

**AMENDED AND RESTATED BYLAWS**  
**OF**  
**CENTRAL CONNECTICUT PARALEGAL ASSOCIATION, INC.**

ARTICLE I

Name and Office

1. The name of the corporation shall be Central Connecticut Paralegal Association, Inc. (the "Corporation").
2. The principal office of the Corporation shall be at such place in the State of Connecticut as the Board of Directors shall from time to time designate.

ARTICLE II

Purposes; Nonprofit Corporation

1. Purposes. The Corporation is organized and shall be operated to promote the common business interest of persons engaged in the paralegal profession within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (herein called the "Code" and referred to by Section reference). The Corporation shall promote such common business interest through activities that include, but are not limited to: offering continuing legal education to paralegals; evaluating and defining the paralegal roles in various sectors delivering legal services and educating both employers and consumers to these roles; maintaining mutually beneficial working relationships with local, state and national bar associations and other paralegal associations; and maintaining academic relationships with state-accredited educational institutions offering legal education programs and/or continuing legal education courses for paralegals throughout the State of Connecticut. In furtherance of the foregoing activities and purposes, but subject to any restrictions contained in the Certificate of Incorporation, the Corporation may engage in any lawful act or activity for which corporations may be formed under the Connecticut Revised Nonstock Corporation Act, as amended (the "Act").

2. Nonprofit.

(a) This Corporation is a nonprofit corporation organized exclusively for the purposes for which a corporation may be formed under the Act and not for pecuniary profit or financial gain. The Corporation shall not have or issue shares of stock or pay any dividends.

(b) No part of the earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid and expenses reimbursed for services rendered to or for the Corporation in effecting one or more of its stated purposes) and no member, director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

## ARTICLE III

### Membership

1. Membership Requirements. Membership shall be contingent upon completion of a membership application and upon payment of annual dues or other accounts payable, which may be fixed from time to time by the Board of Directors, and shall be subject to the approval of the Board of Directors.

2. Classes; Rights. The classes, rights, privileges, qualifications, obligations, and manner of election or appointment of the members of the Corporation are as follows:

(a) The Corporation shall have four (4) classes of members, namely:

(i) Voting Member. Any person employed as a working paralegal, or in a position with duties comparable to those of a paralegal, shall be eligible to become a Voting Member. Each Voting Member in good standing shall be included in determining the presence of a quorum and shall be entitled to one (1) vote upon each matter submitted to the members for action, and shall be eligible for election as an officer or director of the Corporation.

(ii) Student Member. Any person enrolled in a formal paralegal training program shall be eligible to become a Student Member. A Student Member shall not be included in determining the presence of a quorum and shall not be entitled to vote upon any matter submitted to the members for action.

(iii) Sustaining Member. Any state-accredited educational institution which offers a legal education program and/or continuing legal education courses shall be eligible to become a Sustaining Member. A Sustaining Member shall not be included in determining the presence of a quorum and shall not be entitled to vote upon any matter submitted to the members for action.

(iv) Affiliate Member. Any person who:

(1) has been employed as a paralegal but who is not so employed as a paralegal at the time of application for membership; or

(2) has completed a formal course of paralegal study but who is not employed as a paralegal at the time of application for membership; or

(3) has been a Voting Member but who is not employed as a paralegal or in a position with duties similar to those of a paralegal at the time of the annual renewal of membership,

shall be eligible to become an Affiliate Member. Upon satisfaction of the requirements for a Voting Member and the approval of the Board of Directors, an Affiliate Member may become a Voting Member. Affiliate Members shall not be included in determining the presence of a quorum and shall not be entitled to vote on any matter submitted to the members for action.

(b) Any person or state-accredited educational institution, meeting the membership criteria described above shall be admitted to membership in the Corporation upon approval of the Board of Directors and compliance with the membership requirements set forth in these bylaws.

3. Dues. The Corporation may levy dues and assessments upon all members of the Corporation. The Board of Directors shall have the authority to set the amount of dues and assessments for all members and to modify the same from time to time.

