

**Amended and Restated Bylaws of
the Downtown Special Services District
of the City of Bridgeport, Connecticut
as of December 11, 2024**

ARTICLE ONE

Name, Statement of Purpose, Principal Office and Boundary of the District

- Section 1. Name. The name of the special services district shall be “Downtown Special Services District of Bridgeport,” hereinafter referred to as the “District.”
- Section 2. Purpose. The purpose of the District shall be to enhance the environment in which people shop, live and work in the District; to demonstrate private commitment to the District through physical, economic and social improvements; to work with the government of the city to maximize the usefulness of available public funds by consolidating and coordinating private efforts to assist the city's downtown revitalization program; and to maintain physical, economic and social improvements to the District.
- Section 3. Offices. The District shall maintain a principal office within the boundaries of the District.
- Section 4. Boundary of the District. The geographic boundaries of the District shall be those shown in Exhibit A.

ARTICLE TWO

Owners

- Section 1. Definitions. As used herein, “Owner” shall mean the owner of record, whether one or more, of taxable interests in real property, located within the boundaries of the District as indicated by the records in the office of the Town Clerk of the City, on the record date as determined below for the taking of any action or the occurrence of any activity set forth below which affects such Owner. An Owner may be an individual, corporation, limited liability company, conservator, or other form of entity or any combination thereof, and any Owner shall have the rights herein contained, regardless of the form of entity of such Owner and regardless of whether such Owner is an individual or a collection of individuals or an individual or entity which holds interests jointly or in common with another individual or individuals or with any one or more of the forgoing entities. As used herein, “Lessee” means the tenant to a written lease for a property, or portion of a property, located in the District.

- Section 2. Meeting of the Owners. There shall be an annual meeting of the Owners on the second Wednesday in May for the purpose of receiving annual reports of the officers, directors and committees, election of directors, and the transaction of other business.
- Section 3. Special Meetings. Special meetings of the Owners may be called by the Chairperson or Board of Commissioners at their discretion and shall be called by the Chairperson at the written request of members entitled to cast ten percent (10%) of the total number allocated votes of Owners. No business other than that specified in the notice of meeting shall be transacted at any special meeting of the membership of the District.
- Section 4. Notice of Annual Meeting. Notice of meetings of the Owners shall be mailed to the last recorded address of each Owner at least ten (10) days and not more than forty (40) days before the time appointed for the meeting. All notices of the meeting shall set forth the place, date, time and shall be sent by first class U.S. mail or by hand delivery.
- Section 5. Quorum. A majority of the Owners or their duly appointed representatives shall constitute a quorum for the transaction of business by the Owners, but a lesser number may adjourn a meeting to a future date. The Secretary shall thereafter mail notice of adjournment at least three (3) days before the rescheduled meeting to each Owner who was absent from the meeting adjourned. For purposes of this section, with respect to any condominium declared in the District, owners of condominium units shall not constitute individual Owners for purposes of determining a quorum or for purposes of voting pursuant to Article II, Section 8, below. Instead, all such condominium unit owners shall be aggregated to comprise a single Owner for quorum and voting purposes based upon their percentage of ownership in the common elements of the condominium as set forth in the applicable declaration of condominium.
- Section 6. Proxies. Every Owner is entitled to vote at the annual or any meeting of Owners, or may vote by proxy. Proxies shall be in writing signed by the Owner, whether one or more, or the Owner's attorney-in-fact and revocable at the pleasure of the Owner executing the same, except as otherwise provided in the proxy. Except as otherwise provided by law, all elections and all questions coming before the Owners shall be decided by a majority vote of the votes cast at the meeting.
- Section 7. Order of Business. The order of business at the annual meeting shall be as follows:
1. Presentation of the roll.
 2. Proof of service of notice of meeting.
 3. Establishment of a quorum.
 4. Elections of Commissioners.
 5. Adoption of annual schedule of regular meetings for the year.
 6. Presentation and hearing on proposed annual budget.
 7. Election of Officers.
 8. Adjournment.

