

BY-LAWS

OF

THE CONNECTICUT PORT AUTHORITY

**Pursuant to Sections 15-31a to 15-31i, inclusive, (Chapter 264a)
of the Connecticut General Statutes**

**ARTICLE I
THE AUTHORITY**

Section 1. Seal of the Authority. The Connecticut Port Authority (the “Authority”) may create a seal in any form approved by the Board of Directors of the Connecticut Port Authority (the “Board”) and alter the same at the Board’s pleasure. The Executive Director of the Authority shall be the custodian of any seal created.

Section 2. Office of the Authority. The general offices of the Authority shall be maintained at such place in the State of Connecticut (the “State”) as the Board may from time to time designate by resolution.

Section 3. Management Structure. The Authority shall develop an organizational and management structure that will best accomplish the goals of the Authority.

Section 4. Code of Conduct. The Authority may create a code of conduct for the Board consistent with part I of chapter 10 of the Connecticut General Statutes (“C.G.S.”) and adopt bylaws and other rules for the conduct of its business, which shall not be considered regulations as defined in Section 4-166 of the C.G.S. Such code, bylaws, and other rules shall be adopted by resolution of the Board.

Section 5. Budget. The Authority shall adopt an annual budget and plan of operations, including a requirement of Board approval before the budget or plan may take effect.

Section 6. Property. The Authority shall have the power to invest in, acquire, lease, purchase, own, manage, hold and dispose of real property and lease, convey or deal in or enter into agreements with respect to such property on any terms necessary or incidental to carrying out the purposes of the Authority. Such transactions shall not be subject to approval, review or regulation by any state agency pursuant to title 4b of the C.G.S. or any other provision of the C.G.S., except the Authority shall not convey fee simple ownership in any real property without the approval of the State Properties Review Board and the Attorney General.

Section 7. Purpose. The purpose of the Authority shall be those matters prescribed in Section 15-31b of the C.G.S., as such powers may be amended from time to time. The purpose of the Authority shall also include those matters directed by the Board, consistent with applicable federal and state law.

ARTICLE II

BOARD OF DIRECTORS

Section 1. Powers and Number. The powers of the Authority shall be vested in and exercised by the Board. The Board shall consist of fifteen members or such number as may be by set by law.

Section 2. Election and Term. The Board shall consist of fifteen voting members, appointed in accordance with Section 15-31a(b) of the C.G.S. After the initial appointment to seats, the General Assembly and the Governor shall appoint members of the Board to succeed such appointees whose terms expire and each member so appointed shall hold office for a period of four years from the first day of July in the year of his or her appointment.

- (a) **Ex Officio Members.** Ex Officio members may designate an officer of the member's agency to serve on the Board in accordance with Section 4-9d of the C.G.S. Such designation shall be in writing, signed by the Ex Officio Member, and shall be kept on file with the Board.
- (b) **Appointed Members.** All other members of the Board shall be referred to as "Appointed Members" and may not designate any other person to serve on the board in his or her place.
- (c) **Members and Terms.** A current schedule of all Board members, including designees, and their term end dates shall be kept and maintained by the Authority and made available on the Authority's website, if in existence. All appointed members shall be entitled to hold office beyond the expiration of his or her term and until a successor has been appointed and qualified under Section 4-7 of the C.G.S.

Section 3. Qualifications and Requirements. Appointed members of the Board shall include (1) individuals who have experience and expertise in one or more of the following areas: (A) international trade, (B) marine transportation, (C) finance, or (D) economic development; (2) one member or employee of a local port authority; (3) one elected or appointed municipal official from a coastal municipality with a population not greater than one-hundred thousand; and (4) one elected or appointed municipal official from a coastal municipality with a population not greater than fifty thousand.

Section 4. Duties. The Board shall have all duties and powers proscribed by Section 15-31b of the C.G.S. Additionally, the Board shall develop policies for the Authority and appoint an Executive Director. The Board shall develop and recommend to the Governor and the joint standing committee of the General Assembly, having cognizance of such matters relating to transportation, a maritime policy for the State; advise the Governor and such committee concerning the State's maritime policies and operations; support the development of the State's maritime commerce and industries, including its ports and harbors; recommend investments and actions, including dredging, required to preserve and enhance maritime commerce and industries; and conduct studies and present recommendations concerning maritime issues. At least once each year, the Board shall hold a public hearing for the purpose of evaluating the adequacy of the

State's maritime policies, facilities and support for maritime commerce and industry. The Board shall also adopt an annual budget and plan of operations of the Authority prior to implementation of such budget or plan.

