

**CERTIFICATE OF INCORPORATION OF
RENEWABLE ENERGY AND EFFICIENCY BUSINESS ASSOCIATION, INC.**

(A Connecticut Nonstock Corporation)

The undersigned incorporator hereby forms a corporation under the Connecticut Revised Nonstock Corporation Act, Chapter 602 of the Connecticut General Statutes, as the same may hereafter be revised or replaced (herein called the "Nonstock Act").

1. **Name.** The name of the Corporation is Renewable Energy and Efficiency Business Association, Inc. ("REEBA") (herein referred to as the "Corporation").

2. **Purpose.** The Corporation is organized and shall be operated exclusively as a professional and trade association through which individuals and entities that are involved in the renewable energy business or the energy efficiency business anywhere in New England engage in cooperative activities, having as their objective the improvement of the renewal energy business and energy efficiency business in New England. The Corporation shall promote such purpose by taking such steps as it shall deem appropriate, which shall include but not be limited to: (i) providing its Members with current business, regulatory and legislative information that will enable the Members to keep abreast of developments in the renewable energy and energy efficiency industry as they pertain to the deployment of renewable energy technologies (both customer-side and grid-side), demand side management technologies, and energy efficiency measures; (ii) stimulating a positive business, regulatory and legislative climate for renewable energy and energy efficiency within New England by influencing renewable energy, demand side management and energy efficiency policy

3. *Restrictions.* The Corporation is non-profit and shall not have or issue shares of stock. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, Directors, Officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to reimburse reasonable expenses incurred on behalf of the Corporation, to purchase goods and services at reasonable prices and to provide programs, services and other benefits, all in furtherance of the purpose set forth in Section 2 hereof, and to make distributions of its assets upon dissolution as provided for in Section 9 hereof. The Corporation shall not engage in a regular business of the kind ordinarily carried on for profit. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the tax exempt

4. **Members.**

(A) **Classes of Members.** The Corporation shall have two (2) classes of members designated as Members and Advisory Members.

(i) **Members.**

Every entity or individual that meets at least one of the criteria below can be a Member:

(1) Renewable Energy Technology Installer/Consultant. A Renewable Energy Technology Installer/Consultant is defined as any entity or individual that is interested in becoming eligible or is determined to be eligible by any Governmental Agency to install any of the following anywhere in New England: (1) photovoltaic systems under any Governmental Agency solar incentive program or solar lease program; (2) solar thermal systems under any Governmental Agency solar thermal program; or (3) heat-pumps under any Governmental Agency geothermal heat pump incentive program;

(2) Renewable Energy Technology Manufacturer. A Renewable Energy Technology Manufacturer is defined as any entity or individual in the business of manufacturing any renewable energy technology, or component thereof, including but not limited to fuel cell systems, wind systems, photovoltaic systems, solar thermal systems, biomass systems, wave systems, hydro systems or geothermal heat pump systems, and that is conducting or is interested in conducting business anywhere in New England;

(3) Renewable Generation Developer. A Renewable Generation Developer is defined as any entity or individual that is conducting or is interested in conducting the business of developing customer-side or grid-side renewable generation or selling into the renewable energy market in New England at any facility anywhere in New England;

(4) Renewable Energy or Energy Efficiency Retail End-User. A Renewable Energy or Energy Efficiency Retail End-User is any retail end-user of energy that has installed, or is interested in installing, behind-the-meter renewable energy generation systems, energy efficiency technologies, or demand side management technologies anywhere in New England with an electric load of 50 kW or greater;

(5) Demand Side Management Technology Installer/Consultant.

A Demand Side Management Technology Installer/Consultant is defined as any entity or individual in the business of consulting and installing or is interested in installing demand side management technology at a residential, commercial, industrial, institutional, governmental or other electricity retail end-user's facility located anywhere in New England; or

(6) Energy Efficiency Installer/Consultant.

An Energy Efficiency Installer/Consultant is defined as any entity or individual in the business of consulting and installing or is interested in installing energy efficiency or energy conservation devices or measures at a residential, commercial, industrial, institutional, governmental or other electricity retail energy end-user's facility located anywhere in New England.

(ii) **Advisory Members.**

Every entity or individual that meets at least one of the criteria below can be an Advisory Member.

(1) Advisory Consultant.

