) members at large, four (4) appointed by the Mayor and five (5) appointed by the Waterbury Chamber of Commerce, respectively.

Section 2. Qualifications. Board members must either reside in, directly or indirectly own property in, be employed by or be a member of a board of directors of a company with an office in, or possess other significant ties to, the City of Waterbury.

Section 3. Term of Office. The Mayor, the Chairperson of the Chamber of Commerce and the President of the Chamber of Commerce shall each serve for as long as they hold their respective positions. The aldermanic members shall serve for a period consistent with an aldermanic term and, if re-elected, may be reappointed or replaced by the President of the Board of Aldermen at the end of such term in his/her discretion. All other Board members shall, commencing on January 1, 2006, serve for a term of two (2) years, subject to the removal provisions provided for in Article II, Section 5 of these bylaws. Initial appointments to the Board shall be interim appointments, said interim

terms to expire, in all cases, on December 31, 2005. Board members shall hold their offices until their successors are appointed and have qualified.

Section 4. Vacancies. Any vacancy on the Board shall be filled without undue delay in the same manner and by the same appointing authority that made the original appointment, to serve for the unexpired portion of such term. Should any such appointing authority for any reason cease to exist, the Board, by a majority vote of its entire membership, shall designate a similarly purposed or otherwise relevant entity as a replacement appointing authority. Any Board member appointed by the defunct appointing authority shall complete his/her term on the Board and any replacement appointing authority shall only appoint Board members at the beginning of the new appointment cycle, unless a vacancy within the purview of its appointing authority sooner occurs.

Section 5. Automatic Removal for Absence

Unless waived by the Chairperson of the Board in his/her sole discretion, the membership of any Board member shall automatically terminate upon his/her absence without cause from three (3) consecutive regularly scheduled meetings of the Board or from a total of six (6) regularly scheduled meetings of the Board held in any fiscal year. The Secretary shall record the attendance of all Board members and inform the Chairperson of any Board member whose absences place him/her in violation of this section. Any vacancy caused by the removal of a Board member as provided in this section shall be filled in the manner prescribed in Article II, Section 4 hereof. The removal provisions set forth herein shall not apply to the Mayor of the City of Waterbury or to the Chairperson or President of the Waterbury Chamber of Commerce.

Section 6. Powers and Duties of Board of Directors. The Board shall have control and general management of the business and financial affairs of the Corporation. It shall, in all cases acting as a board, adopt rules and regulations for the conduct of its meetings and the management of the Corporation that it deems necessary, proper and advisable; exercise any and all powers of the Corporation consistent with the Articles of Incorporation, these bylaws and law; choose, appoint and/or remove any and all officers, employees and agents of the Corporation, including, without limitation, a Chief Executive Officer; fill any vacancies in such positions; and retain

professional services as appropriate and necessary, in fulfillment of its purpose.

The removal of any Board member shall require a two-thirds (2/3) majority of the entire Board.

Section 7. Meetings of the Board of Directors. The Board shall meet at least once per month, one of such meetings to be the Annual Meeting of the Corporation. All regular and special meetings of the Board or any of its committees, as hereinafter provided, shall be held in Waterbury, Connecticut, either at the principal office of the Corporation or at such other place as is stated in the notice of the meeting. All meetings shall be open to the public and held in compliance with state law.

The Annual Meeting of the Corporation shall be held at 5:00 p.m. at the principal office of the Corporation on the first Tuesday in the month of February in each year unless a majority of the Board shall select an alternate date and place for said meeting to take place within three months after the first Tuesday in the month of February. Alternate dates and places may be established by the Board by providing a written notice thereof stating the place, day and hour of such meeting and leaving such notice with each Board member or at his/her residence or usual place of business or by mailing it, postage prepaid and addressed, to such member at his/her address as it appears upon the books of the Corporation. In case of an absence, disability or failure on the part of the Secretary to so act, such notice may be given by any other officer designated by the Secretary or by the Board.

The dates, place and time of the regular meetings shall be approved at the Annual Meeting. If so determined, no notice thereof need be given. Special meetings of the Board may be called by the Chairperson at any time upon twenty-four (24) hour notice, and shall be called by the Chairperson or the Secretary upon the written request of the Executive Committee constituted pursuant to Article V, Section 1 of these bylaws.

Section 8. Quorum. At any meeting of the Board, a majority of the members of the Board holding office at the time shall constitute a quorum for the transaction of business; but in the event a quorum is not present, a lesser number may adjourn the meeting to some future time, not less than two (2) nor more than seven (7) days later. When a quorum is present at any meeting or adjournment, except as otherwise provided by these bylaws, a

majority of the Board members in attendance shall decide any question brought before such meeting. However, when not prohibited by law, when fewer than a majority of the Board members are in attendance at a regular or special meeting of the Board, a majority (but not less than seven) of those members present may convene the Board for the limited purpose of delegating to the Executive Committee any matter set forth on the agenda, except matters for which a vote greater than a majority of a quorum is required, provided:

- A. The members of the Board had notice of the contents of that agenda at least twenty-four (24) hours before the meeting of the Board; and
- B. The matter so delegated was set forth on the agenda and identified as “TIME SENSITIVE”.

