

**AMENDED AND RESTATED**  
**BYLAWS**  
**OF**  
**YOUNG MEN'S CHRISTIAN ASSOCIATION OF WESTPORT/WESTON,**  
**CONNECTICUT, INC.**

Adopted: [June 20, 2016]

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**ARTICLE I**

**GENERAL**

These Amended and Restated Bylaws (these “Bylaws”) are intended to amend and restate the Constitution and Bylaws of the Young Men’s Christian Association of Westport/Weston, Connecticut, Inc. (the “Corporation”), dated as of June 15, 2015, and supplement and implement applicable provisions of law and of the Amended and Restated Certificate of Incorporation of the Corporation, as amended from time to time (the “Certificate of Incorporation”), with respect to the regulation of the affairs of the Corporation. The Corporation shall serve as the sole member of the Westport/Weston Family YMCA Foundation, Inc. (the “Foundation Corporation”).

**ARTICLE II**

**PRINCIPAL OFFICE AND REGISTERED OFFICE**

The principal office of the Corporation shall be located at such place as the board of directors (each member a “Director” and, together, the “Board of Directors”) from time to time designate. The Corporation may maintain additional offices at such other places as the Board of Directors may designate. The Corporation shall continuously maintain within the State of Connecticut a registered office at such place as may be designated by the Board of Directors.

**ARTICLE III**

**MEMBERSHIP IN THE CORPORATION**

**SECTION 1. Membership.** The Corporation shall have one class of members (each a “Member” and, together, the “Members”). The Corporation is committed to a culture of diversity and inclusion. All persons are welcome to apply to become Members of the

Corporation; financial assistance may be made available to those who cannot afford the full membership fee. The Board of Directors shall establish categories, criteria, fees and requirements for membership with the Corporation. The amount and conditions of payment of all membership dues shall be fixed from time to time by the Board of Directors. The Chief Executive Officer, or the Chief Executive Officer's designee, shall be responsible for overseeing, administering, accepting and otherwise dealing with applications for membership in the Corporation. The Chief Executive Officer, or the Chief Executive Officer's designee, may, in such person's sole determination, reject any application for membership submitted to the Corporation based on the criteria and requirements for membership established by the Board of Directors.

SECTION 2. Term of Membership; Removal; Suspension. The duration of membership of a Member of the Corporation shall be for so long as such Member satisfies the categories, criteria, fees and requirements for membership established by the Board of Directors, unless such Member earlier resigns or is removed. Any Member may resign at any time in accordance with the procedures established by the Board of Directors from time to time. Any Member may be removed or suspended at any time by the Chief Executive Officer, in his or her sole determination, if the Chief Executive Officer deems such action to be in the best interest of the Corporation or if the Member's behavior does not conform to the Corporation's Code of Conduct contained in the Corporation's Membership Handbook, as adopted and amended by the Board of Directors, from time to time. The Chief Executive Officer shall inform the Directors at the next meeting of the Board of Directors of the expulsion or suspension of any Member. A Member shall have the right to appeal his or her removal or suspension in accordance with the procedures established by the Board of Directors and set forth in the Corporation's Membership Handbook.

## ARTICLE IV

### MEETINGS OF MEMBERS

SECTION 1. Place of Meeting. Members' meetings shall be held at the principal office of the Corporation or at such other place within the State of Connecticut as shall be designated in the notice of meeting.

SECTION 2. Annual Meeting. The annual meeting of the Members shall be held on the third Monday of every June, at the offices of the Corporation at a time determined by the Board of Directors, or at such other time, place and location as determined by the Board of Directors and noticed to the Members. At such meeting, the Members shall elect the Board of Directors and shall transact such other business as shall properly come before the Members.

SECTION 3. Special Meetings. Special meetings of the Members may be called at any time by the request of Directors holding a majority of the Directorships of the Board of Directors. Such special meetings may also be convened by the request of at least two hundred fifty (250) voting Members. Only business within the purpose or purposes described in the meeting notice may be conducted at a special meeting of the Members.