An Advisory Consultant is defined as any entity or individual that is not a renewable, demand-side management or energy efficiency installer and is in the business of providing renewable energy consulting services or energy efficiency consulting services anywhere in New England and is not a law firm or attorney providing legal services.

(2) Renewable Energy or Energy Efficiency Lender.

A Renewable Energy or Energy Efficiency Lender is defined as any entity or individual in the business of providing renewable energy financing or energy efficiency financing anywhere in New England.

(3) Utilities.

A Utility is defined as any entity conducting an electric utility business or a gas utility business anywhere in New England;

(4) Government Organizations.

A Governmental Organization is defined as any Government Agency that is interested in the purpose of the Corporation;

(5) Non-Governmental Organizations.

A Non-Governmental Organization is defined as any nonprofit entity that is interested in the purpose of the Corporation.

(6) Individuals.

An Individual is defined as any individual who is interested in the purpose of the Corporation and who is not an officer, director, shareholder, manager, member or employee of any other Member.

(B) *Membership Rules.* Membership shall be governed by such rules of admission, withdrawal and termination shall be as stated in the Bylaws of the Corporation as amended from time to time (the "Bylaws").

(C) *References to Member or Members.* All references in the Certificate of Incorporation to the Member or Members shall refer to a Member or Members as defined in Section 4 (A)(i) and shall not refer to any Advisory Member or Advisory Members as defined in Section 4(A)(ii).

(D) *Voting.* Each Member shall have one vote which shall be cast by the primary contact person designated by such Member. Each Advisory Member shall not have a vote unless otherwise required by the Nonstock Act.

(E) *Registered Office and Agent.* The street address of the registered office of the Corporation within the State of Connecticut is c/o Murtha Cullina LLP, CityPlace I, 185 Asylum Street, Hartford, Connecticut, 06103-3469. The name of the registered agent of the Corporation at such address is MCR&P Service Corporation.

(F) *Incorporator.* The name and address of the sole incorporator of the Corporation is Paul R. Michaud, Esq., Murtha Cullina LLP, CityPlace I, 185 Asylum Street, Hartford, Connecticut 06103-3469.

(G) *Board of Directors.*

(i) *General.* 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 direction of, its Board of Directors (the "Board").

(ii) *Eligibility.* An individual who is a Member or an officer, director, shareholder, manager, member, or employee of a Member shall be eligible to serve as a Director; provided, however, that no more than one representative of each Member may serve as a Director at the same time. An individual who is an Advisory Member or an individual who is an officer, director, shareholder, manager, member or employee of an Advisory Member shall not be eligible to serve as a Director.

(iii) *Election.* The initial Directors shall be elected by the Incorporator of the Corporation and shall serve until their successors are duly elected. At each annual meeting of the Members, commencing with the first annual meeting of the Members following the date of the filing of this Certificate of Incorporation with the Secretary of the State of Connecticut, Directors shall be elected by the Members for a term of two (2) years or until their successors are duly elected, except that Directors may be elected for shorter terms as necessary to fill vacancies on the Board.

5. *Limitation of Liability of Directors.* To the fullest extent that the Act or any other law of the State of Connecticut, as in effect on the date of this Certificate of Incorporation or as hereafter amended, permits the limitation or elimination of the personal liability of a Director of the Corporation to the Corporation or its Members, no

6. Dissolution. The Corporation may be dissolved by the action of both the Directors and the Members as follows: (1) by the affirmative vote of the majority of the Director positions prescribed at the time, including any vacancies, at any duly called and convened meeting of the Directors at which a quorum is present; and (2) by the affirmative vote of two thirds (2/3) of the votes cast by the Members present at any duly called and convened meeting of the Members at which a quorum is present; or the written consent of two thirds (2/3) of the votes cast by the Members by ballot vote as provided in the Bylaws.

In the event of the dissolution of this Corporation, 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 any dissolution or termination of the existence of the Corporation, all of its properties and assets shall, after payment or provision for making payment of the lawful debts of the Corporation and the expenses of its dissolution or termination, be delivered, conveyed, and paid over to one or more nonprofit organizations that are in compliance with Section 501(c)(6) of the Internal Revenue Code, having similar restrictions on the disposition of assets, to be used exclusively for the purpose set forth in Section 2 above.