4. Membership Standing. A member in good standing shall be in compliance with the Bylaws of the Corporation and shall not be in default in the payment of dues or other accounts payable.

5. Member Conduct. No member shall place himself or herself in a position which would give the appearance of representing the Corporation or imply that the Corporation endorses a particular product, service or issue without the express endorsement or permission of the Board of Directors. All members are expected to read and abide by the Corporation's Code of Ethics.

6. Transferability; Expulsion. Membership in the Corporation shall be nontransferable, and may be terminated by voluntary withdrawal or expulsion. A member who is not in good standing and whose continuing membership would be inimical to the best interests of the Corporation may be expelled by the affirmative vote of a majority of the directors of the Corporation present at a meeting at which a quorum is present. The member who is the subject of the expulsion shall be notified prior to such meeting of the intention to vote on the proposed expulsion, and shall be entitled to address the matter, in person, at such meeting.

## ARTICLE IV

### Meetings of Members

1. Place of Meetings. All meetings of the members shall be held at a place to be designated in the Notice of Meeting.

2. Annual Meetings.

(a) The Annual Meeting of the members shall be held in May at such time and on such date as shall be designated by the Board of Directors. At each annual meeting of the members of the Corporation, the Voting Members shall elect the officers and directors of the Corporation to hold office for the following membership year. At each Annual Meeting, the members may conduct such other business as may be brought before the meeting. If the Annual Meeting for the election of officers and directors is not held as herein prescribed, the election of officers and directors may be held at any meeting thereafter called pursuant to these Bylaws or otherwise lawfully held.

(b) Voting Members in good standing who are not present in person at the Annual Meeting may vote on the election of officers and directors by proxy or written ballot mailed to the Corporation prior to the date of the Annual Meeting.

3. Special Meetings. Special meetings of the members shall be called by the President whenever such meetings shall be necessary, or by the President or another officer on the written request of at least three (3) members of the Board of Directors or of at least ten (10) Voting Members in good standing, filed with the Secretary, which request shall state the purpose for which the special meeting is requested. If the President or another officer does not call such a special meeting within fifteen (15) days after receipt of such a request, the directors or members who submitted the request may call the special meeting.

4. Regular Meetings. Regular Meetings of the members may be held at the discretion of the Board of Directors, but there shall be no fewer than four (4) Regular Meetings each year.

5. Notice of Meetings. Written notice of each meeting of the members shall be given by or at the direction of the President, the Secretary, the Board of Directors, or the members calling the meeting to each member by sending such notice to the member's preferred mailing address as shown on the list of members, postage prepaid, not fewer than ten (10) days nor more than sixty (60) days before the date of the meeting. Each notice of a meeting of members shall state the place, day and hour of meeting. The general purposes for which a special meeting is called shall be stated in the notice thereof.

6. Quorum. The Voting Members in good standing who are present in person or by proxy shall constitute a quorum for the transaction of business at any meeting of the members. A majority of the members present at any meeting may adjourn the meeting from time to time, whether or not they constitute a quorum, and any business which could have been transacted at any meeting may be transacted at any adjournment thereof without the necessity of new notice of the adjourned meeting.

7. Voting; Act of Members. Each Voting Member shall be entitled to one (1) vote, cast in person or by proxy or mail ballot, on any matter submitted to the members of the Corporation for a vote. The act of a majority of the Voting Members present in person or by proxy at any meeting of members duly held and the act of a majority of the Voting Members casting mail ballots in the case of a mail vote shall be the act of the members of the Corporation, unless a greater proportion is required by law or by the Corporation's Certificate of Incorporation. Whenever the vote of Voting Members is required or permitted, such action may be taken without a meeting by the written consent setting forth the action signed by all the Voting Members entitled to vote.

## ARTICLE V

### Board of Directors

1. Powers. All corporate powers shall be exercised by or under the authority of, and the activities, property and affairs of the Corporation shall be managed by or under the authority of its Board of Directors, subject to the provisions of the Corporation's Certificate of Incorporation and these Bylaws and of the laws of the State of Connecticut and of the United States of America.