Section 8. Election of Commissioners. The Elections Committee shall prepare a list of nominations for the elections to be held at the annual meeting to fill any expired terms and/or vacancies on the Board of Commissioners. This slate and the notice of the annual meeting and the elections shall be mailed or hand delivered to each Owner no later than ten (10) days before the annual meeting. Nominations shall also be accepted from the floor. The Elections Committee shall verify that all candidates nominated are Owners or Lessees for the position for which they have been nominated; and shall conduct the annual election; and shall be the final arbiter as to validity of any vote cast, and the results of the election. Only those listed on the yearly property Owners roll as of the date that notice of the annual meeting is sent shall be eligible to vote. For the purposes of this section, the percentage voting interests allocable to any taxable parcel consisting of a condominium form of ownership pursuant to the Connecticut Common Interest Ownership Act (Connecticut General Statutes 47-200 et. seq.) shall be subdivided on a per-condominium unit basis by multiplying (a) the taxable parcel's voting interest prior to becoming a condominium by (b) the percentage that the condominium unit owner owns in the condominium's common elements as set forth in the applicable declaration of condominium. Votes by proxy will be allowed as provided in Section 6.

ARTICLE THREE

Board of Commissioners

Section 1. Management. The property, affairs, business, and concerns of the District shall be vested in, managed, and controlled by the Board of Commissioners, which shall control all matters of policy and expenditure of funds.

Section 2. Number. The Board of Commissioners shall consist of thirteen (13) Commissioners consisting of the following: Nine (9) Owners, Four (4) Lessees, and one ex-officio member who shall be the Mayor of the City or his or her designee. If the Owner or Lessee is not a single, natural person, the Owner or Lessee shall designate in writing a natural person as its duly appointed representative and who shall be elected as provided in these Bylaws..

Section 3. Term. All Commissioners shall serve terms as follows:

At the initial meeting of Owners, three (3) Commissioners were elected for a three (3) year term, three (3) Commissioners were elected for a two (2) year term, and three (3) Commissioners were elected for a one (1) year term.

At the initial meeting to elect Lessees as Commissioners two Lessees shall be elected for a three-year term, one Lessee shall be elected for a two-year term and one Lessee shall be elected for a one-year term.

Thereafter, all Commissioners shall be elected for three (3) year terms at the annual meeting of Owners in the year the term expires. Each Commissioner shall hold office until the expiration of the term for which such Commissioner was elected, and until a

successor has been duly elected and qualified, or until the prior resignation or removal of such Commissioner hereinafter provided.

Section 4. Elections. Commissioners shall be elected at the annual meeting of the District.

Section 5. Meetings. The Board of Commissioners shall hold the following meetings:

1. Regular meetings of the Board will be held monthly at a time and place determined by the Board at the annual meeting.
2. Special meetings of the Board shall be held upon the request of the Chairperson or any three (3) Commissioners; and at such meetings any business of the District specified on the notice may be transacted. Notice of each special meeting of the Board of Commissioners shall be given in writing and hand delivered or sent by e-mail or facsimile transmission to each Commissioner at least three (3) business days before the day of the meeting and shall state the business to be transacted and the time and place where the meeting is to be held.
3. All meetings will observe:
 - a. Eight (8) members of the Board shall constitute a quorum.
 - b. An affirmative vote of at least seven (7) members of the Board shall be necessary involving the expenditure of money.
 - c. Proxies shall not be legal or permitted at any meeting of the Board of Commissioners, except with respect to voting by Owners at the annual meeting.

Section 6. Intentionally deleted.

Section 7. Resignations, Removals, and Vacancies. If any Commissioner shall cease to be an Owner or a Lessee, whichever capacity is applicable to their seat, said Commissioner shall be deemed to have resigned immediately and said Commissioner's seat shall be vacant and filled by the Board of Commissioners. Any Commissioner can resign at any time, and any such resignation shall be effective upon delivery thereof in writing to the District without necessity of acceptance by the Board. Any elected Commissioner may be removed at any time for cause by the Board by a two-thirds (2/3) vote of the total voting power of the Board. Vacancies in Board seats as a result of any resignation or removal shall be filled by a majority vote of the Board of Commissioners at the next regular meeting following the resignation or removal. The seat of any Commissioner who fails to attend 50% of the regular meetings of the Board of Commissioners within any 12-month period upon a 14-day notice and a hearing which shall be a meeting of the Board of Commissioners may be deemed vacant and shall be filled by the Board of Commissioners for the unexpired term of the vacant position.