SECTION 4. Notice of Annual and Special Meetings. Notice of each meeting of the Members shall be given by the Secretary and shall state the date, time and place of the meeting and, if it is a special meeting, shall indicate the purpose or purposes for which the meeting is being called. Notice of any annual meeting need not indicate the purpose or purposes for which the meeting is being called, except that, unless stated in a written notice of such a meeting, (i) no Bylaw or provision of the Corporation's Certificate of Incorporation may be brought up for adoption, amendment or repeal, and (ii) no matter, other than the election of Directors at an annual meeting, may be brought up which expressly requires the vote of the Members pursuant to the Connecticut Revised Non-Stock Corporation Act, as the same may be amended, modified

or superseded from time to time (the “Act”). Such notice of any meeting shall be given to the Members. Written or oral notice (if reasonable under the circumstances) of the date, time and place shall be given personally or by mail or private carrier, telephone, electronic mail, or other form of wire or wireless communication to the Members not less than thirty (30) nor more than sixty (60) days before the date of the meeting. Notices may be communicated by a newspaper of general circulation in the area of the Corporation’s principal place of business, or by radio, television or other form of public broadcast communication. Notice of any meeting of the Members shall also be conspicuously posted at the Corporation’s principal place of business for a period of not less than thirty (30) days prior to such meeting. When an annual or special meeting is adjourned to a different date, time or place, notice need not be given of the new date, time or place if the new date, time or place is announced at the meeting before adjournment.

SECTION 5. Waiver of Notice. A Member may waive any notice required by law, the Certificate of Incorporation, or these Bylaws before or after the date and time stated in the notice. Any written or electronic waiver of notice, signed by the person entitled to notice and delivered to the Secretary, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance at a meeting: (A) waives objection to lack of notice or defective notice of the meeting, unless the Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, and (B) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Member objects to considering the matter when it is presented. Neither the business to be transacted at, nor the purpose of, any meeting of the Members need be specified in any written or electronic waiver of notice.



SECTION 6. Quorum. The presence of at least twenty five (25) voting Members at any meeting of the Members of the Corporation shall constitute a quorum for such meeting.

SECTION 7. Record Date. The Board of Directors shall, by resolution, fix a record date for the purposes of determining the Members entitled to notice of a meeting of the Members, to demand a special meeting, to vote or to take any other action. Such record date may not be more than seventy (70) days before the meeting or action requiring determination of the Members.

SECTION 8. Members' List of Record for Meeting. After the Board of Directors has fixed a record date for the meeting, the Secretary shall prepare an alphabetical list of the names and addresses of all of the Members who are entitled to notice of the meeting.

SECTION 9. Presiding Officer. The President or his or her designee shall preside at all meetings of the Members. At any meeting of the Members, if neither the President, nor a Vice President, nor a person designated by the Board of Directors to preside at the meeting shall be present, the Members present shall appoint a presiding officer for the meeting. If the Secretary is not present, the appointee of the person presiding at the meeting shall act as secretary of the meeting.

SECTION 10. Proxies. Each Member may authorize another person or persons to act for him or her by proxy. Every proxy appointment form must be signed by the Member or the Member's duly authorized attorney-in-fact. An appointment of a proxy becomes effective when received by the Secretary or other officer or agent authorized to tabulate votes. A proxy shall be valid for eleven (11) months from the date of its execution unless a longer period is expressly provided in the proxy appointment form. Every proxy shall be revocable at the pleasure of such Member, except as may be otherwise provided by law.

SECTION 11. Vote. Each Member in good standing over the age eighteen (18) shall be considered a voting Member and shall have one vote on matters submitted to the Members for consideration. Notwithstanding the foregoing, the two (2) Youth Advisory Board Members of the Board of Directors shall have the right to vote on matters submitted to the Members for consideration. Wherever action other than the election of Directors is to be taken by vote of the Members, they shall, except as otherwise required by law or the Certificate of Incorporation, be authorized if the votes cast by such Members favoring the action exceed the votes cast by such Members opposing the action. Directors shall be elected by a plurality of the votes cast by the Members entitled to vote at a meeting at which a quorum is present.

