

CT RISES, INCORPORATED

BYLAWS

ARTICLE I (OFFICES)

Sec. 1.01 Location. The principal office of the Corporation shall be located at such place as the Board of Directors shall 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 have and shall continuously maintain in Connecticut a registered office at such place as may be designated by the Board of Directors.

ARTICLE II (MEMBERS)

Sec. 2.01 Membership. The membership of the Corporation shall consist of the Board of Directors.

ARTICLE III (BOARD OF DIRECTORS)

Sec. 3.01 Power of Board. The affairs of the Corporation shall be managed by the Board of Directors.

Sec. 3.02 Number of Directors. The number of directors of the Corporation shall not be fewer than seven nor more than fifteen.

Sec. 3.03 Election and Term of Directors.

- A. The first Board of Directors of the Corporation shall consist of those persons named as initial directors in the Organizational Meeting. Such persons shall hold office until the first annual election of Directors. Thereafter, at each annual meeting of the Board of Directors, the Board shall elect one-half the number of Directors to provide a staggering of Director terms.
- B. Directors shall be elected by the affirmative vote of a majority of the Board of Directors at the annual meeting of the Corporation or at any other meeting of the Board called for such purpose. If a Director or Directors are to be elected at any meeting other than the annual meeting, notice of such meeting shall be given in accordance with Sec. 309 of this Article III, provided, however, that such notice shall specify that a purpose of the meeting is the election of one or more Directors.

Sec. 3.04 Vacancies. Any vacancy occurring on the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of a majority of the Directors then in office though less than a quorum of the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office and until his successor is elected and qualified.

Sec. 3.05 Removal of Directors. A Director may be removed with or without cause at any time by action of the Board, provided that notice of the Board's proposed action is included in the notice of the meeting at which vote is taken.

Sec. 3.06 Resignations. Except as otherwise required by law, any Director of the Corporation may resign at any time by giving written notice to the Board or to the President or Secretary of the Corporation. Such resignation shall take effect at the time specified in such notice, or upon receipt of the notice if no time is specified. Unless otherwise specified in the notice of resignation, no acceptance of such resignation shall be necessary to make it effective.

Sec. 3.07 Quorum of Directors and Manner of Acting. Unless a greater proportion is required by law or these Bylaws, a majority of the number of Directors then in office shall constitute a quorum for the transaction of business; provided, however, that in no event shall a quorum consist of less than one-third of the number of Directors so fixed in these Bylaws. Except as otherwise provided by law or the Articles

of incorporation or these Bylaws, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board

Sec. 3.08 Annual and Regular Meeting. The annual meeting of the Board of Directors shall be held without other notice than by this Bylaw on the first Thursday in December of each year at the Corporation's principal office. Such annual meeting may be held on another date or at another location, pursuant to resolution of the Board, provided at least fifteen days' notice of the new date for the annual meeting is given to each Director. The Board shall meet at least six times annually (including the annual meeting), with all Directors provided at least seven days' written notice.

Sec. 3.09 Notice. Whenever notice is required to be given under any provision of these Bylaws, it may be given by written notice delivered personally, by traditional or electronic mail, or by facsimile to an address indicated on the records of the Corporation. If mailed, such notice shall be deemed to be delivered three days after being deposited in the mail. If electronically delivered, notice shall be deemed delivered when transmitted.

Sec. 3.10 Waiver of Notice. Any Director may waive notice of any meeting, either before or after the time notice would have been required. A Director's attendance at any meeting shall constitute waiver of notice of such meeting, excepting such attendance at a meeting by the Director for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened. Except as specifically required by the Articles, or these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice, or waiver of notice, of such meeting.

Sec. 3.11 Informal Action by Directors; Meetings by Conference Telephone. Any action required or permitted to be taken by the Board may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the Directors authorizing the action. Such consent shall have the same force and effect as a unanimous vote. The signed documents setting forth such consent by all the Directors shall be filed with the minutes of proceedings of the Board. Any or all Directors may participate in a meeting of the Board or of a committee of the Board by means of conference telephone or by any means of communications by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

Sec. 3.12 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 reasonably incurred in the performance of their duties to the Corporation. A person serving as a Director may be compensated for services provided to the Corporation in any other capacity.

Sec. 3.13 Conflict of Interest Policy. Adoption of a substantial Conflict of Interest policy demonstrates that the Corporation is operating to promote the health of the community as a whole. Directors shall be required to adhere to the Conflict of Interest policy and sign a statement pledging to individually and collectively avoid actual or potential conflicts of interest.