Section 8. Order of Business. The order of business at all meetings of the Board of Commissioners shall be as follows:

1. Calling of the roll.
2. Recognition of guests.
3. Approval of the minutes.
4. Reports of the Officers.

5. Report of the President and CEO.
6. Reports of the Committees.
7. Unfinished business or any necessary resolutions.
8. New business and resolutions.
9. Adjournment.

ARTICLE FOUR

Officers

Section 1. Officers. The Board of Commissioners shall elect a Chairperson, a Vice Chairperson, a Secretary, and a Treasurer at the annual meeting. Officers need not be members of the Board of Commissioners. The Board may also appoint such other officers as the Board may from time to time determine. Officers elected who are not members shall serve on the Board of Commissioners ex-officio.

1. Terms of office shall be limited to a one (1) year term.
2. No officer shall hold more than one office. Any person may continue to be elected to any post as officer and may succeed him or herself indefinitely.
3. Vacancies resulting from death or resignation of officers shall be promptly filled by the Board.

Section 2. Duties and Powers of Officers. Duties of Chairperson, Vice Chairperson, Secretary, and Treasurer shall be:

1. The Chairperson shall preside over all meetings of the Board of Commissioners, appoint all committees, and shall be an ex-officio member of all committees.
2. The Vice Chairperson shall, in the absence of the Chairperson, perform functions and have the duties of the Chairperson. The Vice Chairperson shall have and perform such other duties as may be prescribed by the Board.
3. The Secretary shall oversee the keeping of the minutes of all meetings of the Board.
4. The Treasurer shall oversee accounting function as is necessary to confirm that the proper financial records of the District are kept; and prepare and file fiscal reports to keep the Board of Commissioners advised of the financial condition of the District. The Treasurer shall:
 - a. Verify that the District shall not expend or commit any funds unless it shall first certify that there is an unencumbered balance of funds available for the purpose. No expenditure shall be made other than in accordance with and pursuant to a budget for which a total operating budget amount has been approved by the Board of Commissioners.
 - b. Verify, prior to payment of bills, claims, or demands in excess of \$1,000 against the District that the President and CEO has certified that the materials, supplies, or equipment have been received according to purchase order or that the work, labor, or services have been rendered according to the order or contract. Checks in excess of \$1,000 shall require endorsement of both the President and CEO, the Treasurer, or a Commissioner on the Finance Committee. All checks shall be hand endorsed.

Section 3. Compensation of Commissioners and Officers. The Board of Commissioners and officers shall serve without compensation.

ARTICLE FIVE

Committees

Section 1. Standing Committees, Special Committees, and Committees of the District. The Chairperson may appoint from among the Commissioners standing committees. Non-board members may serve on any Standing or Special Committee, except the Elections Committee or the Executive Committee. The actions and decisions of each committee are subject to approval of the Board of Commissioners, except as otherwise provided herein. Each committee shall keep minutes of proceedings and report to the Board.

Section 2. Standing Committees. The standing committees of the Board shall be as follows:

1. Elections Committee
2. Executive Committee
3. Finance / Budget / Tax Collection Committee
4. Human Resources Committee
5. Physical Conditions Committee
6. Public Safety Committee
7. Special Events and Marketing Committee

Section 3. Special Committees. Special committees on any subject in which there are no standing committees may also be appointed, which may also include non-Board members.

Section 4. Elections Committee. The Elections committee shall consist of three (3) Commissioners.

ARTICLE SIX

Indemnification

To the fullest extent permitted by law, either directly or by the purchase of insurance or in part directly and in part by the purchase of insurance, the District shall indemnify each natural person, or if deceased their personal representative, made or threatened to be made a party to any action or proceeding, civil or criminal, including an appeal therein against the reasonable expenses, attorney's fees, judgments, fines, and amounts paid in settlement, if such person is made or threatened to be made a party by reason of the fact that they or their testator or administrator is or was:

1. An officer, director, or employee of the District, or
2. An officer, director, or employee of or served in any other capacity in any other enterprise, at the request of the District,

provided that in case of a person serving as an employee or in any other capacity in any other District, partnership, joint venture, trust, or other enterprise, that such person was at the time so designated to serve by the District. The right of indemnity created herein shall be personal to the

officer, director, or employee of the person and their respective legal representative; and in no case shall any insurance carrier be entitled to subjugate any rights created herein.