SECTION 12. Members' Action Without Meeting. Any action which, under any provision of the Act may be taken at a meeting of the Members, may be taken without such a meeting if a consent in writing, setting forth the action so taken or to be taken is signed severally or collectively by all the Members who would be entitled to vote upon such action at a meeting, or by their duly authorized representatives. The Secretary shall file such consent or consents with the minutes of the meetings of the Members.

## **ARTICLE V**

### **DIRECTORS**

SECTION 1. Mission Statement of the Board of Directors. It is the mission of the Board of Directors to ensure the fulfillment of the mission of the Corporation; to safeguard the assets and the financial stability of the Corporation; to establish policies that serve the needs and interests of the Corporation, its Members, and the community; to support and evaluate the Corporation's implementation of established policies; to establish policies for the governance of the Board of Directors; and to plan strategically for the future of the Corporation. The Board of

Directors shall, from time-to-time, adopt policies and procedures establishing how the Corporation may act as the sole member of the Foundation Corporation.

SECTION 2. Power of Board and Qualification of Directors. All corporate powers shall be exercised by or under the authority of, and the activities, properties and affairs of the Corporation shall be managed by or under the direction of, the Board of Directors. A Director need not be a resident of the State of Connecticut.

SECTION 3. Number and Election. The number of Directors constituting the entire Board of Directors shall be not fewer than twenty (20) nor more than thirty (30), which shall include two (2) individuals designated as the Youth Advisory Board Members. The Chairperson of the Board of Trustees of the Foundation Corporation shall be an ex-officio Director and shall be counted in determining a quorum, shall have full powers to vote as a Director and shall have all other privileges and duties as a Director. The number of Directors constituting the Board of Directors shall be the number prescribed by the Board of Directors within the foregoing range, or if no such range has been prescribed, shall be the number of Directors elected at the last annual meeting of the Members. The number of Directors may be increased or decreased by action of the Board of Directors or the Members. The Nominating and Governance Committee shall present all Director nominees to the Board of Directors at a regular meeting of the Board of Directors held at least thirty (30) days prior to the annual meeting of the Members. The Board of Directors shall then consider such nominees and, if approved by the Board of Directors, shall recommend the election of such nominees to the Members at the annual meeting of the Members. The Nominating and Governance Committee shall ensure that the names of such recommended nominees are conspicuously posted at the Corporation's principal place of business at least thirty (30) days prior to the annual meeting of the Members. Additional

nominations to the Board of Directors may be made by at least two hundred fifty (250) voting Members who present in writing to the Nominating and Governance Committee, not later than twenty (20) days before the annual meeting of the Members, the names of voting Members for nomination. At the annual meeting of the Members, the nominees for membership to the Board of Directors shall be voted upon.

SECTION 4. Term of Office. Directors shall be divided into three (3) approximately equal groups and designated by the Board of Directors to serve one, two or three year terms. Thereafter, the term of office of each Director shall be three (3) years. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until the election and qualification of a successor, or until that Director's earlier resignation or removal. Directors may not serve for more than two consecutive three (3) year terms.

SECTION 5. Removal of Directors; Resignation. Any Director may be removed from office at any time with or without cause, by vote of two-thirds of the Board of Directors present at a meeting at which a quorum is present and called for that purpose and with the ratification of the Members. Any Director may resign at any time by delivering written notice to the President of the Board of Directors. Such resignation shall take effect when such notice is delivered unless the notice specifies a later effective date.

