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**CONNECTICUT URBAN FOREST COUCIL, INC.**

**BYLAWS**

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**ARTICLE I**  
***NAME***

The name of the Corporation shall be the Connecticut Urban Forest Council, Inc.

**ARTICLE II**  
***OFFICE***

**Section 1 – *Office***

The principal office of the Corporation in the State of Connecticut shall be located at the Haddam Extension Center, 1066 Saybrook Road, Haddam, Connecticut, 06438-0070.

**Section 2 – *Change of Address***

The designation of the corporation’s office may be changed by amendment to these Bylaws. The Corporation may change the office from one location to another within the State of Connecticut by noting the changed address and effective date below, and such changes of address shall not be deemed, nor required, an amendment of these Bylaws:

\_\_\_\_\_ Date: \_\_\_\_\_

\_\_\_\_\_ Date: \_\_\_\_\_

\_\_\_\_\_ Date: \_\_\_\_\_

\_\_\_\_\_ Date: \_\_\_\_\_

**ARTICLE III**  
**NONPROFIT PURPOSES**

**Section 1 – *IRS Section 501 (c) (3) Purposes***

The nature of the business to be transacted, or the purposes to be promoted or carried out by the Corporation shall be exclusively charitable and educational within the meaning of Section 501 (c) (3) and Section 170 (c) (2) of the Internal Revenue Code of 1986, as amended, or any corresponding section of any future federal tax code.

**Section 2 – *Specific Purposes***

The specific purposes of the Corporation shall be:

- a) to provide coordination of all parties involved with urban and community forestry matters so as to avoid potential duplication of effort, inefficiency, and conflict;
- b) to advise the State Forester of the Connecticut Department of Environment Protection, and/or that agency's designated representatives, as well as the designated representatives of the University of Connecticut Cooperative Extension System, on how to best advise, assist, educate, and inform others on programs and policies regarding the improvement, preservation, management, and protection of Connecticut's urban and community forest resources; and
- c) to assist the Connecticut State Forester and the University of Connecticut Cooperative Extension System in accomplishing specific objectives as stated in Article III, Section 3.

**Section 3 – *Specific Objectives***

The specific objectives of the Corporation shall be:

- a) to increase the quantity and quality of urban and community forestry programs and projects in Connecticut cities and towns;
- b) to enhance the level of competence of arborists, tree wardens, foresters, community tree volunteers, public workers employees, and other tree maintenance professionals practicing urban and community forestry in Connecticut;
- c) inform community decision makers, legislators, and the public about the essential benefits derived from Connecticut's urban and community forest;
- d) develop policies to promote progressive and appropriate urban and community forestry programs and practices throughout the state; and

- e) to do everything necessary, proper, advisable, or convenient for the accomplishment of the Corporation's specific purpose and to do all other things incidental to them or connected to them that are not forbidden by the Certificate of Incorporation, these Bylaws, the Code, or any other law.

**ARTICLE IV**  
***COUNCILORS AND THE COUNCIL***

**Section 1 – *Numbers***

The Board of Directors (hereinafter referred to as “the Council”) shall serve as the governing body for the Corporation. The Council will have no more than twenty (29) and no less than eight (8) directors (hereinafter referred to as “Councilors”).

**Section 2 – *Qualifications***

A Councilor shall be of the age of majority in the state. In addition, a Councilor of the Corporation shall have demonstrated activity in, knowledge of, and professional service to Connecticut's urban and community forest. The compensation of the Council is dictated as follows:

- a) one Councilor shall be the Connecticut State Forester of the Connecticut Department of Environmental Protection, or a designated representative;
- b) one Councilor shall be the Associate Director of University of Connecticut Cooperative Extension System, or a designated representative;
- c) one Councilor may be Director of the Connecticut Agricultural Experiment Station, or a designated representative;
- d) one Councilor may be the Head of the University of Connecticut, Department of Natural Resources Management and Engineering, or a designated representative;
- e) one Councilor may be the chief executive officer of a statewide forest conservation nonprofit organization, or a designated representative;
- f) one Councilor may be the chief officer of statewide environmental nonprofit organization, or a designated representative;
- g) one Councilor may be a municipal urban forester;
- h) one Councilor may be an active municipal tree warden;
- i) one Councilor may be a utility arborist;