Section 5. Required Reporting and Submissions. On or before December fifteenth of each year, the Board shall report, in accordance with the provisions of Section 11-4a of the C.G.S., to the Governor and the joint standing committees of the General Assembly having cognizance of matters relating to transportation, commerce and the environment, summarizing the Authority's activities, disclosing operating and financial statements and recommending legislation to promote the Authority's purposes. On or before January 1, 2017, and annually thereafter, the Board shall submit, in writing, to the Governor: (1) a list of projects which, undertaken by the State, would support the State's maritime policies and encourage maritime commerce and industry; (2) recommendations for improvements to existing maritime policies, programs and facilities; and (3) such other recommendations as the Board considers appropriate. Copies of such report shall be submitted to the joint standing committee of the General Assembly having cognizance of matters relating to transportation, in accordance with the provisions of Section 11-4a of the C.G.S.

Section 6. Auditing. The Board may, by resolution, initiate a financial audit of the Authority by an independent auditing firm at such time as the Board deems necessary and appropriate. Not later than seven days after receiving an audit of the Authority conducted by an independent auditing firm, the Board shall submit, in accordance with the provisions of Section 11-4a of the C.G.S., to the joint standing committees of the General Assembly having cognizance of matters relating to appropriations, commerce, the environment and transportation a copy of each such audit.

Section 7. Compensation. Each member of the Board shall serve without compensation, but shall be reimbursed for such member's actual and necessary expenses incurred during the performance of such member's official duties. Actual and necessary expenses shall be those expenses actually incurred by a member in the performance of his or her duties on the Board.

Section 8. Attendance. Any appointed member of the Board who fails to attend three consecutive meetings of the Board or who fails to attend fifty percent (50%) of all meetings of the Board held during any calendar year shall be deemed to have resigned from the Board. In the event an appointed member is deemed to have resigned, the Executive Director of the Board shall cause appropriate notice to be sent to the appointing authority and to the appointed member who has been deemed to resign.

Section 9. Vacancies and Expiration of Term. Not later than ninety days prior to the expiration of any appointed member's term, the Board shall notify the proper appointing authority. With respect to all other vacancies, except expirations of terms, the Board shall notify the proper appointing authority not later than five days after the vacancy is created and request that the appointing authority fill the vacancy not later than thirty days following the occurrence of such vacancy.

Section 10. Removal. In the event an appointed member is removed by the appointing authority in accordance with law, such removal shall be deemed a vacancy under the terms of these By-Laws.

Section 11. Officers. The officers of the Authority shall be a Chairperson, a Vice-Chairperson, an Executive Director and such other officers as the Board may from time to time designate. All officers must be current members of the Board.

Section 12. Chairperson. The Chairperson shall be elected from among the members of the Board for a term of two years and may serve more than one term. The Chairperson shall have general supervision over the business and affairs of the Board. The Chairperson shall preside at the meetings of the Board and shall exercise the powers and perform the duties set forth in these By-Laws and such other duties as usually devolve upon the presiding officer of a deliberative body.

Section 13. Vice-Chairperson. The Vice-Chairperson shall be elected annually from among the members of the Board for a term of one year or until a replacement is duly elected and may serve more than one term. Except as otherwise prohibited by law, the Vice-Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson, and shall perform such other duties and have such other powers as the Board may from time to time prescribe.

Section 14. Other Officers. The Board may from time to time designate such other Officers from among its members as it deems necessary.

Section 15. Executive Director. The Executive Director shall be the Chief Administrative Officer of the Authority. The Executive Director shall be appointed by and serve at the pleasure of the Board, and receive such compensation as shall be decided and fixed by the Board. The Executive Director shall: (1) direct and supervise administrative affairs and technical activities in accordance with the directives of the Board; (2) approve all accounts for salaries, allowable expenses of the Authority or of any employee or consultant thereof, and expenses incidental to the operation of the Authority; (3) perform such other duties as may be directed by the Board in carrying out the purposes of the Authority; (4) attend all meetings of the Board; (5) keep a record of the proceedings of the Authority and maintain and be custodian of all books, documents and papers filed with the Authority and of the minute book or journal of the Authority and its official seal; and (6) cause copies to be made of all minutes and other records and documents of the Authority and may give certificates under the official seal of the Authority to the effect that such copies are true copies, and all persons dealing with the Authority may rely upon such certificates.