2. Qualification. Only a Voting Member in good standing shall be eligible to serve as a director of the Corporation.

3. Number; Election. The Board of Directors shall be composed of two designations of directors, the Ex-Officio Directors and the Elected Directors, as follows:

(a) Ex-Officio Directors. The persons who are the President, Executive Vice President, Secretary, Treasurer, Vice President - NFPA Primary Representative, Vice President - NFPA Secondary Representative, and Immediate Past President, shall be the Ex-Officio members of the Board of Directors while holding such offices. Such Ex-Officio Directors shall be counted in determining the presence of a quorum for the transaction of business at meetings of the Board of Directors.

(b) Elected Directors. In addition to the Ex-Officio Directors provided for under subsection (a) above, the Corporation shall have not less than six (6) nor more than twelve (12) Elected Directors, who shall be elected by the Voting Members each year at the Annual Meeting of the Members. Each Elected Director shall serve as the chair of a Standing Committee of the Board.

4. Term of Office. The directors shall hold office for the membership year following their election and until their successors shall be chosen and qualified in their stead, except a director removed from office pursuant to Article VIII, who shall, immediately upon his or her removal, cease all functions for and representation on behalf of the Corporation. No

director shall serve in the same position, i.e., as chair of the same Standing Committee, for more than five (5) consecutive one-year terms. Notwithstanding anything herein to the contrary, no person shall be precluded from serving in other positions on the Board of Directors or as an officer of the Corporation by virtue of having served for multiple consecutive years in one position.

5. Resignation. Any director of the Corporation may resign at any time by giving written notice to the President or to the Board of Directors of the Corporation. Such resignation shall take effect at the time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any director who fails to attend three (3) or more consecutive regular meetings of the Board of Directors shall, upon the affirmative vote of a majority of the directors present at a meeting of the Board of Directors at which a quorum is present, be deemed to have resigned as a director. Notwithstanding the provisions of this section, the Board of Directors may, where good cause is shown, waive the mandatory resignation of a director for failure to attend three (3) or more consecutive regular meetings of the Board.

6. Removal. Any director may be removed from the Board of Directors with or without cause as provided in Article VIII of these Bylaws.

7. Vacancy. In the event a director ceases to be in office for any reason whatsoever during the term of office, the remaining directors in office shall appoint, by majority vote, a successor to fill the vacancy caused thereby for the remainder of the term of office until the next Annual Meeting of the members of the Corporation held for the purpose of electing directors.

8. Voting. The Elected Directors and the Ex-Officio Directors shall each be entitled to one (1) vote on each matter coming before the Board of Directors.

9. Meetings, Notice. The Board of Directors may hold its meetings, regular or special, at such time and place as it may from time to time determine or as shall be specified or fixed in the notice or waiver of notice thereof.

(a) Regular meetings may be scheduled in advance by resolution at a preceding meeting, and in such case no further notice of such regularly scheduled meeting need be furnished.

(b) Special meetings of the directors may be called by the President or by any three (3) directors. In such case at least two (2) days' written or oral notice shall be given to each director, except as otherwise specifically stated herein. A general description of the business to be transacted and the specific purpose of any special meeting must be specified in any notice or waiver of notice of such meeting.

10. Quorum; Adjournment. A majority of the directors in office at the time of a meeting of the Board of Directors shall constitute a quorum for the transaction of business at such meeting. Any meeting of the Board of Directors may be adjourned from time to time by a

majority vote of the directors present at such meeting. In the absence of a quorum for any such meeting, a majority of the directors present thereat may adjourn such meeting to another time and place until a quorum shall be present. Notice of any adjourned meeting need not be given unless the meeting shall have been adjourned for more than three days.

11. Waiver of Notice. Except with regard to the removal of a director, waiver of any required notice of any meeting of the directors shall be deemed effective if executed by all the directors either before or after the meeting. Any director present at a meeting of the directors who does not protest prior to or at the commencement of the meeting the lack of proper notice shall be deemed to have waived notice of such meeting.