ARTICLE SEVEN

Annual Report

Report to the Membership. At the annual meeting of the membership, the Board shall present a report, verified by the Chairperson and the Treasurer, or by a majority of Commissioners certified by an independent public or certified public accountant selected by the Board, showing in appropriate detail the assets and liabilities, including principal changes in the assets and liabilities, the revenue or receipts and the expenses or disbursements of the District all as of the last day of the last calendar month prior to the date of the annual meeting. The report shall also indicate the number of Owners as of the date that notice of the annual meeting was sent, together with a statement of increase or decrease in such number, and the total assessed value of all real estate, which is included in the District. Such report shall be filed with the records of the District and a copy thereof entered in the minutes of the proceedings of the annual meeting.

ARTICLE EIGHT

Powers of the District

The District shall have the following powers:

1. To sue and be sued;
2. To acquire, hold, and convey any estate, real or personal;
3. To enter into contracts;
4. To borrow money, provided any obligation incurred for this purpose shall be discharged not more than one year after it is incurred, and such District may pledge any tax levies received against such obligation.
5. To construct, own, operate, and maintain public improvements;
6. To employ a President and CEO and such other staff as necessary;
7. To retain legal counsel;
8. To receive and use gifts, sponsorships, grants, and donations for the activities necessary to meet the purpose of the District or to carry out the powers of the District;
9. To operate revenue producing and promotional events and to use the revenues for District purposes otherwise permitted under this article;
10. To carry out any functions or provide any services reasonable and necessary to carry out the aforementioned powers or to otherwise meet the purpose of the District;
11. To construct, acquire, or obtain leasehold interests in motor vehicle parking facilities in the District;
12. To operate motor vehicle parking facilities in the District;
13. To lease or sublease to other parties motor vehicle parking facilities.

ARTICLE NINE

Contracts, Gifts, and Grants

- Section 1. Consultants. The Board may retain, on behalf of the District, such consultants and/or independent contractors, as it may find desirable and appropriate. The compensation to be paid and responsibilities provided to such consultants and/or independent contractors shall be determined at the discretion of the Board.
- Section 2. Contracts. The contracts of the District shall be subject to all applicable provisions of law relating to the bidding and letting of contracts by the City of Bridgeport. All orders or contracts for expenditures approved by the Board of Commissioners on behalf of the District, which are greater than the dollar threshold established by Section 7-339q of the Connecticut General Statutes and any City of Bridgeport ordinance applicable to the District, shall be awarded to the lowest responsible qualified bidder only after public invitation to bid has been advertised in a newspaper having circulation in the District.
- Section 3. Gifts and Grants. The Board may accept gifts on behalf of the District to be disposed of as the Board chooses. The Board may accept grants from private institutions and public entities and enter into contracts for the same.
- Section 4. Investments. The Board shall have the power to make investments of the funds of the District, to change the same, and sell any part of the securities owned by the District or any rights or privileges that may accrue thereon.

ARTICLE TEN

Miscellaneous

- Section 1. Fiscal Year. The fiscal year of the District shall be from July 1 through June 30.
- Section 2. Procedure. Procedure of meetings of the District shall be governed by the most recent edition of Robert's Rules of Order to the extent not provided herein.

ARTICLE ELEVEN

Amendments

These bylaws may be amended at a regular or special meeting of Commissioners by the vote of not less than six (6) Commissioners, provided ten (10) days written notice of such meeting shall have been given to all Commissioners specifying the amendments to be considered.

Not less than every five (5) years, a Special Committee shall be appointed to review and make recommendations, as deemed appropriate and necessary, to these bylaws.

ARTICLE TWELVE

Books and Records

The District shall keep at its principal office complete and correct records and books of account, and shall keep minutes of the proceedings of the Owners, the Board of Commissioners, as well as a list or record containing the names and addresses of all Owners entitled to vote.

ARTICLE THIRTEEN

Dissolution

1. The dissolution or other termination of the District shall be in accordance with the general Municipal Law, or any equivalent section, which may then be in effect upon dissolution. The assets for the District shall be disposed of in accordance with the same section.
2. A certified copy of the order of dissolution shall be filed with the State Comptroller at Hartford, Connecticut.

Adopted December 28, 1987

Amended and Restated December 11, 2024