7. Amendment. This Certificate of Incorporation may be amended or repealed by the action of both the Directors and the Members as follows: (1) by the affirmative vote of the majority of the Director positions prescribed at the time, including any vacancies, at any duly called and convened meeting of the Directors at which a quorum is present; and (2) by the affirmative vote of two thirds (2/3) of the votes cast by the Members present at any duly called and convened meeting of the Members at which a quorum is present; or written consent of two thirds (2/3) of the votes cast by the Members by ballot vote as provided in the Bylaws. Notwithstanding the preceding sentence, no amendment shall be effective which shall cause the Corporation to lose its status as a 501(c)(6) tax-exempt organization, and provided, further, that any amendment which changes a quorum or voting requirement shall require such greater vote or vote only by the Members as may be required by the Nonstock Act, the Certificate of Incorporation or the Bylaws.

Signed at Hartford, Connecticut this _____ day of April, 2010.

Paul R. Michaud, Esq.
Sole Incorporator

ACCEPTANCE OF APPOINTMENT OF BY REGISTERED AGENT:

The undersigned hereby accepts appointment as the registered agent of the Corporation.

MCR&P SERVICE CORPORATION

By: _____
Marcel J. Bernier
Its Vice President

**BYLAWS OF
RENEWABLE ENERGY AND EFFICIENCY BUSINESS ASSOCIATION, INC.
(A Connecticut Nonstock Corporation)**

ARTICLE I
Name, Governing Law, Offices

The name of the Corporation is Renewable Energy and Efficiency Business Association, Inc. ("REEBA") (herein called the "Corporation"). The Corporation is incorporated under and shall be governed by the Connecticut Revised Nonstock Corporation Act, Chapter 602 of the Connecticut General Statutes (as the same may hereafter be revised or replaced, herein called the "Nonstock Act"). The registered office of the Corporation shall be at such place in the State of Connecticut as the Board of Directors of the Corporation (the "Board") shall from time to time designate.

ARTICLE II
Definitions

2.1 "Member" shall mean an individual or an entity that has membership rights in the Corporation in accordance with the provisions of the Corporation's Certificate of Incorporation as amended or restated from time to time (the "Certificate of Incorporation") and the Corporation's Bylaws as amended or restated from time to time (the "Bylaws"). All references in the Certificate of Incorporation to the Member or Members shall refer to a Member or Members as defined in Section 4 (A)(i) of the Certificate of Incorporation and shall not refer to any Advisory Member or Advisory Members as defined in Section 4(A)(ii) of the Certificate of Incorporation.

2.2 "Interventions" shall mean the process of participating in proceedings conducted by government agencies, boards, commissions, departments, funds and other organizations (herein called "Government Agencies") for the purpose of influencing the determination of such Government Agency. Interventions shall include the presentation of expert evidentiary testimony, legal argument, legal briefs, written exceptions, motions and other legal advocacy when appropriate.

2.3 "Monitoring" shall mean the process of monitoring developments in the energy industry, including developments in legislative or administrative proceedings, in order to keep Members informed of any proposed or enacted laws or regulations that may affect the business purposes of the Members as stakeholders in the renewable energy and energy efficiency industry and articulated in Section 4 of the Certificate of Incorporation. Monitoring may be performed by the Board, the Members, or attorneys and advisors retained by the Corporation for that purpose, subject to the provisions of Article VIII hereof.

ARTICLE III
Purpose of the Corporation

3.1 *Purpose.* The purpose of the Corporation is set forth in the Certificate of Incorporation.

ARTICLE IV
Members

4.1 *Members.*

(a) *Classes and Voting Rights of Members.* The classes and voting rights of the Members shall be as set forth in the Certificate of Incorporation.

4.2 *Admission of a Member.*

(a) *Submission of Application.* Application for membership shall be made in writing in such form as the Board shall prescribe from time to time, and shall be submitted to the Secretary of the Corporation at the principal office of the Corporation. Every application must be signed by: (i) if the Member is an individual, by that individual applicant in person; or (ii) if the Member is an entity or an organization, by a duly authorized officer, agent or other representative of that entity or organization.

(b) *Intent of Application.* The signing and presentation of an application for membership shall be deemed and construed to be an agreement on the part of the applicant to abide by the provisions of the Certificate of Incorporation and the Bylaws; comply with other rules, regulations or resolutions that are adopted by the Board; support initiatives by the Board to broaden the membership of the Corporation; and support the purpose of the Corporation.

(c) *Approval of Application.* Applications for membership must be approved by a majority of the Directors then in office or by such other committee of the Board or person as is designated by the Board from time to time. Membership shall commence upon such approval and payment of the applicable dues for that year.

