

**BYLAWS
OF
MUNICIPAL ACCOUNTABILITY REVIEW BOARD**

ARTICLE I AUTHORITY

Section 1 The Act

The Municipal Accountability Review Board (the “Board”) was established by Section 367 of Public Act 17-2, June Special Session (the “Act”) as a board of the State of Connecticut. The Board shall be in the Office of Policy and Management for administrative purposes only. The establishment of the Board was part of the statutory provisions contained in sections 346 to 376 of the Act to provide certain assistance and related accountability with respect to municipalities experiencing various levels of fiscal distress.

Section 2 Conflicts

Nothing contained herein is intended to conflict with any provision of the Constitution of the State of Connecticut or the statutes, codes, rules and regulations of the State of Connecticut (collectively the “Connecticut Law”) or Federal law. Consequently, notwithstanding anything contained herein to the contrary, to the extent that any provision hereof conflicts with any Connecticut Law or Federal law, such Connecticut Law or Federal law shall control, but only to the extent of such conflict, and the remaining provisions hereof shall remain in full force and effect.

ARTICLE II BOARD MEMBERSHIP

Section 1 Voting Members

Under the Act, the Board is comprised of eleven voting members, including the Secretary of the Office of Policy and Management, or the Secretary’s designee, who shall be the chairperson of the Board and the State Treasurer, or State Treasurer’s designee, who shall be the cochairperson of the Board. Five members of the Board shall be appointed by the Governor, one of whom shall be a municipal finance director, one of whom shall be a municipal bond or bankruptcy attorney, one of whom shall be a town manager, one of whom shall have significant experience representing organized labor and who shall be selected from a list of three recommendation by the American Federation of State, County and Municipal Employees and one of whom shall have significant experience as a teacher of representing a teacher’s organization and who shall be selected from a list of three joint recommendations by the Connecticut Education Association and the American Federation of Teachers-Connecticut. Four members of the Board shall be appointed by leadership of the General Assembly, including one member by the President Pro-Tempore of the Senate, one member by the Speaker of the House of Representatives, one by the Minority Leader of the Senate, and one by the Minority Leader of the House of Representatives. The members appointed by the legislative leaders shall have experience in business, finance or municipal management.

Section 2 Term of the Voting Members

All appointed members shall serve for terms of six years and until a successor is appointed except that two of the five appointments by the Governor shall be for an initial term or three years with all

subsequent appointments being for a term of six years. The filling of any vacancy shall be for the remainder of the applicable member's term.

Section 3 Alternate Voting Members

If there are two or more municipalities designated as Tier II, III or IV municipalities under the Act, the Governor may appoint alternates for one or more of the appointments made by the Governor. Any such alternate shall have the same qualifications and coinciding term as the member for whom they serve as the alternate.

Section 4 Ex-Officio Nonvoting Members

For any municipality designated as a Tier IV municipality in accordance with the Act, the following four members will serve as ex-officio nonvoting members for the municipality they represent: the chief elected official of the municipality, or the chief elected officials designee, an elected member of the local legislative body of the municipality, or such member's designee, as selected by a majority vote of the body, the elected municipal treasurer, or other municipal official responsible for the issuance of bonds, and a member of the minority party of the municipality's legislative body as elected by such minority party members. Such additional members shall only serve for purposes of the Tier IV municipality that they represent.

Section 5 Compensation of Board Members

The members of the Board shall serve without compensation, but shall be reimbursed for expenses incurred in the performance of their duties. These reimbursements shall be subject to applicable State policies and requirements.

Section 6 Chairperson and Cochairperson

The chairperson and cochairperson of the Board shall jointly establish each agenda for and preside over all regular and special meetings of the Board and shall call special meetings as deemed necessary. If and so long as the chairperson or co-chairperson, or their designee(s) shall be absent or incapacitated, the other shall perform such duties alone.

Section 7 Committees

The Board may establish one or more standing committees comprised of three or more voting and nonvoting members as it deems necessary to further the purposes of the Act. Each committee shall perform such duties as the Board, by a resolution or action approved the Board and as permitted by State law, may assign to it. The Board may also establish such other work groups or entities as it deems necessary to carry out its responsibilities, the membership of which may include, at the Board's discretion, non-Board members. Any committee, work group or entity may be discontinued by the Board at its pleasure. The Board and any of the committees, work groups and entities are considered to be public agencies under the State's Freedom of Information laws and must comply with the requirements of such laws.

Section 8 Designation by Ex-Officio Members

The ex-officio voting members of the Board, in accordance with the Act and any applicable State laws, may designate another person to represent him or her at meetings of the Board, or committees thereof, with full powers to act and vote on his or her behalf. Designations for voting members, if any, shall be made by the filing of a certificate, using the following format, by the ex-officio member with the chairperson and cochairperson of the Board and shall be maintained in the official records of the Board.