SECTION 6. Vacancies. Vacancies occurring in the Board of Directors for any reason, may be filled by (i) the Board of Directors, or (ii) if the Directors remaining in office constitute fewer than a quorum of the Board of Directors, the vote of a majority of the Directors remaining in office. A Director elected to fill a vacancy shall hold office until the expiration of the term for

which he or she was elected and until the election and qualification of a successor, or until that Director's earlier resignation or removal.

## **ARTICLE VI**

### **MEETINGS OF DIRECTORS**

SECTION 1. Annual Meetings; Notice. An annual meeting of the Board of Directors shall be held without notice immediately after the annual meeting of the Members, or as soon thereafter as convenient. At such meeting, the Board of Directors shall, in accordance with these Bylaws, elect the officers of the Board of Directors who shall hold their offices, subject to prior removal by the Board of Directors, until the next annual meeting of the Board of Directors or until their successors are chosen and qualified.

SECTION 2. Regular Meetings; Notice. All other regular meetings of the Board of Directors may be held with notice at such date, time and place as fixed by the Board of Directors by resolution, except that, unless stated in a written notice of a regular meeting, no Bylaws may be brought up for adoption, amendment or repeal. The Board of Directors shall hold a minimum of six (6) and no more than ten (10) regular meetings during each fiscal year.

SECTION 3. Special Meetings; Notice. Special meetings of the Board of Directors may be held upon call of the President, or upon call of any three (3) or more Directors of the Corporation. Written or oral notice (if reasonable under the circumstances) of the date, time and place of all special meetings of the Board of Directors shall be given to each Director personally or by mail, or private carrier, telephone, electronic mail, or other form of wire or wireless communication to his or her residence or usual place of business at least three (3) days prior to the date of the meeting, provided that any one or more Directors, as to himself or herself, may waive such notice in writing or by attendance without protest at such meeting as set forth herein.

The notice need not describe the purpose of the special meeting unless required by the Act, the

Certificate of Incorporation or these Bylaws. Notwithstanding any provision hereof to the contrary, no Bylaw may be brought up for adoption, amendment or repeal unless stated in a written notice of the meeting.

SECTION 4. Waiver of Notice. A Director may waive any notice required by law, the Certificate of Incorporation or these Bylaws before or after the date and time stated in the notice. Except as provided in the following sentence, the waiver shall be in writing, shall be signed by the Director, and shall be delivered to the Secretary for inclusion in the minutes of the meeting or filing with the corporate records. A Director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless at the beginning of such meeting, or promptly upon his or her arrival, such Director objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

SECTION 5. Quorum; Action by the Directors. Directors holding a majority of the number of Directorships shall constitute a quorum, except as otherwise provided by law, the Certificate of Incorporation or these Bylaws. All questions shall be decided by vote of a majority of the Directors present at any meeting of the Board of Directors at which a quorum is present, except as otherwise provided by law, the Certificate of Incorporation or these Bylaws.

SECTION 6. Director Participation in Meeting by Telephone. A Director may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment enabling all Directors participating in the meeting to hear one another simultaneously, and participation in a meeting pursuant to this section shall constitute presence in person at such meetings.

SECTION 7. Directors' Action Without Meeting. 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 as valid as though it had been authorized at a meeting of the Board of Directors. The Secretary shall file such consent or consents with the minutes of the meetings of the Board of Directors.

SECTION 8. Compensation of Directors. The Corporation shall not pay any compensation to Directors for services rendered to the Corporation, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by, or in accordance with policies approved by, the Board of Directors.

SECTION 9. General Standards of Conduct for Directors. A Director shall discharge duties as a Director, including duties as a member of a committee: (a) in good faith; (b) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (c) in a manner the Director reasonably believes to be in the best interests of the Corporation. In discharging duties, a Director is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (i) one or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, public accountants or other persons as to matters the Director reasonably believes are within the person's professional or expert competence; or (iii) a committee of the Board of Directors of which the Director is not a member if the Director reasonably believes the committee merits confidence. A Director is not acting in good faith if the Director has knowledge concerning the matter in question that makes reliance otherwise permitted by the preceding sentence unwarranted.