4.3 *Withdrawal of Membership.* A Member may withdraw from membership of the Corporation by delivering written notice to the Secretary of the Corporation. Withdrawal shall be effective when the notice is delivered unless the notice specifies a later effective date. Withdrawal shall not entitle the withdrawing Member to a refund of all or any part of the dues or assessments paid by that Member.

4.4 *Termination of Membership.* Membership of a Member shall automatically terminate if any dues or assessments owed by such Member are not paid within sixty (60) days after written notice from the Corporation to such Member that such dues or assessments are overdue.

4.5 *Voting Rights of Members.* Each Member is entitled to one vote on each matter voted on at a meeting of the Members. Such vote shall be cast by the designated primary contact person of such Member. Advisory Members and withdrawn and terminated Members shall have no voting rights.

4.6 *Quorum Requirements.* Members entitled to vote on a matter may take action on the matter at a meeting only if a quorum exists at the meeting. Twenty percent (20%) of the Members entitled to vote on the matter shall constitute a quorum for action on that matter unless the Nonstock Act, the Certificate of Incorporation or the Bylaws prescribe a greater quorum requirement.

4.7 *Voting Requirements.* If a quorum exists at a meeting of the Members, action on a matter is approved if the votes cast by the Members voting in favor of the action exceed the votes cast by the Members in opposition to the matter, unless the Nonstock Act or the Certificate of Incorporation prescribe a greater voting requirement.

4.8 *Place of Meetings.* All meetings of the Members shall be held at the principal office of the Corporation or at any other place within the State of Connecticut determined by the Board and stated in the notice of the meeting.

4.9 *Annual Meeting.* An annual Meeting of the Members shall be held at such time and place within the State of Connecticut as the Board may determine.

4.10 *Special Meetings.* The Chairperson of the Corporation, or any three (3) Directors may call special meetings of the Members. Special meetings of the Members shall also be called by the Secretary upon the written request of at least ten percent (10%) of the Members.

4.11 *Record Date.* The day immediately prior to the date that the notice of a meeting of Members is mailed or electronically transmitted under Section 4.13 shall be the record date for determining the Members entitled to notice of the meeting. A determination of Members entitled to notice of or to vote at a meeting of Members is effective for any adjournment of the meeting unless the Board of Directors fixes a new record date, which it may do if it chooses and which it must do if the meeting is adjourned to a date more than one hundred twenty (120) days after the date fixed for the original meeting.

4.12 *Notice to Members.* Not less than ten (10) nor more than sixty (60) days before each meeting of the Members, the Secretary shall give to the Members written notice by U.S. mail, facsimile or electronic mail ("e-mail") stating the date, time and place of the meeting and, in the case of a special meeting or as otherwise may be required by statute, the purpose for which the meeting is called. If mailed by U.S. mail, the notice to the Members shall be effective when deposited in the United States mail, as evidenced by the postmark, addressed to each Member at each Member's post office address as it appears on the records of the Corporation, with first class postage prepaid. If given by e-mail or facsimile, the notice to the Members shall be effective when electronically received by the Member in the manner authorized by the Member.

4.13 *Scope of Notice.* No business shall be transacted at a special meeting of the Members except that specifically designated in the notice. Any business of the Corporation may be transacted at the annual meeting of the Members without being specifically designated in the notice, except business that is required by the Certificate of Incorporation, the Bylaws or the Nonstock Act to be stated in the notice, and except that no changes to the Certificate of Incorporation or the Bylaws may be made unless notice of the change and the text thereof has been included with the notice of the meeting.

4.14 *Computation of Time of Notice.* In computing the time period of any notice required or permitted to be given to the Members under any provision of the Nonstock Act, the Certificate of Incorporation or the Bylaws, or under a resolution of the Members or of the Board, the day on which the notice is effective shall be excluded and the day on which the matter noticed is to occur shall be included, in the absence of a contrary provision.

4.15 *Adjournment.* A or special meeting of Members may be adjourned to a different date, time or place by the Members present, and notice of the new date, time and place need not be given if the new date, time or place is announced at the meeting before adjournment. If a new record date for the adjourned meeting is or must be fixed under Section 4.12, however, notice of the new date, time and place of the adjourned meeting must be given in the manner provided in Sections 4.13 and 4.14 to the persons who are Members as of the new record date.