12. Manner of Acting. The act of a majority of the directors present at any meeting at which a quorum is present at the time of the act shall be the act of the entire Board of Directors unless the act of a greater number is required by law or by the Corporation's Certificate of Incorporation or these Bylaws. If all the directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, such action shall be the act of the Board of Directors with the same force and effect as though it had been authorized at a duly called meeting of the Board, and such written consent shall be recorded by the Secretary in the minute book of the Corporation with the proceedings of the Board of Directors' meetings. One (1) or more directors may participate in a meeting of the Board by use of a conference telephone or similar communications equipment which allows all persons participating in the meeting to simultaneously hear each other and to communicate with one another.

## ARTICLE VI

### Officers

1. Number and Qualifications. The officers of the Corporation shall be a President, an Executive Vice President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers, if any, as the Board of Directors may from time to time deem necessary. To the extent permitted by law, one (1) person may hold more than one office in the Corporation. Only a Voting Member in good standing is eligible to serve as an officer of the Corporation.

2. President. The President shall: preside at all meetings of the members and of the Board of Directors; have general supervision of the affairs of the Corporation; keep the Board of Directors fully informed; and act as a liaison and spokesperson for the Corporation on matters referred to the Corporation; see that all orders and resolutions of the Board of Directors and of committees of the Board of Directors are carried into effect; have power to sign alone, unless the Board of Directors shall specifically require an additional signature, in the name of the Corporation all contracts, agreements or other formal instruments authorized either generally or specifically by the Board; and perform such other duties incident to the office of President or as may from time to time be assigned by the Board of Directors.

3. Executive Vice President. The Executive Vice President shall: assist the President in the area of policy and supervise standing and ad hoc committees concerned with policy and special matters; act as advisor to all committees and freely consult with them concerning the activities of the Corporation; at the request of the President, or in case of his or her absence or inability to act, perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President; and have such powers and duties as may be assigned from time to time by the Board of Directors or the President.

4. Vice Presidents. There shall be two (2) Vice Presidents: the Primary and Secondary Representatives of the National Federation of Paralegal Associations, Inc. ("NFPA"). The Vice President – NFPA Primary Representative and the Vice President – NFPA Secondary Representative shall: act as the liaisons between the Corporation and NFPA; attend such national or regional NFPA meetings as the Board of Directors shall direct; report to the members on matters of national importance to the profession with due diligence; and have such additional powers and duties as may be assigned from time to time by the Board of Directors. In the event either position remains vacant upon the conclusion of the Annual Meeting for the election of officers and directors, the newly-elected officers and directors shall, by majority vote, fill the vacancy as soon after the Annual Meeting as is practicable.

5. Secretary. The Secretary shall: record the minutes of all meetings of the members and the Board of Directors; keep the minutes of all such meetings in the corporate minute books; attend to the giving and serving of all notices of the Corporation; be the custodian of the corporate records and of the seal of the Corporation; perform all the duties customarily incident to the office of Secretary, subject to the control of the Board of Directors; and perform such other duties as shall from time to time be assigned by the Board of Directors.

6. Treasurer. The Treasurer shall: have charge and custody of and be responsible for all funds and securities of the Corporation; keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation; deposit all monies and other valuable effects of the Corporation in such banks or depositories as the Board of Directors may designate; render a statement of all his or her transactions as Treasurer and an account of the financial condition of the Corporation whenever required by the Board of Directors; exhibit at all reasonable times books and accounts to any officer or director of the Corporation; oversee the preparation and filing of state and federal tax returns as required; perform all duties incident to the position of Treasurer subject to the control of the Board of Directors; and give such security for the faithful performance of his or her duties as required by the Board of Directors; and perform such other duties as shall from time to time be assigned by the Board of Directors. It shall be the Treasurer's duty to prepare a budget, with the President's assistance, at the beginning of the fiscal year detailing an estimated budget for each office and committee for that fiscal year, which budget shall be presented at the first Board meeting in the fiscal year.

7. Immediate Past President. The individual who served as the Corporation's President for the membership year immediately preceding the current membership year shall serve in the capacity of Immediate Past President. This person shall be an Ex-Officio Director during the term of the membership year immediately following his or her term as President, and

will act as an advisor to the current President of the Corporation and to the Board of Directors as necessary. In the event of a tie vote by the directors, the Immediate Past President shall cast the deciding vote.