- j) one Councilor may be a licensed arborist;
- k) one Councilor may be a commercial tree nursery operator;
- l) one Councilor may be an arboretum director;
- m) one Councilor may be an urban wildlife biologist;
- n) one Councilor may be a Connecticut Department of Transportation representative responsible for tree care along State roads;
- o) one Councilor may be a student of a university urban and community forestry graduate program;
- p) one Councilor may be a member of a statewide citizen volunteer tree organization;
- q) one Councilor may be a professional landscape architect;
- r) one Councilor may be a professional environmental educator;
- s) one Councilor may be from the University of Connecticut Department of Cooperative Extension System;
- t) one Councilor may be from the Connecticut Department of Environmental Protection Division of Forestry;
- u) one Councilor may be a consulting urban forester; and
- v) eight Councilors may be at-large.

### **Section 3 – Power**

Subject to the provisions of the laws of this state and any limitations in the Certificate of Incorporation and these Bylaws relating to action requires or permitted to be taken or approved by the Councilors of the Corporation, the activities of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Council.

### **Section 4 – Duties**

It shall be the duty of Councilors to:

- (a) perform any and all duties imposed on them collectively or individually by law, by the Certificate of Incorporation, or by these Bylaws;

- (b) appoint and remove, employ and discharge, and except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agent and employees, if any, of the Corporation;
- (c) supervise all officers, agents, and employees, if any, of the Corporation to assure his or her duties are performed properly;
- (d) meet at such times and places as required by these Bylaws;
- (e) register his or her address with the Secretary of the Corporation, and notice of meetings mailed to them at such addresses shall be valid notices thereof.

### **Section 5 – *Term of Office***

Each Councilor shall hold office for a period of two years and until his or her successor qualifies and is elected. The Chair of the council may arrange terms of office for Councilors so that no more than one-half of Councilor terms expire at any regular meeting.

### **Section 6 – *Compensation***

Councilors shall serve without compensation. They may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of his or her duties.

No compensation shall be granted to any Councilor without majority vote of the Council.

### **Section 7 – *Place of Meeting***

Meetings shall be held in a location designated by resolution of the Council.

### **Section 8 – *Regular Meetings***

There shall be five (5) regular meetings of the council and these shall be held on the fourth Tuesday of January, March, May, September, and November.

Councilors shall be elected by the Council and voting for election to the Council may occur at any regular meeting. Voting for election of Councilors shall be by voice vote unless specifically requested by any Councilor, in which instance voting will be conducted by written ballot. Each Councilor shall cast one vote per candidate for each specific Council position, and may vote for as many candidates as the number of candidates to be elected to the Council. The candidates receiving the highest number of votes up to the number of Councilors to be elected shall be elected to serve on the Council.

### **Section 9 – *Special Meetings***

Special meetings of the Corporation may be called by the Chairperson of the Council. Such meetings shall be held at a time and place designated by the Chairperson.

### **Section 10 – *Notice of Meetings***

Unless otherwise provided by the Certificate of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Corporation.

- (a) Regular meetings Written notice of any regular Council meeting must be given to Councilors at least two weeks prior to meeting.
- (b) Special meetings At least one week prior notice shall be given by the Secretary of the Council to each Councilor of each special meeting of the council. Such notice may be written or oral, may be given personally, by first class mail, by telephone, or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.

### **Section 11 – *Quorum for Meetings***

A quorum shall consist of a majority of Councilors, except as otherwise provided under the Certificate of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Council.

### **Section 12 – *Majority Action as Council Action***

Every act or decision done or made by a majority of Councilors present at a meeting duly held at which a quorum is present is the act of the Council, unless the Certificate of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Council.

### **Section 13 – *Conduct of Meetings***

Meetings of Corporation shall be presided over by the Chairperson of the Council, or, in his or her absence, by the Vice Chairperson of the Council, or in the absence of each of these persons, by a Chairperson chosen by a majority of Council members present at the meeting. The Secretary of the council shall act as secretary of all meetings of the Council, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Robert's Rules of Order, insofar as rules are not inconsistent with or conflict with the Certificate of Incorporation, these Bylaws, or with provisions of law.