## **ARTICLE VII**

### **OFFICERS, AGENTS AND EMPLOYEES**

SECTION 1. Titles, Election and Term. The Board of Directors may elect a President, a First Vice President, a Second Vice President, a Secretary, a Treasurer, and such other officers as the Directors from time to time deem appropriate. The Nominating and Governance Committee shall be responsible for presenting a slate of officer nominations of qualified candidates to the Board of Directors at least thirty (30) days in advance of the annual meeting of the Board of Directors. Qualified candidates must have served on the Board of Directors for at least one year. Said slate shall be voted upon by the Directors at the annual meeting of the Board of Directors. Nominations may also be made by Directors at the annual meeting of the Board of Directors. In the event of a contested election for any office, the names of the candidates shall appear on a ballot. Each officer shall be elected by the Directors at the annual meeting of the Board of Directors and shall hold office until the next annual meeting of the Board of Directors or until his or her successor is chosen and qualified. Only the person holding the office of President may serve more than two (2) consecutive terms in such office. All other persons shall serve no more than two (2) consecutive terms in the same office.

#### SECTION 2. Officers of the Board of Directors.

(A) President. The President is the chief volunteer officer of the Corporation and shall preside at all meetings of the Members and the Board of Directors, and shall be an ex-officio member of all committees of the Board of Directors and shall be counted in determining a quorum, shall have full powers to vote as a member of the applicable committee and shall have all other privileges and duties as a member of such committees. The President shall, in cooperation with the Board of Directors, evaluate the Chief Executive Officer annually and act as the principal supervisory contact for the Chief Executive Officer.



(B) First Vice President. The First Vice President shall act in the absence or disability of the President. The First Vice President shall perform such other duties as may from time to time be prescribed by the Board of Directors or delegated by the President.

(C) Second Vice President. The Second Vice President shall act in the absence or disability of the President and the First Vice President. The Second Vice President shall perform such other duties as may from time to time be prescribed by the Board of Directors or delegated by the President.

(D) Secretary. The Secretary shall keep the minutes of the meetings of the Members, the Board of Directors and the committees of the Board of Directors. The Secretary shall give notice of all such meetings as required by law and these Bylaws. The Secretary shall have custody of such minutes, the seal of the Corporation and the records of the Corporation except to the extent some other person is authorized to have custody and possession thereof by a resolution of the Board of Directors. The Secretary shall perform such other duties as may from time to time be prescribed by the Board of Directors.

(E) Treasurer. The Treasurer shall have the custody of, and be responsible for, all funds and property of the Corporation. He or she shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks, trust companies or other depositories as the Treasurer may designate, subject to approval of the Board of Directors. Whenever required by the Board of Directors, the Treasurer shall render a statement of accounts. He or she shall at all reasonable times exhibit the books and accounts to any officer or Director of the Corporation, and shall perform all duties

incident to the office of Treasurer, subject to the supervision of the Board of Directors, and such other duties as shall from time to time be prescribed by the Board of Directors.

SECTION 3. Removal. Any officer of the Board of Directors may be removed by the Board of Directors at any time, with or without cause.

SECTION 4. Resignation. Any officer may resign at any time by delivering written notice to the Board of Directors. Unless the written notice specifies a later effective date, the resignation shall be effective when the notice is delivered to the Board of Directors.

SECTION 5. Employed Officers, Agents and Employees.

(A) Chief Executive Officer. The Chief Executive Officer shall be employed by the Corporation and shall report to the Board of Directors. The Chief Executive Officer shall be an ex-officio member of the Board of Directors, but shall not have any authority to vote on matters submitted to the Board of Directors nor be counted towards a quorum of the Board of Directors. The Chief Executive Officer shall be responsible for the day-to-day operations and management of the Corporation. The Chief Executive Officer shall make monthly reports to the Board of Directors and as requested by the Board of Directors. The Chief Executive Officer shall be responsible for the oversight and management of the employees of the Corporation.