8. Other Agents. The Board of Directors may, from time to time, appoint such agents as it shall deem necessary or advisable for the efficient operation of the Corporation's affairs, each of whom shall hold office for such period, have such authority and perform such duties as the Board of Directors may from time to time determine.

9. Election and Term of Office. The officers of the Corporation shall be elected annually by the Voting Members at their Annual Meeting held in accordance with Article IV. The persons who are elected as officers shall serve as Ex-Officio Directors of the Corporation while holding such offices. Unless otherwise provided in a resolution electing an officer, his or her term of office shall extend to and expire at the end of the membership year for which he or she was elected, or until his or her death, or until he or she shall have resigned or shall have been removed as provided in these Bylaws. No officer shall serve in the same office position for more than five (5) consecutive one-year terms. Notwithstanding anything herein to the contrary, no person shall be precluded from serving in other positions on the Board of Directors or as an officer of the Corporation by virtue of having served for multiple consecutive years in one position.

10. Resignations. Any officer may resign his or her office at any time by giving written notice thereof to the President of the Corporation or to the Board of Directors. Such resignation shall take effect at the time specified therein, or if no time is specified therein, at the time of the receipt thereof, and the acceptance thereof shall not be necessary to make it effective.

11. Removal of Officers. Irrespective of term of office, any officer of the Corporation may be removed from office with or without cause at any time as provided in Article VIII of these Bylaws.

12. Vacancies. Except as otherwise provided in these Bylaws, if the office of the President, Executive Vice President, any Vice President, the Treasurer, the Secretary or any other officer appointed by the Board becomes vacant due to death, resignation or removal, the vacancy may be filled for the unexpired term thereof by the Board of Directors.

## ARTICLE VII

### Committees of the Board of Directors

1. Committees. The Board of Directors may appoint such standing committees and ad hoc committees of directors and/or members as it deems advisable and shall prescribe the duties and functions thereof, subject to the provisions of these Bylaws. Each committee shall keep a record of its proceedings and shall report to the Board of Directors as requested.

Members of a committee may be removed at any time by the vote of a majority of the directors present at a meeting of the Board at which a quorum is present. Committees shall have and may exercise all such authority of the Board as shall be provided in these Bylaws or in any resolutions of appointment, except that no such committee shall have any power or authority as to the following:

- (a) the filling of vacancies in the Board of Directors or any of its committees;
- (b) the amendment of the Certificate of Incorporation;
- (c) the adoption, amendment or repeal of the Bylaws;
- (d) the amendment or repeal of any resolution of the Board;
- (e) the approval of a plan of merger, a sale, lease, exchange or other disposition of all of substantially all of the property of the Corporation or of a proposal to dissolve the Corporation; or
- (f) action on matters committed by the Bylaws or resolution of the Board of Directors to another committee of the Board.

2. Standing Committees. There shall be six (6) Standing Committees whose chairpersons shall be those directors elected by the Voting Members at the Annual Meeting of the members. There shall be only one chairperson of each Standing Committee, and the chair of each Standing Committee shall be an Elected Director of the Corporation. The Standing Committees are as follows:

(a) Charter and Bylaws Committee. The Charter and Bylaws Committee shall be responsible for periodically reviewing the Certificate of Incorporation and Bylaws of the Corporation and making recommendations for changes to the Board of Directors. The chair of the Charter and Bylaws Committee shall be responsible for: periodically reviewing the Treasurer's accounts and records, archiving the Corporation's old records and files and keeping track thereof, and acting as a parliamentarian for meetings of the members and the Board of Directors.

(b) Program Committee. The Program Committee shall be responsible for planning and organizing general membership meetings and for giving notice thereof. The committee shall also be responsible for notifying members about upcoming events of interest to the membership.

(c) Membership Committee. The Membership Committee shall be responsible for establishing membership guidelines and criteria; responding to inquiries regarding membership; mailing membership applications and renewal notices; maintaining current membership lists; recruiting new members from the professional community and training programs; interacting with outside groups which require

membership information from the Corporation; and working with other organizations nationwide to determine qualifications for membership.