## **Section 14 – Vacancies, Removal, and Replacement**

Vacancies on the Council shall exist (1) on the death, resignation, or removal of any Councilor, and (2) whenever the number of authorized Councilors is increased.

Any Councilor may resign effective upon written notice to the Chairperson of the Council, unless the notice specifies a later time for the effectiveness of such resignation. No Councilor may resign if the Council would then be left without a duly elected Councilor or Councilors in charge of its affairs, except upon written notice to the office of the Secretary of the State or other appropriate agency of this state.

Any Councilor may be removed from office, with or without cause, and as permitted by and in accordance with the laws of this state, at a regular or special meeting of the Council by such vote as would suffice for his or her election as a Councilor, or upon any other lawful removal from office, or on an order of a court that, by reason of incompetency or any other lawful cause, he or she is no longer a Councilor in office.

Unless otherwise prohibited by the Certificate of Incorporation, these Bylaws or provisions of law, vacancies on the Council may be filled by approval of the Council. If the number of Councilors then in office is less than quorum, a vacancy on the Council may be filled by approval of a majority of Councilors then in service or by a sole remaining Councilor. A person elected to fill a vacancy on the Council shall hold office until the next election of the Council or until his or her death, resignation, or removal from office.

## **Section 15 – Liability of Councilors**

Councilors shall not be personally liable for the debts, liabilities, or other obligations of the Council. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the Corporation, may look only to the funds and property of the Corporation for payment of any such contract or claim, or for the payment of any debts, damages, judgment or decree, or for any money that otherwise become due or payable to them from the Corporation.

The personal liability of a Councilor to the Corporation or its Councilors for monetary damages for breach of duty as a Councilor shall be limited to an amount equal to the amount of compensation received by the Councilor for serving the Corporation during the fiscal year in which the violation occurred (and if the Councilor received no such compensation from the Corporation during the fiscal year of the violation, such Councilor shall have no liability to the Corporation or its Councilors for breach of duty) if such breach did not:

- (a) involve a knowing and culpable violation of law by the Councilor;

- (b) enable the councilors or an Associate, as defined in subdivision 3 of Section 33-374d of the Connecticut Stock Corporation Act as in effect at the time of the violation, to receive an improper personal economic gain;
- (c) show a lack of good faith and a conscious disregard for the duty of the Councilor to the Corporation under the circumstances in which the Councilor was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the Corporation; or
- (d) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the Councilor's duty to the Corporation.

Any repeal or modification of this section shall not adversely affect any right or protection of a Councilor of the Corporation existing at the time of such repeal or modification.

Nothing contained in this section shall be construed to deny to the Councilors of the Corporation the benefit of Section 52-557m of the Connecticut General Statutes as in effect at the time of the violation.

#### **Section 16 - *Disqualification***

A Councilor shall be disqualified from participation in any decision by the Council or a committee thereof which may result directly or indirectly in a material benefit to him or her, a relative, or any organization of which he or she or a member of his or her immediate family is an officer, director, employee, member, partner, trustee or major stockholder. Each Councilor shall be responsible for determining whether he or she should disqualify him or herself; provided, however, that the council may by majority vote to disqualify a Councilor who refuses to disqualify him or herself if the Council believes such action is appropriate.

#### **Section 17 - *Indemnification by the Council of Councilors and Officers***

Councilors and officers of the Corporation shall be indemnified by the Council to the fullest extent permissible under the laws of this state.

### **ARTICLE V OFFICERS**

#### **Section 1 – *Designation of Officers***

The officers of the Council shall be Chairperson, Vice Chairperson, Secretary, and Treasurer. The Council may also have one or more Vice Chairpersons, Assistant Secretaries, Assistant Treasures, and other officers with such titles as may be determined necessary from time to time by the Council.



## **Section 2 - *Qualifications***

Any person who qualifies to serve as a Councilor as provided under Article IV, Section 2, may serve as officer of this Council.

## **Section 3 - *Election and Terms of Office***

Officers shall be elected by the Council, at the May regular meeting and begin his or her term June 1<sup>st</sup>. Each officer will serve for one year until his or her successor shall be elected and qualified, or until his or her resignation, removal, or otherwise disqualified from serving, whichever occurs first.