- A. An "interested person" is a Director, a principal officer or a member of a committee with Board-delegated powers or members of their immediate families who has a direct or indirect "financial interest," as defined below.
- B. "Financial interest" is defined as:
 1. A person who has, directly or indirectly through business, investment or family:
 - a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement; or
 - b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
 - c. A potential ownership or investment interest in, or compensation with, any entity or individual with which the Corporation is negotiating a transaction

or arrangement. Compensation includes direct and indirect remuneration and gifts or favors which are substantial in nature

- C. Interested persons must disclose an actual or potential conflict of interest or financial interest and all material facts relating thereto.
- D. When a conflict of interest is disclosed, the Directors shall:
 - 1. Require that the interested person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest;
 - 2. Appoint, if appropriate, a non-interested person or committee to investigate alternatives to the proposed transaction or arrangement;
 - 3. Determine by a majority vote of the non-interested Directors present, that the transaction or arrangement is in the Corporation's best interest and for its own benefit, is fair and reasonable to the organization, and, after exercising due diligence, determining that the organization cannot obtain a more advantageous transaction or arrangement with reasonable efforts under the circumstances; and
 - 4. Take appropriate disciplinary action with respect to an interested person who violates the Conflict of Interest policy to protect the Corporation's best interest.
- E. The minutes of the Director's meetings and all committees with Board of Director's delegated powers shall include:
 - 1. The names of the persons who disclosed financial interests, the nature of the financial interest and whether the Directors determined a conflict of interest existed; and
 - 2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement; the content of these discussions, including any alternatives to the proposed transaction or arrangements; and a record of the vote
- F. Each interested person shall sign an annual statement that the person:
 - 1. Received a copy of the Conflict of Interest policy;
 - 2. Has read and understands the policy
 - 3. Agrees to comply with the policy;
 - 4. Understands that the policy applies to all committees and subcommittees having Board-delegated powers; and
 - 5. Understands that the Corporation is a charitable organization and that in order to maintain its tax-exempt status, it must continuously engage primarily in activities that accomplish one or more of its tax-exempt purposes.

ARTICLE IV (COMMITTEES)

Sec. 4.01 Executive Committee. The officers of the Corporation shall serve as the Executive Committee. The Executive Committee shall have and exercise all the powers of the Board during the intervals between meetings of the Board, and shall fix its own rules of procedure. The Executive Committee shall keep a record of its proceedings, which shall from time to time be reported to the Board.

Sec. 4.02 Committees Other Than Executive Committee. The Board may designate and appoint one or more committees, each of which shall include at least two Directors, which committees shall have the duties assigned to them by the Board. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him/her by law.

ARTICLE V (OFFICERS, AGENTS, AND EMPLOYEES)

Sec. 5.01 Officers. The officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer and such other officers and assistant officers as may be determined by the Board. Any two or more offices may be held by the same person except that the offices of President and Secretary shall be held by different people.

Sec. 5.02 Election and Term of Office. The officers shall be elected at each annual meeting of the Board. If the election of officers shall not be held at such meeting, such election shall be held as soon as possible thereafter as conveniently may be. Each person so elected shall hold office for the term for which he/she is elected, and until his/her successor has been elected and qualified. The election or appointment of an officer shall not of itself create contract rights.

Sec. 5.03 Resignation. Any officer may resign at any time by giving written notice to the Board or to the President or Secretary of the Corporation. Any such resignation shall take effect at the time of receipt or such later time as therein specified and unless otherwise specified therein no acceptance of such resignation shall be necessary to make it effective.

Sec. 5.04 Removal. Any officer may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation will be served thereby; provided, however, that removal of any officer shall be without prejudice to his/her contract rights, if any.

Sec. 5.05 Vacancies. A vacancy in any office may be filled for the unexpired portion of the term by the Board in any meeting.

Sec. 5.06 Powers and Duties of Officers. Subject to the control of the Board of Directors, all officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the property and affairs of the Corporation as may be provided in these Bylaws or by resolution of the Board not inconsistent with these Bylaws and, to the extent not so provided, as generally pertain to their respective offices.