(d) Newsletter Committee. The Newsletter Committee shall be responsible for collecting data and articles and for coordinating and preparing the Corporation's newsletter for distribution to its members.

(e) Student Liaison Committee. The Student Liaison Committee shall be responsible for maintaining and fostering open contact with institutions offering paralegal programs primarily within the State of Connecticut. The committee shall also be responsible for establishing and maintaining contact with student programs outside the State of Connecticut, and serving as an information clearinghouse for students.

(f) Continuing Legal Education Committee. The Continuing Legal Education Committee shall be responsible for coordinating all seminars and continuing legal education functions sponsored by the Corporation.

3. Ad Hoc Committees. There may be ad hoc committees appointed by the Board of Directors when necessary, with the responsibility of the committee to be as set forth in these Bylaws or in the resolution of appointment. A chairperson of an ad hoc committee must be a Voting Member of the Corporation, but is not a director and is not entitled to vote on actions brought before the directors at meetings or by written consent. The ad hoc committees may include, but are not limited to, the following:

(a) Job Bank Committee. The Job Bank Committee, if such committee is appointed by the Board, shall be responsible for developing and maintaining listings of employment opportunities for paralegals within the State of Connecticut and for developing and maintaining good relationships with prospective employers.

(b) Public Relations Committee. The Public Relations Committee, if such committee is appointed by the Board, shall be responsible for contacting the news media where appropriate for publication of the Corporation's events. The committee shall act as an information network for prospective and existing members.

(c) Bar Association Liaison Committee. The Bar Association Liaison Committee, if such committee is appointed by the Board, shall be responsible for working closely with the Connecticut Bar Association, local and speciality bar associations to foster a continuing relationship between members of those bar associations and members of the Corporation. The committee members focus on areas in which the bar associations and the Corporation have mutual interests, by offering assistance and support in such areas to the bar associations.

(d) Scholarship Committee. The Scholarship Committee, if such committee is appointed by the Board, shall be responsible for awarding one or more scholarships annually to students who fulfill the requirements set forth by the Board of Directors.

The committee sends out scholarship applications to all the colleges in Connecticut that offer paralegal programs and then chooses an outstanding student from the submitted applications.

(e) Connecticut Alliance Committee. The members of this Committee, if such committee is appointed by the Board, shall be responsible for representing the Corporation as a member of the Connecticut Alliance of Paralegal Associations ("CAPA"). CAPA is comprised of three of the paralegal associations in Connecticut which are members of NFPA: the Corporation, Connecticut Association of Paralegals, Inc., and New Haven County Association of Paralegals, Inc.. CAPA was formed as a vehicle by which all Connecticut NFPA member associations could share information by networking, discussing statewide issues, conducting statewide meetings and/or seminars, sharing job bank information and acting as a cohesive group on issues affecting paralegals in the State of Connecticut.

(f) Pro Bono Committee. The Pro Bono Committee, if such committee is appointed by the Board, shall be responsible for coordinating programs whereby volunteer paralegals can assist attorneys and/or legal assistance agencies in the area of pro bono cases and programs; and acting as a clearinghouse for information relating to pro bono opportunities for members of the Corporation.

(g) NFPA National Affairs Committee. The NFPA National Affairs Committee will be co-chaired by the Vice President - NFPA Primary Representative and the Vice President - NFPA Secondary Representative who have been elected by the Voting Members. This committee shall be responsible for reviewing, discussing and commenting on materials received from NFPA and other member associations, and for disseminating information from NFPA and other sources to the Board of Directors and the membership. The committee members shall assist the NFPA Primary and Secondary Representatives in preparing for NFPA's Policy Meetings by providing input and recommendations on agenda topics for those meetings.

(h) Mentor Program Committee. The Mentor Program Committee, if such committee is appointed by the Board, shall be responsible for matching students in paralegal studies, paralegals changing practice areas or paralegals who are new to the community with an experienced practicing member of the Corporation who is willing to be a resource and make an affirmative effort to get the newcomer oriented to the legal environment.