4.16 *Proxy.* At any meeting of the Members, the Members shall be entitled to vote in person or by proxy. If by proxy, the proxy shall be in writing, shall be dated and executed by the Member, but no proxy which is dated more than eleven (11) months before the meeting at which it is offered shall be accepted, unless the proxy shall, on its face, name a longer period for which it is to remain in force.

4.17 *Members' Action Without Meeting.* Any action which, under any provision of the Nonstock Act may be taken at a meeting of the Members, may be taken without a meeting by a consent in writing, setting forth the action so taken or to be taken, signed by all of the Members, which action for purposes of this section shall be referred to as "unanimous written consent." The Secretary shall file such consent with the minutes of the meetings of the Members. A unanimous written consent shall have the same force and effect as a vote of the Members at a meeting duly held, and may be stated as such in any certificate or document filed under the Nonstock Act.

4.18 *Members Action By Ballot Vote.* Any action which, under any provision of the Nonstock Act may be taken at a meeting of the Members, including the election of directors, may be taken by mail by a vote of the Members, setting forth the action so taken or to be taken, which action for purposes of this section shall be referred to as a "ballot vote". Not less than ten (10) nor more than fifty (50) days before the effective date of such action, the Chairperson or the Secretary shall give to each Member written notice by U.S. mail, or by e-mail or facsimile if such Member has given prior written approval authorizing the use of the e-mail account or facsimile number of the Member,

4.19 *Waiver of Notice.* A Member may waive any notice required by the Nonstock Act, the Certificate of Incorporation or Bylaws before or after the date and time stated in the notice. The waiver must be in writing, be signed by the Member and be delivered to the Corporation for inclusion in the minutes or filing with the corporate records. A Member's attendance at a meeting: (1) 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 (2) 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.

4.20 *Chairperson to Preside at Meetings of Members.* At each meeting of the Members, a chairperson shall preside. The chairperson shall be appointed by the Board, or, in the absence of such an appointment, shall be elected by the Members at the commencement of the meeting. The chairperson shall determine the order of business and shall have the authority to establish rules for the conduct of the meeting. The chairperson of the meeting shall announce at the meeting when the polls close for each matter voted upon. If no announcement is made, the polls shall be deemed to have closed upon the final adjournment of the meeting. After the polls close, no ballots, proxies or votes, nor any revocation or changes thereto, may be accepted.

4.21 *Dues and Assessments.* The Board of Directors may levy dues and assessments against Members from time to time. The Board may set dues and assessments at different levels for different Members depending upon such dues and assessments categories as may be determined from time to time by the Board, and may change the same whenever deemed appropriate by the Board. The Board shall promptly cause the Secretary to give written notice of dues and assessments payable by a Member to such Member.

ARTICLE V
Directors

5.1 *General.* 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 the Board. The Board shall have the responsibility of seeing to the proper exercise of all the powers that may be exercised or performed by the Corporation under the Nonstock Act, the Certificate of Incorporation and these Bylaws, but only in pursuance of the Corporation's tax exempt purposes as set forth in its Certificate of Incorporation.

5.2 *Number and Election of Directors.* The Corporation shall have not fewer than six (6) nor more than twelve (12) Director positions. The actual number of Director positions within such minimum and maximum shall be established by vote of the Members from time to time. The Incorporator of the Corporation shall establish the initial number of Director positions and shall elect the initial Directors, all of whom shall serve until their successors are duly elected. At each annual meeting of the Members, commencing with the first annual meeting of the Members following the date of the filing of the Certificate of Incorporation with the Secretary of the State of the State of Connecticut, Directors shall be elected by the Members for a term of two (2) years or until their successors have been duly elected, except that Directors may be elected for shorter terms as necessary to fill vacancies on the Board.

5.3 *Eligibility.* An individual who is a Member or an officer, director, shareholder, manager, member or employee of a Member, shall be eligible to serve as a Director; provided, however, that no more than one representative of each Member may serve as a Director at the same time. An individual who is an Advisory Member or an officer, director, shareholder, manager, member or employee of an Advisory Member shall not be eligible to serve as a Director.

5.4 *Nominations.* The Board of Directors, a committee of the Board or any Member may nominate an individual or individuals to serve on the Board prior to the annual meeting of the Members at which Directors are to be elected by sending written notice to the Secretary at least ten (10) days before the annual meeting.