- A. President. The President shall preside at all meetings of the Board of Directors and subject to the supervision of the Board of Directors, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with such policies and directives as may be established by the Board of Directors. The President may delegate authority and responsibility but shall remain fully accountable to the Board.
- B. Vice-President. In the absence of the President or in the event of his/her inability or refusal to act, the Vice-President shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe by standing or special resolution, or as the President may from time to time provide, subject to the powers and the supervision of the Board of Directors.
- C. Secretary. The Secretary shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board of Directors, shall see to it that all notices required by these Bylaws or law are given, and in general, shall perform all duties customary to the office of Secretary. The Secretary shall have custody of the corporate seal of the Corporation, and shall have authority to affix the same to any instrument requiring it, and, when so affixed, it may be attested by his/her signature. The Board may give authority to any officer to affix the seal of the Corporation and to attest the affixing by his/her signature.
- D. Treasurer. The Treasurer shall have the custody of, and be responsible for, all funds and securities of the Corporation. Whenever required by the Board of Directors, the Treasurer shall render a statement of accounts. He/She shall at all reasonable times exhibit the books and accounts to any officer or Director of the Corporation.
- E. Executive Director. An Executive Director (or other such position as created and described by the Board of Directors) may be selected by the Board of Directors of the Corporation. The Executive Director shall perform such duties as are provided by these Bylaws and as delegated to the Executive Director by the President, the Board of Directors, or the Executive Committee. Without prejudice to the complete authority of the Board of Directors to manage the affairs and properties of the Corporation, the Executive Director shall hire, direct, and discharge all agents and employees and fix their salaries subject to the budget authorized by the Board of Directors. The

Executive Director may, under the direction of the President or other officer of the Corporation, act for them as they deem appropriate and shall perform such other duties as shall be required by the Board of Directors. In the event the office of Executive Director is not filled, the President shall perform the duties outlined above.

Sec. 5.07 Agents and Employees. The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal shall be without prejudice to any person's contract rights, if any. The appointment of such person as an agent or employee shall not itself create contract rights.

Sec. 5.08 Compensation of Officers, Agents, and Employees. The Corporation may pay compensation in reasonable amounts to officers for services rendered, such amounts to be fixed by the Board. The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered, such amounts to be fixed by the Board or, if the Board delegates such power to any officers, then by such officer or officers. The Board may require officers, agents, or employees to give security for the faithful performance of their duties, for which they shall be reimbursed.

ARTICLE VI (MISCELLANEOUS)

Sec. 6.01 Fiscal Year. The fiscal year of the Corporation shall begin on September 1 and end on August 31 each year, unless otherwise determined by the Board of Directors.

Sec. 6.02 Contracts and Other Documents. The Board may, except as otherwise required by law, the Articles of Incorporation, or these Bylaws, authorize any two officers or agents of the Corporation, to enter into any contract or execute and deliver any instrument or document on behalf of the Corporation. Such authority may be general or confined to specific instances. The Board may delegate this power to the President, on such terms as it prescribes.

Sec. 6.03 Checks, Drafts, Loans, Etc. All checks, drafts, loans, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by two officers or agents of the Corporation and in such manner as shall be from time to time determined by the Board.

Sec. 6.04 Books and Records. The Corporation shall keep at its registered office in Connecticut, (1) correct and complete books and records of account, and (2) minutes of the proceedings of the Board of Directors and any committee having any of the authority of the Board.

Sec. 6.05 Loans to Directors and Officers. No loans shall be made by the Corporation to its Directors or officers.

ARTICLE VII (AMENDMENT OF ARTICLES AND BYLAWS)

Sec. 7.01 Amendments. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted at any regular or at any special meeting by a two-third majority vote of the total number of Director. Proposed changes to the Bylaws may not be considered at a meeting unless filed with the Secretary at least thirty days before the meeting at which it is to be considered and provided to the Directors at least ten days before the date of such meeting.

ARTICLE VIII (INDEMNIFICATION AND INSURANCE)

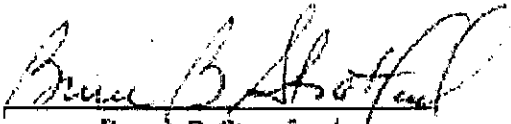
Sec. 8.01 Indemnification and Insurance. The Corporation shall, to the full extent permitted by law, indemnify any Director or officer, and any former Director or officer, against any and all expense and liabilities actually and necessarily incurred by him/her or imposed on him/her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or

investigative, including appeals) to which he/she may be or is made a party by reason of being or having been such Director, officer, subject to the limitation, however, that no indemnification shall be considered in relation to matters as to which he/she shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the Corporation for damages arising out of his/her own negligence or misconduct in the performance of a duty to the Corporation.