Section 16. Additional Duties. The Executive Director and the Officers of the Authority shall perform such other duties and functions as may from time to time be required by the Board, the By-Laws, or rules, procedures or resolutions of the Authority. The Board may not delegate or reassign duties that the law or these By-Laws assign to a specific officer of the Board, the Executive Director, or the Board as a whole.

Section 17. Additional Personnel; Compensation. The Authority may from time to time employ such personnel as it may deem necessary to exercise its powers, duties and functions as prescribed by law. The selection and compensation of such personnel shall be determined by the Authority in accordance with applicable procedures and relevant law.

Section 18. Nondiscrimination. The Authority shall comply with the provisions of Title 46a of the C.G.S. and all other federal and state laws with respect to the hiring of personnel. The Authority shall not refuse to hire, recruit, appoint, assign, train, evaluate or promote any applicant for employment or employee, or discharge or discriminate against any employee, because of his or her race, color, religious creed, sex, sexual orientation, gender identity or expression, marital status, age, national origin, ancestry, mental disability, intellectual disability, learning disability, or physical disability or otherwise engage in any unlawful employment practice under any federal or state fair employment practices.

ARTICLE III **MEETINGS**

Section 1. Place of Meetings. All regular and special meetings of the Board of Directors shall be held at such place within or without the State and at such time as shall be stated in the notice of such meeting.

Section 2. Notice of Meetings. All meeting notices shall comply with the Connecticut Freedom of Information Act, Sections 1-200 to 1-259, inclusive, of the C.G.S, as may be amended from time to time (“Connecticut Freedom of Information Act”).

- (a) **To Board Members.** Written notice of each meeting, whether regular or special, stating the place, day and hour of the meeting, and a copy of the agenda for such meeting, or in the absence of such agenda a written statement of the purpose or purposes of the meeting, shall be given by or at the direction of the Chairperson or the Vice-Chairperson, to each member of the Board by email not later than the third day prior to the date of such meeting. If the Chairperson or Vice-Chairperson shall determine that the holding of a meeting is of an emergency nature, such notice may be given by email not less than twenty-four hours prior to such meeting, or as far in advance as is practicable and allowed by law.
- (b) **To The Public.** Public notice of all meetings shall comply with the Connecticut Freedom of Information Act.

Section 3. Regular Meetings. Regular meetings of the Authority shall be held each month at the times and on the dates determined by the Board and as filed with the Secretary of the State. The agenda of the regular meetings of the Authority shall be available to the public and filed not less than twenty-four hours before the meetings to which they refer at the Authority’s regular office or place of business and with the Secretary of the State and posted on the Authority’s website. Upon the affirmative vote of two-thirds of the members of the Board present and voting, any business not included in such filed agendas may be considered and acted upon at such meeting.

Section 4. Special Meetings. The Chairperson or Executive Director of the Authority may, individually, and shall, upon the request of five members of the Board, call a special meeting of the Board. Notices of each special meeting shall be given not less than twenty-four hours prior to the time of such meeting by filling a notice of the time and place thereof in the office of the Secretary of the State. In case of emergency, any special meeting may be held without complying with the foregoing requirement for the filling of notice, but a copy of the minutes of every such emergency meeting adequately setting forth the nature of the emergency and the proceedings occurring at such meeting shall be filed with the Secretary of State not later than seventy-two hours following the holding of such meeting. The call for a special meeting, specifying the time and place of the meeting and the agenda for such meeting, shall be delivered to the business or home address of each member of the Board in the manner provided by C.G.S. Section 1-225(d). At such meeting only matters specified in the notice may be considered and acted upon by the members of the Board present.

Section 5. Executive Session. At any time any member of the Board may move that the Board consider those matters in Executive Session appropriate for Executive Session as specified in the Connecticut Freedom of Information Act. Upon an affirmative vote of two-thirds of the members of the Board, such motion will carry. Before any Executive Session begins, the presiding officer shall announce the matters to be discussed. No resolution, contract or motion, adopted, passed or agreed to in Executive Session, other than a request to staff for information, shall be effective unless the Board, at an appropriate time after such session, reconvenes in public and takes a vote on such resolution, contract or motion.

Section 6. Adjournment. Any meeting of the Authority may be adjourned to be reconvened at a later time and place in the manner provided by C.G.S. Section 1-228. Less than a quorum may so adjourn from time to time. The notice requirements set forth herein and in C.G.S. Section 1-225 shall apply and such notice of the adjournment shall specify the time and place to which the meeting is to be adjourned.