For purposes of this provision delivery of notice shall be deemed sufficient if delivered in hand, deposited at an office of the U.S. Postal Service or transmitted by facsimile machine in sufficient time to permit delivery, even if not delivered, within twenty-four (24) hours or more before said meeting.

Under such circumstances, the Executive Committee shall have full power and authority to act on said matter as if said authority was delegated by a majority of the full membership of the Board of Directors with full and unrestricted power to perform all acts necessary, required or appropriate in connection with the grant of authority, to include without limitation the power to execute documents, draw and pay sums, transfer and convey assets and generally any and all acts necessary, required or appropriate in accomplishing the purposes set out in the delegation of authority, except matters for which a vote greater than a majority of a quorum is required.

Section 9. Voting. Each Board member shall be entitled to only one vote except that the Chairperson may vote a second time for purposes of breaking a tie vote.

Section 10. Notice. The Secretary shall provide written notice of all regular and special meetings to each Board member not less than twenty-four (24) hours prior to the date fixed for such meeting. A Board member may waive this notice requirement at the time of such meeting.

Section 11. Compensation. Board members shall serve without compensation but may be reimbursed for necessary expenses incurred in the performance of their official duties within the limitations of appropriations.

Article III Officers and Agents

Section 1. Officers. The officers of the Corporation shall consist of a Chairperson, Vice-Chairperson, Treasurer and Secretary and such other officers as the Board in its discretion may appoint. All officers shall be chosen from within the membership of the Board. Each officer shall hold office until his successor has been appointed and qualified.

Section 2. Chief Executive Officer (CEO). The Board may select and engage, under terms it deems acceptable, a Chief Executive Officer, who shall be responsible for the management and ongoing operations of the Corporation. The CEO shall have such powers, authority and responsibility as shall from time to time be granted or assigned to him/her by the Board or the Executive Committee, including, when authorized by the Board, the authority to sign contracts and agreements unless and until such authorization is revoked. The granting to the CEO of authorization to sign contracts and agreements shall in no way affect the Chairperson's signatory powers but shall be concurrent thereto.

Section 3. Duties of Officers. The duties and powers of the officers of the Corporation shall be as follows:

a. Chairperson. The Chairperson shall preside at all meetings of the Board and the Executive Committee and shall be the presiding officer of the corporation. As such presiding officer, he/she shall have a vote on all issues before the Board and may further vote a second time for purposes of breaking a tie vote. He/she shall serve as chairperson of the Executive Committee, shall appoint all other committee chairpersons other than the Loan Committee referred to in Article V, Section 3 except when the Treasurer refuses to serve as provided therein, and serve as ex-officio member of all committees; cause regular and special meetings of the Board to be called in accordance with these bylaws; sign, in the name of the Corporation, any contracts and agreements made by the Board; see to it that all books, reports, statements, and certificates are properly made, kept and filed as required by law; be responsible for the general direction and

management of the affairs of the Corporation; and enforce these bylaws and perform any and all duties incident to the office of Chairperson.

b. Vice-Chairperson. The Vice-Chairperson shall have all of the powers of the Chairperson during the absence or disability of the Chairperson.

c. Secretary. The Secretary shall keep a true record of the proceedings of all meetings of the Board and the Executive Committee and shall maintain a record of all Board members in books provided for that purpose. He/she shall give and serve all notices of the Corporation; present all official communications addressed to him/her by the Chairperson or any officer of the Corporation to the Board at its meetings; maintain custody of the records and seal of the Corporation and affix the latter when authorized and required; and attend to all correspondence and perform all other duties incident to such office. If the Secretary is absent from a meeting, a temporary clerk shall be chosen at such meeting to keep a true record of the proceedings thereof.

d. Treasurer. The Treasurer shall have the care and custody of, and be responsible for, the funds and valuable papers of the Corporation, except his/her own Bond as may be required by the Board, and shall deposit all such funds in the name of the Corporation in such financial institution(s) as the Board may designate. He/she shall keep or cause to be kept an accurate record of receipts and disbursements, which shall be the property of the Corporation; in the absence of a resolution of the Board to the contrary, sign, make, and endorse, in the name of the Corporation, all checks, drafts, notes, and other evidences of debt; keep at the offices of the Corporation correct books and accounts of all of its business and transactions and such other books and accounts as the Board may require; exhibit at all reasonable times the books and accounts of the Corporation to any Board member upon application at the office of the Corporation during business hours; render a statement of the condition of the finances of the Corporation at each regular meeting of the Board and at such other times as shall be required by the Board; if required by the Board, give bond in such form and sum and with such sureties as the Board may require; and attend to all correspondence and perform all other duties incident to such office. Unless he/she is unwilling to serve, the Treasurer shall serve as the Chairperson of the Loan Committee.