5.5 *Annual Meeting of the Board.* An Annual Meeting of the Board (the "Annual Board Meeting") shall be held in April, May or June each year at such time, place and date as shall be determined by the Board. At the Annual Board Meeting, the Directors shall elect Officers and conduct such other business as may properly come before the meeting.

5.6 *Regular Meetings of the Board.* In addition to the Annual Board Meeting, regular meetings of the Board shall be held in accordance with a schedule established for the year by the Board at each Annual Board Meeting, which may be revised thereafter at any duly called and convened meeting of the Board.

5.7 *Special Meetings of the Board.* Special meetings of the Board may be held at any time. Special meetings may be called by the Chairperson of the Board

5.8 *Method of Notice; When Notice is Effective; Contents of Notice.* Written notice of each Annual Board Meeting shall be given to each Director, by U.S. mail, facsimile or electronic mail (“e-mail”) not less than ten (10) nor more than thirty (30) days before the meeting. Written notice of each and special meeting of the Board shall be given to each Director by U.S. mail, facsimile or electronic mail (“e-mail”) not less than five (5) nor more than thirty (30) days before the meeting. Facsimile notice shall be effective when electronically received at the facsimile number authorized by the Director for purposes of giving such notice. E-mail notice shall be effective when electronically received at the Director's e-mail address authorized by the Director for purposes of giving such notice. Notice to a Director by mail shall be deemed to be effective at the earliest of the following: (i) when received; (ii) five (5) days after its deposit in the United States mail, first class postage prepaid, addressed to the Director at the address provided by the Director to the Corporation for such purpose; or (iii) on the date shown on the return receipt. Notice of the Annual Board Meeting and any other meeting of the Board shall state the date, time and place of the meeting and need not specify the business to be transacted at the meeting unless required by the Nonstock Act, the Certificate of Incorporation or the Bylaws. Notice of any special meeting of the Board shall state the date, time and place of the meeting and shall specify the business to be transacted at the meeting. In computing the time period of any notice required or permitted to be given to the Directors under any provision of the Nonstock Act, the Certificate of Incorporation or the Bylaws, or under a resolution of the Members or of the Board, the day on which the notice is effective shall be excluded, and the day on which the matter noticed is to occur shall be included, in the absence of a contrary provision.

5.9 *Place of Meetings.* The Board may hold its meetings at such place or places within or without the State of Connecticut as the Board may from time to time determine.

5.10 *Waiver of Notice.* A Director may waive any notice required by the Nonstock Act, the Certificate of Incorporation or the 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, signed by the Director entitled to the notice, and filed with the minutes or corporate records. A Director's attendance at or participation in a meeting waives any required notice to the Director of the meeting unless the Director at the beginning of the meeting, or promptly upon the arrival of the 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.

5.11 *Quorum.* A quorum for the transaction of business at any meeting of the Board shall be a majority of the total number of Director positions prescribed at the time, including vacancies, if any.

5.12 *Action by the Board.* The act of a majority of the Directors present at a meeting at which a quorum is present at the time of the act shall be the act of the Board,

5.13 *Action Without Meeting.* Any action required or permitted by the Nonstock Act to be taken at a Board meeting may be taken without a meeting if the action is taken by all Directors. The action shall be evidenced by one (1) or more written consents describing the action taken, signed by each Director and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last Director signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

5.14 *Telephonic, etc., Meeting.* The Board may permit any or all Directors to participate in a or special meeting by, or conduct the meeting through the use of, any means of communication, such as conference telephone communication, by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

5.15 *Resignation of Elected Directors.* Any Director may resign at any time by delivering written notice to the Chairperson of the Board of Directors. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

5.16 *Removal of Elected Directors.* The Members may remove one or more of the Directors with or without cause at any time. A Director may be removed by the Members only at a meeting called for the purpose of removing the Director and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the Director.

5.17 *Vacancy Among Elected Directors.* If a vacancy occurs among the Directors, including a vacancy resulting from an increase in the number of Directors: (1) the Directors may fill the vacancy; (2) if the Directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of all the Directors remaining in office and (3) if the Directors have not acted to fill the vacancy within ninety (90) days of its occurrence, the Members may fill the vacancy. The term of a Director elected to fill a vacancy shall expire at the end of the term of the Director whose position became vacant or such later time when a successor is elected. A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date under Section 5.14 of this Article V or otherwise, may be filled before the vacancy occurs but the new elected Director may not take office until the vacancy occurs.