Section 7. Quorum. Eight members of the Board shall constitute a quorum. If a quorum is not present, the members of the Board then present shall have the power to adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum shall be present. At any such adjourned meeting where a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called. If the adjournment is for more than ten days, a notice of the adjourned meeting shall be given to each member of the Board.

Section 8. Waivers of Notice. Whenever any notice is required to be given to a member of the Board by law or these By-Laws, a waiver thereof in writing, signed by the member or members entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a member of the Board at a meeting shall constitute a waiver of notice of such meeting, except when the member attends the meeting for the express purpose of objecting to the transaction of any business because other meeting is not lawfully called or convened.

Section 9. Agendas. Except as hereinafter specifically provided, the agenda for each meeting of the Board shall be prepared by or at the direction of the Chairperson or Vice-Chairperson. The agenda shall include any matter which the Board has previously voted to include thereon, and any item requested by a member of the Board, in writing, delivered to the Chairperson, Vice-Chairperson or Executive Director, not less than ten days prior to the date of any such meeting. With the consent of two-thirds of the members of the Board, a matter not on the agenda may be considered at any regular or special meeting of the Board.

Section 10. Manner of Conducting Public Meetings. The Authority shall comply with the provisions of the Connecticut Freedom of Information Act. All meetings of the Board shall be open to the public unless the Board has properly determined to discuss matters in Executive Session. The Executive Director shall keep written minutes of all meetings and make such minutes available to the public unless the majority of the Board votes to keep the minutes of an Executive Session confidential. The Board may from time to time promulgate such other reasonable rules and procedures not inconsistent with the Freedom of Information Act as it determines may be desirable respecting the conduct of its meetings and the attendance of the press and the public at such meetings.

“Meeting” means any hearing or other proceeding of the Authority, any convening or assembly of a quorum of the Board and any communication by or to the Board by means of electronic equipment or otherwise to discuss or act upon a matter of which the Authority has supervision, control, jurisdiction or advisory power. “Meeting” does not include: any meeting regarding a personnel search for executive level employment candidates; any chance meeting, or a social meeting neither planned nor intended for the purpose of discussing matters relating to official business; strategy or negotiations with respect to collective bargaining; an administrative or staff meeting; and communication limited to notice of meetings of the Authority or the agendas thereof. A quorum of the members of the Board who are present at any event which has been noticed and conducted as a meeting of another public agency under the provisions of the Freedom of Information Act shall not be deemed to be holding a meeting of the Board as a result of their presence at such event.

“Executive Session” shall carry the same meaning as set forth in Subdivision (6) of Section 1-200 of the C.G.S.

Section 11. Passage of a Resolution. Any action taken by the Authority must be authorized by resolution approved by a majority of the members of the Board present at any meeting in which a quorum is present, which resolution shall take effect immediately, except where the law or these By-Laws require approval by more than majority vote.

Section 12. Manner of Voting. The voting on all questions at meetings of the Authority shall be by voice vote and the yeas and nays shall be entered upon the minutes of such meeting. At the request of any member, a roll call vote must be initiated by the Chairperson and each member shall be polled individually on the item at issue. In the event that any member of the Board shall abstain from voting on any question, such abstention and the reason therefor shall be entered into the minutes of such meeting.

Section 13. Approval of Actions Concerning Bond Issues without a Meeting. After approval of issuance of a Bond authorization by the Board, the Board may delegate to the Chairperson, the Vice-Chairperson, the Executive Director or to any of the Officers of the Authority by resolution, the power to fix the date of sale of bonds, to receive bids or proposals, to award and sell bonds, and to take all other necessary action to effectuate the Bond issuance.

Section 14. Certifications. Each member of the Board and each Officer of the Authority is authorized to certify, when required, the records, proceedings, documents or resolutions of the Authority and to affix the seal of the Authority to all contracts, documents and instruments to be executed by the Authority.

Section 15. Power of Delegation. The Board of Directors of the Authority may delegate by resolution to eight or more members such powers and duties as it may deem necessary and proper.

Section 16. Participation of Members in Meetings by Electronic Means. Members of the Board of Directors may participate in any meeting of the Board by means of conference telephone or similar communications equipment enabling all persons participating in the meeting to hear each other, and such participation shall constitute presence in person at the meeting.

Section 17. Conduct of Meetings. The rules contained in the current edition of Robert's Rules of Order shall govern all proceedings at the Board, except where such rules are inconsistent with these By-Laws.