## **Section 4 - *Removal and Resignation***

Any officer may be removed, with or without cause, by the Council, at any time, as provided in Article IV, Section 14, of these Bylaws. Any officer may resign at any time by giving a written notice to the Council or to the Chairperson or to the Secretary of the council. Any such resignation shall take effect at the date of receipt of such notice or any later date specified therein, and unless otherwise specified within, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Council relating to the employment of any officer of the Corporation.

## **Section 5 - *Vacancies***

Any vacancy caused by death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Council. In the event of a vacancy in any office other than that of Chairperson, such vacancy may be filled temporarily by appointment by the Chairperson until such time as the Council shall fill the vacancy.

Vacancies occurring in offices of officers appointed at the discretion of the Council may or may not be filled as the Council shall determine.

## **Section 6 - *Duties of Chairperson***

The Chairperson shall be the chief executive officer of the Corporation and shall, subject to the control of the Council, supervise and control the affairs of the Council and the activities of the officers. He or she perform all duties incident to his of office and such other duties as may be required by law, by the Certificate of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Council. Unless another person is appointed by the Chairperson, the Chairperson shall preside at all meetings of the corporation and at all meetings conducted under the leadership of the Council. Except as otherwise expressly provided by law, by the Certificate of Incorporation, or by these Bylaws, he or she shall, in the name of the Council, execute checks, contracts, bonds, or other instruments which may from time to time be authorized by the Council.

### **Section 7 - *Duties of Vice Chairperson***

In the absence of the Chairperson, or in the event of his or her inability or refusal to act, the vice Chairperson shall perform all duties of the Chairperson, and when so acting shall have all the powers of, and be subject to all the restrictions of the Chairperson. The Vice Chairperson shall have other powers and programs such duties as may be prescribed by law, by the Certification of Incorporation, or by these Bylaws, or as may be prescribed by the Council.

### **Section 8 - *Duties of Secretary***

The Secretary shall:

Certify and keep in his or her office of work and/or at his or her residence and/or at the principal office of the Council or at such other place as the Council may determine the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep in his or her office of work and/or at his or her residence and/or at the principal office of the Council or at such other place as the Council may determine, minutes of all regular and special meetings of the Council, recording time and place of holding, how called, names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with provisions of these Bylaws or as required by law.

Be custodian of the records and duly documents of the Council. Exhibit at all reasonable times to any Councilor, or to his or her attorney or agent, on request therefore, the Bylaws and the minutes of the Council.

In general, perform all duties incidents to the office of the Secretary and such other duties as may be required by law, by the Certificate of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Council.

### **Section 9 - *Duties of Treasurer***

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds of the Council and deposit all such funds in the name of the Council in such banks, trust companies or other depositories as shall be selected by the Secretary with the approval of the Chairperson.

Receive, and give receipts for, monies due and payable to the Council from any source whatsoever.

Disburse, or cause to be dispersed, the funds of the council as may be directed by the Council, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the Council's business transactions, including accounts of its liabilities, assets, receipts, disbursements, gains, and losses.

Exhibit at all reasonable times the books of accounts and financial records to any Council member of the Council, or to his or her agent or attorney, on request.

Render to the Chairperson and Councilor, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Council.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Certificate of Incorporation of the council, or by these Bylaws, or which may be assigned to him or her from time to time by the Council.

### **Section 10 - *Compensation***

The officers of the Council shall receive no salary from services. Officers may receive reasonable compensation for goods purchased by and/or services procured by officers with the approval of the majority of the Council.

## **ARTICLE VI COMMITTEES**

### **Section 1 – *Executive Committee***

The Council may, by a majority vote of its members, designate an Executive Committee consisting of seven (7) Councilors and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the Council, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of Councilors, the Council may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of the members of the Executive Committees, and fill vacancies on the Executive Committee from the members of the board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

### **Section 2 – *Other Standing Committees***

There shall be six (6) other standing committees:

- (a) Annual Connecticut Urban Forest Conference

- (b) Board Development and Nominations
- (c) Public Policy and Legislation
- (d) Public Information
- (e) Community Volunteer
- (f) Finance

**Section 3 – *Other Committees***

The Council may have such other committees as may from time to time be designated by resolution of the Council. These committees may consist of persons who are not also Councilors and shall act in an advisory capacity of the Council and/or committee and/or committees.