5.18 *Compensation.* No Director shall receive compensation for any services rendered to the Corporation in his or her capacity as a Director.

ARTICLE VI

Officers

6.1 *General.* The Corporation shall have the following Officers: a Chairperson, a Treasurer and a Secretary. The Corporation may also have a President, one or more Vice Presidents, Assistant Treasurers and Assistant Secretaries, who shall have the duties prescribed by the Board, if the Board deems it appropriate. The Officers shall be elected by the Board at the Annual Board Meeting, or thereafter as the need may arise. Any two (2) or more such offices may be held by the same person. The duties of Officers of the Corporation shall be such as are prescribed by the Bylaws and as may be prescribed by the Board.

6.2 *Chairperson.* The Chairperson shall preside at all meetings of the Board and shall have such other duties and responsibilities as the Board may from time to time prescribe. The Chairperson shall be elected from among those persons who are Directors at the time of election and shall automatically cease to be Chairperson when he or she ceases to be a Director.

6.3 *Secretary.* The Secretary shall be responsible for preparing and keeping a record of the proceedings of all meetings of the Board and for authenticating records of the Corporation. The Secretary shall issue all notices required by law or by the Bylaws. The Secretary shall have the custody of the seal of the Corporation and all books, records and papers of the Corporation, except as shall be in the charge of the Treasurer or of some other person authorized to have custody and possession thereof by a resolution of the Board, and shall discharge all other duties assigned to him or her from time to time by the Board. The Secretary may but need not be elected from among those individuals who are Directors of the Corporation at the time of election and shall automatically cease to be the Secretary when he or she ceases to be a Director.

6.4 *Treasurer.* The Treasurer shall oversee the custody of all funds and securities of the Corporation, shall supervise the keeping of full and accurate accounts of receipts and disbursements of all funds of the Corporation, shall oversee the maintenance of the accounting books and records of the Corporation, and shall supervise the deposit of all monies and valuable effects in the name and to the credit of the Corporation in depositories designated by the Board. The Treasurer shall prepare or cause to be prepared an annual budget for the Corporation and shall submit it to the Board prior to the beginning of each fiscal year of the Corporation. The Treasurer shall prepare or cause to be prepared annual financial statements for the Corporation in form and substance satisfactory to the Board and shall submit such financial statements to the Board prior to each Annual Board Meeting. The Treasurer shall report to the Board periodically on the financial condition of the Corporation in such detail as the Board may request from time to time, and shall discharge all other duties assigned to him or her from time to time by the Board. The Treasurer may, but need not be, elected from among those individuals who are Directors of the Corporation at the time of election.

6.5 *Terms of Office.* Each Officer named in this Article VI shall serve for the term of one (1) year and until his or her successor shall be duly elected, but any Officer may be removed by the Board at any time, with or without cause. The period between

consecutive Annual Board Meetings shall be deemed one (1) year for this purpose. Vacancies among the Officers by reason of death, resignation or other causes shall be filled by the Board. There shall be no limit on years of consecutive service by Officers.

ARTICLE VII *Committees*

7.1. *Executive Committee.* The Board may annually create an Executive Committee under the Bylaws. The Executive Committee may exercise the power and authority of the Board, provided, however, that:

(i) the Executive Committee shall be composed of the number of persons determined by the Board who are Directors while they serve on the Executive Committee; and

(ii) the Directors serving on the Executive Committee must be appointed to the Executive Committee each year by individual name by vote of the Board; and

(iii) The Executive Committee shall have and may exercise such power and authority of the Board as shall be specified for it by resolution adopted by vote of the Board.

7.2. *Approval of the Executive Committee.* Each Board action with respect to approving and delegating authority to the Executive Committee must be approved by the:

(i) Directors constituting a majority of the entire number of Directors in office at the time; or

(ii) the number of Directors required to take action under the Bylaws or the Certificate of Incorporation if either such document requires a vote greater than a majority of the entire number of Directors in office at the time.

Notwithstanding any other provision of Section 7.1 or Section 7.2, the Executive Committee may not (i) approve action that Sections 33-1000 through 33-1290, inclusive, of the Nonstock Act require to be approved by Members without obtaining the approval of the Members; (ii) fill vacancies on the Board or any of its committees; (iii) adopt, amend or repeal the Certificate of Incorporation or the 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 mortgage, pledge or other encumbrance permitted under the Nonstock Act, or (vi) approve a proposal to dissolve the Corporation without obtaining the approval of the Members.