ARTICLE IV **FISCAL YEAR**

The fiscal year of the Authority shall commence July 1 of each calendar year and conclude June 30 of the following calendar year.

ARTICLE V **AMENDMENTS TO BY-LAWS**

The By-Laws may be amended by resolution duly adopted at any properly noticed meeting of the Board. In the event the By-Laws are amended, the Board shall direct the Executive Director to update the By-Laws and distribute them to each member of the Board and make such By-Laws available publicly, including publication on the Authority's website, if applicable.

ARTICLE VI **SUSPENSION OF BY-LAWS**

Any and all provisions of the By-Laws, except those which may not be suspended under relevant Connecticut law, may be suspended upon the affirmative vote of two-thirds of the members of the Board present and voting at any meeting of the Authority.

ARTICLE VII **INDEMNIFICATION**

Section 1. Indemnification. The Authority shall indemnify present or past directors, officers, employees or agents of the Authority to the extent allowed by and in accordance with indemnification provisions applicable to quasi-public agencies in the State. The Authority shall, except to the extent prohibited by law, indemnify any director, officer, employee or agent of the Authority who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, administrative or investigative (other than an action by or in the right of the Authority) by reason of the fact that such person is or was a director or an officer, employee or agent of the Authority, or is or was serving at the request of the Authority as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding consistent with the standards set forth in C.G.S. Section 1125 and Section 5-141d(a), as appropriate.

Section 2. Expenses. To the extent that a director or officer has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 hereof, or in defense of any claim, issue or matter therein, such director or officer shall be indemnified against expenses (including reasonable attorneys' fees) actually and reasonably incurred by the person in connection therewith.

Section 3. Indemnification Automatic. Any indemnification under Section 1 of this Article shall be made automatically by the Authority except in the specific case upon a determination that indemnification of the director, officer or employee is not proper in the circumstances because such person has not met the applicable standard of conduct as set forth herein. Any such determination shall be made by the Board.

Section 4. Insurance. The Authority shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Authority, or is or was serving at the request of the Authority as a director, officer, employee or agent of another corporation, partnership joint venture, trust or other enterprise against any liability asserted against the person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Authority would have the power to indemnify such person against such liability under the provisions of this Article.

Section 5. Other Definitions. For purposes of this Article, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to any employee benefit plan; and references to "serving at the request of the Authority" shall include any service as a director, officer, employee or agent of the Authority which imposes duties on, or involves services by, such director, officer, employee, or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner such person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Authority" as referred to in this section.

Section 6. Continuation. The indemnification and advancement of expenses provided by, or granted pursuant to, this section shall, unless a different determination is otherwise made when the indemnification is authorized or ratified, continue as to 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.

ARTICLE VIII **CONFLICTS OF INTEREST**

Public confidence in the recommendations and other actions of the Board requires that Board members avoid both actual conflicts of interest and the appearance of a conflict of interest. Some Board members may have outside business or professional interests relating to the Authority's statutory mission. Such outside business or professional interests shall not be considered a conflict of interest, provided that a Board member shall not participate in any deliberation or vote, and shall not take other affirmative action as a Board member, with respect to a matter in which such Board member has an interest which is in substantial conflict with the proper discharge of the duties and responsibilities of membership of the Board. The determination of whether a Board member has an interest which is in substantial conflict with the duties and responsibilities of membership on the Board shall be made in the manner provided in Section 1-85 of the C.G.S. for conflicting interests of public officials. The existence and nature of any potential conflict of interest shall be promptly disclosed to the Board and otherwise as may be required by Section 1-86 of the C.G.S.

With respect to potential conflicts of interest, as defined in Section 1-86(a) of the C.G.S. and pursuant to Section 1-81-30(c) of the Regulations of Connecticut State Agencies, the member shall either: (1) excuse himself or herself from participation in any deliberation or vote on the matter and may not otherwise take any affirmative action on the matter; or (2) shall prepare a written statement under penalty of false statement describing the matter requiring action and the nature of the potential conflict and explaining why, despite the potential conflict, such member is able to vote and otherwise participate fairly, objectively, and in the public interest, and shall deliver a copy of such statement to the Office of State Ethics and shall enter a copy of the statement in the minutes of the Board.

In addition to the steps above, a conflicted or potentially conflicted Board member:

1. Is strongly encouraged to leave the room during discussion and vote on the matter at hand;
2. Shall not participate in such discussion and vote; and
3. Shall not have access to non-public confidential information regarding the matter at hand.