(B) Agents and Employees. The Chief Executive Officer may hire and appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Chief Executive Officer. The Chief Executive Officer may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the hiring and appointment of such person shall not itself create contract rights.

(C) Compensation of Agents and Employees. The Chief Executive Officer shall determine the amount of the compensation that shall be paid, if any, by the Corporation or shall adopt policies in consultation with the Board of Directors in accordance with which the amounts of compensation shall be determined. Notwithstanding the foregoing, the Chief Executive Officer shall not have the authority to determine, or otherwise set, his or her own compensation. Notwithstanding any provisions of these Bylaws or the Certificate of Incorporation, the Corporation shall not pay compensation to any government official.

## **ARTICLE VIII**

### **CONFLICTING INTEREST TRANSACTIONS**

All business relationships between any Director and the Corporation shall be promptly disclosed in writing to the Board of Directors by such Director. All Directors must sign and adhere to the Corporation's Conflict of Interest Policy, as shall be adopted from time to time by the Board of Directors. Any "Director's conflicting interest transaction," as defined in Section 33-1127 of the Connecticut General Statutes, may be effected by the Director concerned and the Corporation may proceed to effect such transaction only as set forth in Section 33-1127 et seq. of the Connecticut General Statutes relating to such conflicting interest transactions. Further, notwithstanding compliance with the above statute, such transaction may be undertaken by any Director or the Corporation only to the extent such transaction does not constitute an excess benefit transaction, as defined in Section 4958 of the Internal Revenue Code.

## **ARTICLE IX**

### **COMMITTEES**

SECTION 1. Designation. The Corporation shall have an Executive Committee, an Audit Committee, a Nominating and Governance Committee, a Bedford Family Social

Responsibility Fund Committee and such other committees as the Directors of the Corporation from time to time may deem appropriate. The creation of a committee and the appointment of Directors to a committee shall be approved by the Board of Directors. Except as otherwise expressly delegated in writing by the Board of Directors, no committee shall have the authority to bind, obligate or commit the Corporation to take any action. With the exception of the Executive Committee, the Audit Committee and the Nominating and Governance Committee, committees may also include persons who are not Directors, who shall be voting members of such committees and shall be counted in determining a quorum; provided, however, such persons who are not Directors shall not have the authority to vote on matters that will bind, obligate, commit or otherwise compel the Corporation to take any action should such committee be delegated such authority.

SECTION 2. Authority. To the extent delegated in writing by the Board of Directors, each committee may exercise the power of the Board of Directors, except that a committee may not (i) approve or recommend to the Members any action that by law requires approval by the Members; (ii) fill vacancies on the Board of Directors or, except as provided in this section, on any of its committees, (iii) adopt, amend or repeal these Bylaws, (iv) approve a plan of merger, (v) approve a sale, lease, exchange or other disposition of all or substantially all of the property of the Corporation, other than (A) in the usual and regular course of affairs of the Corporation, or (B) a mortgage pledge or other encumbrance described in subdivision (2) of section 33-1165 of the Act, (vi) approve a proposal to dissolve the Corporation, or (vii) exercise any other authority prohibited by law. The Board of Directors may appoint one or more Directors as alternate Directors to replace any absent Director during the Director's absence from a committee.

SECTION 3. Committee Rules. Unless the Directors otherwise designate, to the extent applicable, committees shall conduct their affairs in the same manner as is provided in these Bylaws for Directors. Sections 2 through 9 of Article VI of these Bylaws, which govern meetings, notice and waiver of notice, quorum and voting requirements, participation in meetings by conference telephone, and action without meetings, of the Board of Directors, apply to committees and their members as well. Committees shall keep full records of their proceedings and shall report the same to the Board of Directors.

SECTION 4. Executive Committee. The Corporation shall have an Executive Committee of not less than four (4) members, all of whom must be Directors. The Executive Committee may exercise all authority of the Board of Directors that is delegated by the Board of Directors by resolution and in compliance with the Act, the Corporation's Certificate of Incorporation and the Bylaws.