Section 4. General Powers. All officers of the Corporation shall, in addition to the powers and duties set forth herein, have such additional powers and duties as the Board may from time to time designate, consistent with law and the purposes of these bylaws.

Article IV

Indemnification of Board Members, Officers, Employees and Agents

Section 1. Indemnification. The Corporation shall, to the fullest extent permitted by law, indemnify its Board members from and against any and all of the liabilities, expenses and other matters referred to in, or covered by, the Connecticut Revised Nonstock Corporation Act, as it may be amended from time to time. In furtherance and not in limitation thereof, the Corporation shall indemnify its Board members against liability, as defined in subsection (5) of Section 33-1116 of the Connecticut General Statutes, to any person for any action taken, or any failure to take any action, as a Board member, except liability that (a) involved a knowing and culpable violation of law by the Board member, (b) enabled the Board member or an associate, as defined in Section 33-840 of the Connecticut General Statutes, to receive an improper personal economic gain, (c) showed a lack of good faith and a conscious disregard for the duty of the Board member to the Corporation under circumstances in which the Board member was aware that his/her conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (d) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the Board member's duty to the Corporation; provided that nothing in this sentence shall affect the indemnification of or advance of expenses to a Board member for any liability stemming from acts or omissions occurring prior to the effective date of this Article.

The Corporation shall indemnify each officer, employee or agent of the Corporation who is not a Board member, or who is a Board member but is made a party to a proceeding in his/her capacity solely as an officer, employee or agent, to the same extent as the Corporation is permitted to provide the same to a Board member, and may indemnify such persons to the extent permitted by Section 33-1122 of the Connecticut General Statutes.

The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under Connecticut law or any bylaw, agreement, vote of disinterested Board

members or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 2. Expenses Incurred. Expenses, including reasonable attorney fees, incurred by a Board member, officer, employee or agent of the Corporation in defending a civil or criminal action, suit or proceeding shall be paid for or reimbursed by the Corporation to the fullest extent permitted by law in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such Board member, officer, employee or agent to repay such amount if it shall be ultimately determined that such Board member, officer, employee or agent is not entitled to be indemnified by the Corporation.

Section 3. Effect of Amendment or Repeal. No amendment to or repeal of this Article shall apply to, or have any effect on, the indemnification of any Board member, officer, employee or agent of the Corporation for or with respect to any acts or omissions of such Board member, officer, employee or agent occurring prior to such amendment or repeal, nor shall any such amendment or repeal apply to, or have any effect on, the obligations of the Corporation to pay for or reimburse in advance expenses incurred by a Board member, officer, employee or agent of the Corporation in defending any action, suit or proceeding arising out of or with respect to any acts or omissions occurring prior to such amendment or repeal.

Article V Committees

Section 1. Executive Committee. The Board shall elect from its own number an Executive Committee consisting of not less than five (5) nor more than nine (9) members, which shall include the Chairperson, Vice-Chairperson, Treasurer and Secretary.

The Executive Committee shall be vested with such power and authority as is specifically delegated by the Board. Such delegation shall include all power necessary or useful to supervise, manage and accomplish the day-to-day activities of the Corporation and its business relative to its various projects and undertakings.

Section 2. Nominations Committee.

The Board shall elect, from its own number, a Nominations Committee consisting of not less than five (5) nor more than nine (9) members, one of whom shall be the Chairperson of the Corporation. It shall be the duty of the Nominations Committee to recommend nominees to the Board for election of officers and for membership on the various committees. In the event that the Board rejects any such nominee, the Nominations Committee shall immediately reconvene to recommend another name for such position to the Board.

Section 3. Loan Committee. The Board, in February of each year, shall elect a Loan Committee consisting of not less than five (5) nor more than nine (9) members, including the Treasurer of the Corporation who, unless he/she is unwilling to serve, shall serve as Chairperson. The remaining members need not be members of the Corporation and may represent some or all of the following: (a) Local government; (b) A private sector lending institution; (c) A community organization; or (d) A business organization.

The Loan Committee shall use its best efforts to further the economic development of the City of Waterbury and to promote and assist the growth and development of small business enterprise in the area by the administration, management and lending of funds. The Loan Committee shall be responsible to the Board and its Executive Committee for the performance of its duties. The Loan Committee may authorize the execution of loan documents on behalf of the Corporation, said documents to be executed by the Chairperson of the Board of Directors. It shall meet at least every other month.