**Section 4 – *Meetings and Actions of the Committees***

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Council, with any such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Council and its members, except that the time for regular and special meetings of the committees to may be fixed by resolution of the Board or Directors or by the committee. The Council may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

**ARTICLE VII  
*EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS***

**Section 1 – *Execution of Instruments***

The Council, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Council to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Council, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Council by any contract or engagement or to pledge its credit or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

**Section 2 – *Checks and Notes***

Exempt as otherwise specifically determined by resolution of the Council, or as otherwise required by law, checks, drafts, promissory notes, orders for payment of money, an other

evidence of indebtedness of the Council shall be signed by the Treasurer or the Chair of the council.

**Section 3 – Deposits**

All funds of the Council shall be deposited from time to time to the credit of the Council in such banks, trust companies, or other depositories as the Treasurer may select with the approval of the Chair.

**Section 4 – Gifts**

The Council may accept on behalf of the Council any contribution, gift, bequest, or devise for the nonprofit purpose of the Council.

**ARTICLE VIII  
COUNCIL RECORDS, REPORTS, FISCAL YEAR, AND SEAL**

**Section 1 – Maintenance of Council Records**

The Council shall keep at its principal office:

- (a) Minutes of all meetings of the council and of committees of the Council indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the name of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- (c) A record of Councilors indicating their names and addresses and the termination date of his or her Councillorship; and
- (d) A copy of the Corporation’s Certification of Incorporation and Bylaws as amended to date, which shall be open to inspection by Councilors of the Corporation at all reasonable times.

**Section 2 – Corporate Seal**

The Council may adopt, use, and alter at will, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to Corporation instruments, however, shall not affect the validity of any such instrument.

### **Section 3 – Councilors’ Inspection Rights and Rights to Copy**

Every Councilor shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation and shall have such other rights to inspect the books, records and properties of this Corporation as may be required under the Certificate of Incorporation, other provisions of these Bylaws, and provisions of law.

Any inspection under the provisions of the Certificate of Incorporation may be made in person or by agent or attorney and the right to inspection shall include the rights to copy and make extracts.

### **Section 4 – Periodic Report**

The Council shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the councilors of this Corporation, to be so prepared and delivered within the time limits set by law.

### **Section 5 – Fiscal Year**

The fiscal year of the Corporation shall correspond with the USDA Forest Service fiscal year.

## **ARTICLE IX IRS 501(C) (3) TAX EXEMPTION PROVISIONS**

### **Section 1 – Limitations of Activities**

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and the Corporation, and the Councilors of the Corporation acting on behalf of the Corporation, shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a Corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code.

### **Section 2 – Prohibition Against Private Immurement**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Councilors, officers, or other private persons, except that the Council

shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Council.

**Section 3 – *Distribution of Assets***

Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 510 (c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for public purpose. Such distribution shall be made in accordance with all applicable provisions of all laws of this state.

**Section 4 – *Private Foundation Requirements and Restrictions***

In any taxable year in which the corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the Corporation: 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the internal Revenue Code; 2) shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code; (3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; (4) shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code: and (5) shall not make nay taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code.

**ARTICLE X  
*AMENDMENT OF BYLAWS***

**Section 1 – *Amendment***

Subject to the power of Councilors of the Corporation to adopt, amend or repeal the Bylaws of the Corporation and expect as may otherwise be specified under provisions of laws, these Bylaws, or any of them, may be alter, amended, or replaced and new Bylaws adopted by majority approval of the Council.

**ARTICLE XI  
*CONSTRUCTION AND TERMS***

If there is any conflict between the provisions of these Bylaws and the Certificate of Incorporation of the Corporation, the provisions of the Certificate of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Certificate of Incorporation shall be to the Certificate of Incorporation filed with the Connecticut Secretary of the State and used to establish the legal existence of this Corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

Date: November 1, 1993

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Robert M. Ricard  
Incorporator

Date Amended: May 24, 1994

Date Amended: May 23, 1995

Date Amended: September 24, 1997

Date Amended: May 24, 2007

Date Amended:

Date Amended:

Date Amended:

Date Amended