SECTION 5. Audit Committee. The Corporation shall have an Audit Committee of not less than three (3) members, all of whom must be Directors. The Audit Committee shall assist the Board of Directors in fulfilling its responsibility to oversee management regarding (i) the integrity and preparation of the Corporation's financial statements, (ii) the Corporation's system of internal controls over financial reporting, (iii) the Corporation's compliance with legal and regulatory requirements, (iv) the independent auditor's engagement, qualifications, compensation and independence, and (v) the performance of the Corporation's independent auditors in conducting the annual audit of the Corporation's financial statements. The Audit Committee shall receive and review the audits of the Corporation's financials made by the independent auditors and shall submit a report of its findings to the Board of Directors.

SECTION 6. Nominating and Governance Committee. The Corporation shall have a Nominating and Governance Committee of four (4) members, all of whom must be Directors. The Secretary shall solicit nominations from the Board of Directors to serve on the Nominating and Governance Committee. Anyone serving on the Nominating and Governance Committee shall have been a member of the Board of Directors for at least one year. The Nominating and Governance Committee shall serve in an advisory capacity to the Board on matters regarding the conduct and expectations of the Board of Directors and individual Directors. The Nominating and Governance Committee shall also nominate Directors for election to the Board of Directors and shall submit the names of such candidate Directors as a slate to the Board of Directors for consideration. The Nominating and Governance Committee shall also review, consider and evaluate nominees for officers of the Board of Directors and recommend the appointment of officers to the Board of Directors.

SECTION 7. Bedford Family Social Responsibility Fund Committee. The Corporation shall have a Bedford Family Social Responsibility Committee of not less than five (5) members. The Bedford Family Social Responsibility Committee shall oversee, manage, consider and analyze the disposition of the Bedford Family Social Responsibility Fund. The Bedford Family Social Responsibility Committee shall advise, assist, and support the Board of Directors in its oversight of the Bedford Family Social Responsibility Fund.

## **ARTICLE X**

### **AUDIT**

The President of the Board of Directors shall direct that an independent audit be made annually of the financial records of the Corporation and be presented to the Board of Directors. The results of such audit may be presented to such other entities as required by law or contract.

## **ARTICLE XI**

### **SEAL**

The corporate seal shall consist of a circular disc with the name of the Corporation and the words "Connecticut" and "Seal" thereon, or shall be in such form as may be approved from time to time by the Board of Directors.

## **ARTICLE XII**

### **FISCAL YEAR**

The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.

## **ARTICLE XIII**

### **NOTICES**

Any notice required or permitted by these Bylaws shall be given personally or by mail, or private carrier, telephone, or other form of wire or wireless communication. Notices may also be given by electronic transmission, which for purposes of these Bylaws shall mean any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved, and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process. Notices may be communicated by a newspaper of general circulation in the area of the Corporation's principal

place of business, or by radio, television or other form of public broadcast communication. Notices delivered by electronic transmission shall be deemed given when directed to an electronic mail address at which the Director or other person receiving notice has consented to receive notice.

#### **ARTICLE XIV**

#### **BOOKS AND RECORDS**

The Corporation shall keep at its office correct and complete books and records of the accounts, activities and transactions of the Corporation, the minutes of the proceedings of the Members, the Board of Directors and any committee of the Corporation, and a current list of the Members, Directors, officers of the Board of Directors, the employed officers and their business addresses. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

#### **ARTICLE XV**

#### **AMENDMENTS**

These Bylaws may be altered, amended, added to, or repealed by the affirmative vote of two-thirds of the voting Members present at a meeting at which a quorum is present, and the affirmative vote of the Board of Directors, at a meeting at which a quorum is present. Any notice of a meeting of the Members or of the Board of Directors at which these Bylaws are proposed to be altered, amended, added to, or repealed shall include notice of such proposed action.