(i) Nominating Committee. There shall be an ad hoc Nominating Committee appointed by the Board of Directors annually for the purpose of presenting to the Voting Members of the Corporation at the Annual Meeting of the members a slate of nominees for election as officers and directors.

(1) The Nominating Committee shall consist of at least two (2) Voting Members of the Corporation. One (1) member of the committee shall have been a Voting Member of the Corporation for at least two (2) full years.

(2) The members of the committee shall be approved by a vote of a majority of the directors present at a meeting of the Board at which a quorum is present.

(3) No member of the committee shall be a candidate for any elective position as an officer or director.

(4) Only an individual who has been a Voting Member of the Corporation in good standing for a minimum of one (1) full year is eligible for election as an officer or director.

(5) If, in the nominating process, the committee should have questions or for any reason should reach a stalemate, the committee shall immediately approach the Board of Directors for assistance in resolving the question or stalemate.

(6) In the event no willing candidates for an elective office are obtained via nominations received from the members, the committee shall solicit candidates at its own discretion.

(7) The committee must submit to the members of the Corporation the names of all eligible members who have expressed a willingness to run for elective office.

## ARTICLE VIII

### Removal of Officers or Directors

1. Removal for Cause. Any officer, director or agent of the Corporation, whether elected by the Voting Members or appointed by the Board of Directors, may be removed by the Board of Directors for cause. Any substantial or material violation of these Bylaws shall constitute cause.

2. Procedure for Removal.

(a) Written notification of any violation of the Bylaws shall be signed by a minimum of two (2) directors and mailed to the individual in question via certified mail, return receipt requested. Fourteen (14) days shall be granted to the individual in question to address the violation or offer his or her plan to cure the violation.

(b) Written notification to the entire membership of the proposed removal of any officer or director of the Corporation shall be required in a form separate and distinct from any other membership mailing, and shall be mailed to (i) members by regular mail and (ii) to directors by certified mail, return receipt requested, not less than fourteen (14) days prior to any meeting of the Board of Directors at which the removal of the officer or director is to be voted upon, regardless of whether such a vote is taken at a regular or special meeting of the Board of Directors.

(c) Upon reasonable request and for reasonable cause, the individual subject to removal may negotiate the rescheduling of said meeting, in which event the entire membership shall be renotified not less than seven (7) days prior to any meeting at which the removal of the officer or director is to be voted upon.

(d) Any officer or director of the Corporation subject to removal from office shall be given an opportunity to be present and to be heard at the meeting at which his or her removal is considered, which meeting shall be duly noticed under Article V Section 9. Should that individual choose not to appear, the individual will be deemed to have waived any and all rights to be heard in connection with the question of said removal.

(e) Any and all members in attendance at such a meeting for the removal of an officer or director shall be heard with respect to the removal of said officer or director.

(f) A quorum, as defined in Article V Section 10, is required at such a meeting of the Board at which the removal of an officer or director is to be voted on. Each director must vote in accordance with his or her understanding of the facts as they relate to the Certificate of Incorporation and Bylaws and with consideration given to comments by any members in attendance. An affirmative vote by two-thirds (2/3) of the directors present is required to remove the officer or director.

## ARTICLE IX

### Contracts, Checks, Bank Accounts, Investments, Etc.

1. Checks, Notes, Contracts, Etc. The Board of Directors is authorized to select such depositories as it shall deem proper for the funds of the Corporation and shall determine who shall be authorized in the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.

2. Investments. To the extent permitted by the laws of the State of Connecticut, the funds of the Corporation may be retained in whole or in part in cash or be invested or reinvested from time to time as the Board of Directors in its discretion may deem advisable, or in lieu of any action by the Board, as the Treasurer may select.

3. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

## ARTICLE X

### Corporate Records, Financial Statements and Seal

1. Corporate Records. The Corporation shall keep at its principal place of business a copy of its Certificate of Incorporation and any amendments thereto, an original or a copy of the minutes of the meetings of the members, the Board of Directors and any committees of the Board; and its Bylaws, including all amendments thereto, correct books of account of the activities and transactions of the Corporation, as well as a list or record containing the names and addresses of all members.