Section 4. Construction and Program Management Committee. The Board may elect a Construction and Program Management Committee of not more than ten (10) members. Members of this Committee need not be Board members.

The Construction and Program Management Committee shall be responsible for construction and development of land, facilities, improvements and projects undertaken by the Corporation. It shall be vested with such powers and duties as are specifically delegated by the Board of Directors.

Section 5. Neighborhood Re-Investment Committee. The Board may elect a Neighborhood Re-Investment Committee of not more than ten (10) members. Members of this Committee need not be Board members.

The Neighborhood Re-Investment Committee shall be responsible for developing concepts and ideas and for formulating projects that benefit stabilization, growth, and wealth generating opportunities in the neighborhoods of the City of Waterbury.

Section 6. Business Growth Committee. The Board may elect a Business Growth Committee of not more than ten (10) members. Members of this Committee need not be Board members.

The Business Growth Committee shall be responsible for reviewing, implementing and monitoring the Corporation's initiatives in regard to marketing, recruitment and retention of businesses.

Section 7. Design Review Committee. The Board may elect a Design Review Committee of not more than ten (10) members. Members of this Committee need not be Board members.

The Design Review Committee shall be responsible for reviewing all of the Corporation's projects and initiatives to ensure that they are consistent with the appearance and style of the location in which they will be built.

Section 8. Special Purpose Committees. The Board may establish one or more Special Purpose Committees from time to time for the purpose of undertaking and completing work in the name of the Corporation where such work either requires special or unusual skills or expertise; requires an extraordinary commitment of resources and/or time which would overburden the whole Board; where the requirement or recommendation of a governmental funding agency dictates or encourages management of work by an entity with a composition different from that of the Board; or in any other instance where the Board deems such a committee to be in the best interests of the Corporation. Members of a Special Purpose Committee may but need not be Board members, officers or employees of the Corporation.

When appointing such a committee, the Board, by majority vote of its membership, shall establish its charge, purpose, duties, responsibilities,

powers, authority, membership, and rules for voting, operation and dissolution.

Section 9. Term of Committee Members. Except for those whose membership on a committee is required by these bylaws by virtue of a position held by such person, all members of any and all committees provided for in this Article V shall serve at the pleasure of the Board until replaced and may be removed with or without cause by a majority vote of the Board. Any vacancies on any such committee shall be filled by a majority vote of the Board.

Section 10. Committee Quorum Requirements. With the exception of any special purpose committee established pursuant to Article V, Section 8, for which the Board will determine its manner of operation, a majority of any committee elected in accordance with this Article V shall constitute a quorum for the transaction of business, but a lesser number may adjourn any meeting from time to time, and the meeting may be held, as adjourned, without further notice. Each such committee may make its own rules for holding and for the conduct of its meetings, which are consistent with these bylaws and law.

Article VI

Preservation of Not for Profit Status

Section 1. Income Tax Exemption. No part of the assets of the Corporation and no part of any net earnings of the Corporation shall be divided among or inure to the benefit of any Board member or officer of the Corporation or to any private individual, or be appropriated for any purposes other than the purposes of the Corporation as set forth herein. No substantial part of the activities of the Corporation shall involve any propaganda or other attempts to influence legislation and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements, or engage in any other activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. It is intended that the Corporation shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code and shall not be a private foundation under Section 509(a) of the Internal Revenue Code.

Article VII Amendments

These bylaws may be amended by an affirmative vote of two-thirds of the members of the Board holding office at the time at a regular or special meeting called for that purpose, provided written notice of such meeting, setting forth the proposed amendments, shall have been sent to each Board member at least ten (10) days prior to such meeting. Only changes as have been specified in the notice may be made.

Article VIII Dissolution

Upon dissolution of this Corporation, any assets which remain, subsequent to the payment of any and all claims against the Corporation, shall, by majority vote of the Board, be transferred or conveyed to one or more domestic corporations, societies, or organizations with similar goals and purposes, organized and operated exclusively for such purposes as shall at the time qualify as an exempt organization under Section 501(c) of the Internal Revenue Code of 1986, as amended.

Article IX Management and Operation

The business of the Corporation shall be managed under the direction of the Board in accordance with the provisions contained in these bylaws as the same may be amended from time to time and as prescribed by the Statutes of the State of Connecticut.

Article X Fiscal Year

Except as from time to time may otherwise be provided by the Board, the Fiscal Year of the Corporation shall begin July 1 and end June 30.

Article XI
Use of Terms

As used herein, the use of the term “Board member” shall be synonymous with the term “Director”, as used in connection with or regarding the Board of Directors.

Adopted: May 18, 2004

Amended: January 28, 2008

Amended: May 1, 2009