I, _____, _____, an ex-officio member of the Municipal Accountability Review Board, hereby designate, _____, to, in my absence, represent me at meetings of the Board, or committees thereof, with full powers to act and vote in my behalf.

Signed:

Any such designation shall be revocable at any time upon written notice by such ex-officio member submitted to the chairperson and cochairperson of the Board.

ARTICLE III MEETINGS

Section 1 Quorum

A majority of the voting Members of the Board shall constitute a quorum. The affirmative vote of a majority of the members present at a meeting of the Board at which a quorum is present shall be necessary and sufficient for any action taken by the Board except as otherwise indicated in the Act or other applicable state law. The affirmative vote of at least five members shall be required to approve obligations issued by a Tier III or Tier IV municipality eligible to issue bonds pursuant to the provisions of section 7-575 of the general statutes, the issuance of refunding bonds pursuant to section 7-370c of the general statutes, and section 50 of public act 17-147.

Section 2 Regular Meetings

Regular meetings of the Board shall be held at the times and on the dates determined by the Board for each calendar year and shall be determined by the Board in advance of January 31 of that year. The location and agenda of the regular meetings of the Board shall be available to the public and filed not less than twenty-four hours before the meetings. Upon the affirmative votes of two thirds of the directors of the Board present and voting, additional items may be placed on the agenda of a regular meeting and may be considered and acted upon at such meeting. Meeting notices and the agenda shall be posted with the Secretary of the State and on the web-site of the Office of Policy and Management.

Section 3 Special Meetings

Special meetings of the Board may be called jointly by the Chairperson and Cochairperson. In the case of the absence or incapacity of the chairperson or cochairperson, or their designee(s), the available person shall have the authority to call special meetings. Notice of each special meeting of the Board so called shall be given not less than twenty-four hours prior to the time of such meeting by filing a notice of the time and place thereof in the office of the Secretary of the State and posting such notice on the web-site of the Office of Policy and Management. In case of emergency, any

special meeting may be held without complying with the foregoing requirement for the filing of notice, but a copy of the minutes of every such emergency special meeting adequately setting forth the nature of the emergency and the proceedings occurring at such meeting shall be filed with the Secretary of the State not later than seventy-two hours following the holding of such 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. In addition, such written notice shall be delivered to the usual place of abode of each member of the board so that the same is received prior to such special meeting. The requirement of delivery of such written notice may be dispensed with as to any member who at or prior to the time the meeting convenes files with the chairperson of the board a written waiver of delivery of such notice. The requirement of delivery of such written notice may also be dispensed with as to any member who is actually present at the meeting at the time it convenes.

Section 4 Participation in Meetings by Telephone

One or more of the members may participate and act in their membership role in regular or special meetings of the Board or any committee thereof by means of a conference telephone or similar communication equipment.

Section 5 Action by the Board; Board and Committee Records

Any action taken by the Board or any of its committees may be authorized by a motion or resolution at any regular or special meeting and shall take effect immediately unless otherwise provided in the resolution and shall be included in the minutes of the meeting. The chairpersons of the Board and the chairs of any of its committees shall cause and ensure that meeting agendas and minutes are prepared and posted in accordance with state law. Records including agendas, minutes, documents and papers associated with the work of the Board and its committees, work groups and other entities shall be maintained by and within the State Office of Policy and Management.

Section 6 Adjournment

The public agency may adjourn any regular or special meeting to a time and place specified in the order of adjournment. Less than a quorum may so adjourn from time to time. 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, 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 meetings, by ordinance, resolution, by law or other rule.

ARTICLE IV BUDGET AND BOARD STAFF

Section 1 Budget and Board Expenses

According to the Act, with respect to municipalities designated as Tier III or IV municipalities, the expenses for the Board for staff consultants and other expenses may, following consultation with any such designated municipality, be charged to the municipality by the Board and may be paid from the proceeds of any deficit obligation or debt restructuring bonds issued by the municipality. Prior to the start of each fiscal year, the Board shall adopt a budget for its expenses reflecting, as appropriate, any expenses to be charged to individual Tier III and IV municipalities and any other resources of the Board, which Budget may be amended by the Board as needed at any time. The Office of Policy and

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Management shall produce a periodic report, but not less than quarterly, of such resources and expenses.

Section 2 Staff Positions

The Board, at its discretion, may establish staff positions as it deems necessary to carry out its functions. Any such positions shall be reflected in the budget required in Section 1 of this article.

ARTICLE V PROMULGATION OF POLICIES AND PROCEDURES

The Board shall adopt such policy, administrative and operating procedures which it deems necessary to carry out its responsibilities and purposes under the Act.

ARTICLE VI AMENDMENT

The Board shall have the power, from time to time, to ratify, adopt, amend and repeal bylaws for the conduct of its affairs upon the affirmative vote of two-thirds of the voting members of the Board then serving.

Adopted: January 11, 2018