2. Financial Statements. At intervals of not more than twelve (12) months, the Corporation shall prepare a balance sheet showing its financial condition as of a date not more than four months prior thereto and a statement of receipts and disbursements respecting its operations for the twelve (12) months preceding such date. The balance sheet and statement shall be deposited at the principal office of the Corporation and be kept for at least ten (10) years from such date, either at the principal office of the Corporation or with its archive records.

3. Corporate Seal. The seal of the Corporation shall be circular in form and shall bear the name of the Corporation and the words and figures showing that it was incorporated in the State of Connecticut in the year 1982.

## ARTICLE XI

### Fiscal Year

The fiscal year of the Corporation shall commence on the 1st day of July in each year.

## ARTICLE XII

### Amendments, Interpretation of Bylaws

1. Amendment by Members. These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the Voting Members of the Corporation present and voting at any meeting of the members at which a quorum is present for which written notice of the meeting setting forth the proposed amendment has been furnished to each member not less than ten (10) days before the meeting, provided that such amendment shall be proposed by the Board of Directors or by the signed petition of twenty-five (25) Voting Members.

2. Amendment by Directors. These Bylaws may also be altered, amended or repealed at any time by the affirmative vote of a majority of the directors at any regular or special meeting of directors for which a written notice of the meeting setting forth the proposed amendment has been furnished to each director not less than seven (7) days before the meeting, subject to approval by the affirmative vote of two-thirds (2/3) of the members of the Corporation present and voting at the next meeting of the members at which a quorum is present for which similar notice has been furnished to each member. If such approval is not obtained at the next meeting of members, said amendment by the Board of Directors shall be considered repealed and of no further force or effect from and after the date of such meeting of members, and the Bylaws in effect before such amendment by the directors shall thereupon be effective.

3. Interpretation of Bylaws. In the absence of specific direction in these Bylaws, all matters with regard to membership, membership meetings and board meetings shall be guided by Roberts Rules of Order, current edition.

## ARTICLE XIII

### INDEMNIFICATION, CONFLICT OF INTEREST

1. Indemnification. The Corporation shall indemnify, to the full extent authorized or permitted by the Act and as provided in the Certificate of Incorporation, any person 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, criminal, administrative or investigative (other than an action by or in the name of the Corporation), by reason of the fact that he or she is or was a representative of the Corporation or is or was serving at the request of the Corporation. This indemnification is not exclusive of any other rights to which such person may be entitled under any agreement, vote of the disinterested directors or otherwise.

2. Conflict of Interest. Any officer, director or agent of the Corporation who may derive any profit or gain, directly or indirectly, by reason of serving in such office or on the Board of Directors, or for services to the Corporation shall disclose such interest to the Corporation and will refrain from participating in any decision on such matters. The person shall also disclose any known significant reason(s) why the transaction(s) might not be in the best interest of the Corporation. The person's abstention from the vote and the reason for it will be recorded in the minutes of any meeting at which such matters are discussed.

## ARTICLE XIV

### EXECUTION OF CONTRACTS; COMPENSATION FOR SERVICES

1. Execution of Contracts. The Board of Directors may authorize any officer, director or agent to enter into any contract or execute any instrument in the name of, and on behalf of, the Corporation, and such authority may be general or limited to specified instances. No officer, director or agent shall have any power or authority to bind or obligate the Corporation by any commitment, contract or engagement, or to pledge its credit or render it liable for any purpose or in any amount unless duly authorized by the Board of Directors.

2. Compensation for Services. The Corporation may pay compensation to any person (except a government official), even if such person is also a director or officer of the Corporation, for personal services (including, but not limited to, education, artistic, legal, clerical, and investment management services) which are reasonable and necessary to carry out the purposes of the Corporation, and may reimburse any such person for expenses incurred in connection with the rendition of such services, provided that the amount of such compensation or reimbursement is not excessive. The Board of Directors shall determine the amount of compensation or reimbursement that shall be paid.