At a regularly scheduled CT Rises Inc. Board of Directors meeting on April 10, 2014 attended by five of the seven appointed directors, the above bylaws were presented for adoption. The following directors voted in favor of adoption.

Dale Martin
Daria Smith
Bruce Stratford
Craig Fitzsimmons
Todd Hughes

These votes in favor constitute 71 percent (5 of 7) of all possible votes and exceed the 67% majority vote required for adoption. Consequently, the above bylaws are declared as formally adopted.


Bruce B. Stratford
Secretary / Treasurer
CT Rises, Inc.

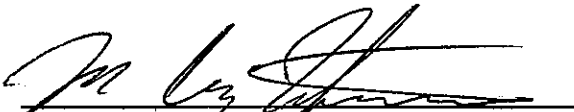
4/10/14
Date

Resolved, that the following language be added to the CT Rises Inc bylaws as of October 23, 2014:

Amendment to Bylaws:

Article IX - Section 9.01 Dissolution

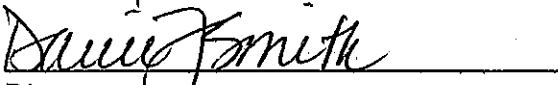
Upon a decision by the Board of Directors to dissolve the Corporation, any remaining assets shall be used exclusively for exempt purposes such as charitable, religious, educational, and/or scientific purposes. The Board of Directors shall direct distribution of the remaining assets to qualified organizations that satisfy such exempt purposes.



Director
M. CRAIG FITZSIMMONS

10-23-14

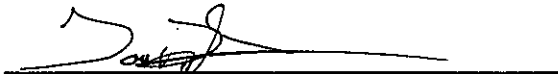
Date



Director
DARIA P. SMITH

10/23/2014

Date



Director
Todd Hughes

10-23-14

Date



Director
Bruce Stratford

10-23-14

Date

Director

Date

Director

Date

Director

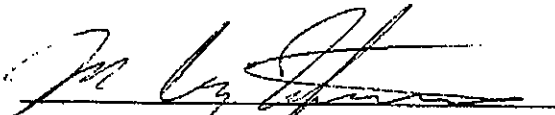
Date

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Amendment to Bylaws:

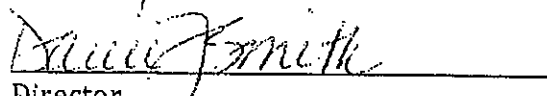
Article IX - Section 9.01 Dissolution

Upon a decision by the Board of Directors to dissolve the Corporation, any remaining assets shall be used exclusively for exempt purposes such as charitable, religious, educational, and/or scientific purposes. The Board of Directors shall direct distribution of the remaining assets to qualified organizations that satisfy such exempt purposes.



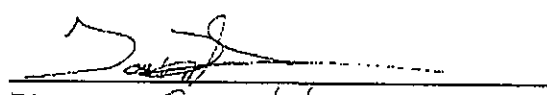
Director M. CRAIG FITZSIMMONS

10-23-14
Date



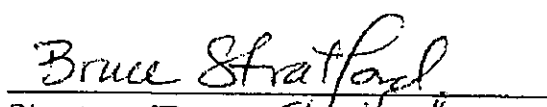
Director MARIA F. SMITH

10/23/2014
Date



Director Todd Hughes

10-23-14
Date



Director Bruce Stratford

10-23-14
Date



Director Fletcher Watton

2/20/15
Date

Director

Date

Director

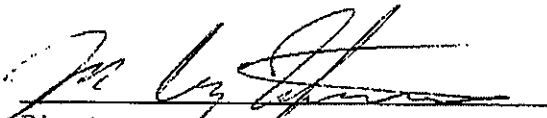
Date

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Amendment to Bylaws:

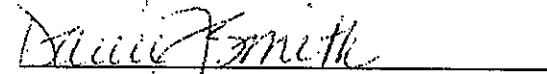
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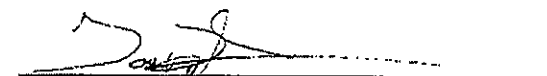
Director M. CRAIG FITZSIMMONS

10-23-14
Date



Director MARIA F. SMITH

10/23/2014
Date



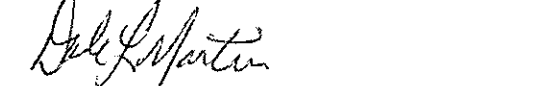
Director Todd Hughes

10-23-14
Date



Director Bruce Stratford

10-23-14
Date



Director Dale L. Martin

10-23-14
Date

Director

Date

Director

Date