7.3. *Additional Committees.* In addition to the Executive Committee, the Corporation may have a Finance Committee, Membership Committee, Nominating Committee, and such other committees, each of which may consist entirely of Directors, of Directors and non-Directors or entirely of non-Directors. These committees may be created and persons to serve on them may be designated by the Board, provided, however, that no committee other than a committee consisting only of Directors shall have or exercise any power or authority of the Board. A committee, not consisting only of Directors, may advise, recommend, investigate and report to the Executive Committee, the Board and/or to the officers of the Corporation on such matters as may be assigned to it, but shall not exercise the power or authority of the Board.

ARTICLE VIII

Legal Interventions and Monitoring

8.1 *Authorizing Legal Intervention and Monitoring Activities.* The Board or three (3) or more Members may propose a legal intervention or monitoring activity in the name of the Corporation so long as such activity is reasonably likely to further the purpose of the Corporation, as set forth in the Certificate of Incorporation. Such proposal shall be submitted in writing to the Chairperson. The Chairperson shall submit such proposal to the Board for its review and vote within thirty (30) days following the Chairperson's receipt of such proposal. No Member may undertake a legal intervention or monitoring activity on behalf of or in the name of the Corporation unless and until the Board approves such activity, as evidenced by a written approval of the Board.

8.2 *Appointment of Steering Committee and Chairperson.* Each legal intervention or monitoring activity shall be governed by a Steering Committee (the "Committee") created by the Board or the Members funding the legal intervention or monitoring activity comprised of an appropriate number of Members who are participating in the legal intervention or monitoring activity and such other persons as shall be selected by the Board. The Committee, which may include Directors of the Corporation, shall act as the liaison with attorneys and experts selected to represent the Corporation in the legal intervention or monitoring activity and shall be empowered to direct and authorize the activities of the selected attorneys and expert witnesses.

8.3 *Assessments for Legal Intervention and Monitoring Activities.* At the time of approving each legal intervention or monitoring activity, the Board shall determine whether the costs of each legal intervention or monitoring activity shall be borne by the Corporation or the Members who have expressly agreed to participate in such activity. If the Board determines that the cost shall be borne by the Members who have expressly agreed to participate in such activity, at the time of such approval the Board shall assess the cost of such activity against such Members in such manner as shall be determined by the Board.

ARTICLE IX

Budgeting and Dues

9.1 *Budgeting.* On or before November 30 of each year, the Treasurer shall prepare and submit to the Board an operating budget (the "budget") for the Corporation for the next calendar year. The budget shall be developed in consultation with the Board and the Members and other affiliated parties or agencies to ensure that it reflects the priorities of the Members with respect to intervention, monitoring and other activities that may be undertaken in furtherance of the Corporation's purpose. As an integral part of preparing the budget, the Treasurer shall propose the amount of dues that shall be levied against each category of Member during the next fiscal year. Such dues shall be in addition to the assessments for intervention and monitoring activities that may be levied upon Members participating in such activities pursuant to Section 8.3. The budget and the proposed dues shall be approved by a majority of the Directors in office at the time.

9.2 *Policies.* The Board shall establish policies governing the billing and collection of assessments and dues that may be levied on the Members pursuant to the Bylaws. The Board shall promptly communicate such policies to the Members.

ARTICLE X *Seal*

The seal of the Corporation shall have inscribed thereon the name of the Corporation, the word "Seal" and the word "Connecticut," and shall be in the custody of the Secretary.

ARTICLE XI *Fiscal Year*

The fiscal year of the Corporation shall be the calendar year.

ARTICLE XII *Amendments*

These Bylaws may be amended or repealed by the action of both the Directors and the Members as follows: (1) by the affirmative vote of the majority of the Director positions prescribed at the time, including any vacancies, at any duly called and convened meeting of the Directors at which a quorum is present; and (2) by the affirmative vote of the majority of the votes cast by the Members present at any duly called and convened meeting of the Members at which a quorum is present; or written consent of the majority of the votes cast by the Members by ballot vote as provided in the Bylaws. Notwithstanding the preceding sentence, no amendment shall be effective which shall cause the Corporation to lose its status as a 501(c)(6) tax-exempt organization, and provided, further, that any amendment which changes a quorum or voting requirement shall require such greater vote or vote only by the Members as may be required by the Nonstock Act, the Certificate of Incorporation or the Bylaws.

