

AMENDED AND RESTATED BYLAWS
OF
THAMES RIVER COMMUNITY SERVICE, INC.

Adopted July 18, 2012

**BYLAWS
OF
THAMES RIVER COMMUNITY SERVICE, INC.**

**ARTICLE 1
*General***

These Bylaws are intended to supplement and implement applicable provisions of law and of the Certificate of Incorporation (the "Certificate of Incorporation") of THAMES RIVER COMMUNITY SERVICE, INC. (the "Corporation").

**ARTICLE II
*Offices***

The principal office of the Corporation shall be located within or without the State of Connecticut, 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 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***

Section 3.1 **No Members.** The Corporation shall have no members.

**ARTICLE
*Board of Directors***

Section 4.1 **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 4.2 **Number of Directors.** The number of Directors constituting the entire Board of Directors shall be not fewer than nine nor more than twenty. The number of Directors constituting the Board of Directors shall be the number by the Directors within the foregoing range or, if no such number has been prescribed, shall be the number of Directors then in office, The number of Directors may be increased or decreased by action of the Board of Directors.

Section 4.3 **Election and Term of Directors.** As provided in the Certificate of Incorporation, the Board of Directors shall be a staggered Board, divided into three groups. At each Annual Meeting of the Board of Directors, the Directors shall elect or re-elect Directors to replace those Directors whose terms are expiring, each Director thereafter to serve a term of three years and until his or her successor is elected. If the number of Directors is changed by the Board of Directors in accordance with the Bylaws, any increase or decrease shall be apportioned among the classes of Directors so as to maintain the number of Directors in each class of Directors as nearly equal as possible.

No Director shall serve more than two consecutive full three-year terms, after which they may be elected to consecutive one year terms not to exceed three such consecutive one year terms. Notwithstanding any other provision of these By-Laws, the election to complete a term of another or former Director shall not constitute a term of office.

Section 4.4 **Removal of Directors.** Except as may otherwise be provided in the Certificate of Incorporation, any one or more of the Directors may be removed with or without cause at any time by action of the Board of Directors of the Corporation. A Director may be removed only at a meeting called for that purpose, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is the removal of the Director.

Section 4.5 **Resignation.** Any Director may resign at any time by delivering written notice to the Board of Directors, its President, or the Secretary of the Corporation. Such resignation shall take effect when such notice is so delivered unless the notice specifies a later effective date.

Section 4.6 **Newly-Created Directorships and Vacancies.** Newly created directorships, resulting from an increase in the number of Directors, and vacancies occurring in the Board of Directors for any reason, shall be filled by the Board. Such vacancy shall be filled until the next annual meeting at which Directors are elected or, if the Board is staggered, for the unexpired portion of the term, if applicable.

Section 4.7 **Meetings of the Board of Directors.** An annual meeting of the Board of Directors shall be held each year at such time and place as shall be fixed by the Board, for the election of Directors and officers and for the transaction of such other business as may properly come before the meeting. Regular meetings of the Board of Directors shall be held at such times as may be fixed by the Board. Special meetings of the Board of Directors may be called at any time by the President of the Board or a majority of the Directors.

Regular and special meetings of the Board of Directors may be held at any place in or out of the State of Connecticut. Regular meetings of the Board may be held without notice of the date, time, place or purpose of the meeting except that, unless stated in the written notice of the meeting, no vote on the adoption, amendment or repeal of these Bylaws or the Corporation's Certificate of Incorporation may occur. Notice of each special meeting of the Board shall include the date, time and place of the meeting and shall be given personally, by telephone, or other electronic means (including e-mail), or by mail or private carrier not less than

two (2) days before the date of the meeting and shall state the purpose or purposes for which the meeting is called.

Special meetings of the Directors shall be held whenever called by the President, the Secretary or upon the written request of at least one-third of the members of the Board of Directors.

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. The waiver shall be in writing, shall be signed by the Director, and shall be delivered to the Secretary of the Corporation 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 4.8 **Quorum of Directors and Voting.** Unless a greater proportion is required by law or by the Certificate of Incorporation or these Bylaws, one third of the number of Directors prescribed in accordance with Section 4.2, but in no event fewer than two, Directors shall constitute a quorum for the transaction of business or of any particular business. Except as otherwise provided by law or by the Certificate of Incorporation or these Bylaws, the vote of a majority of the Directors present at the meeting at the time of such vote, if a quorum is then present, shall be the act of the Board. Voting by proxy is not permitted.

Section 4.9 **Action without a Meeting.** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board. Such action shall be evidenced by one or more written consents describing the action taken, shall be signed by each and every Director (unanimous action) and shall be included in the minutes or filed with the corporate records reflecting the action taken. The written consents may be in the form of an email. Action taken under this Section 4.9 is the act of the Board of Directors when one or more consents signed by all the Directors are delivered to the Corporation. The consent may specify the time at which the action taken thereunder is to be effective. A Director's consent may be withdrawn by a revocation signed by the Director and delivered to the Corporation prior to delivery to the Corporation of unrevoked written consents signed by all the Directors. Voting by proxy is not permitted.

Section 4.10 **Meetings by Conference Telephone.** Any one or more members of the Board of Directors may participate in any meeting of the Board by, or conduct the meeting through the use of, any means of conference telephone or similar communications equipment by which all Directors participating in the meeting may simultaneously hear each other during the meeting. A Director participating in a meeting by such means is deemed to be present in person at the meeting.

Section 4,11 **Compensation of Directors.** No Director shall receive compensation for services rendered to the Corporation in such capacity, but Directors shall be entitled to reimbursement for reasonable and necessary expenses actually incurred in connection with the performance of their duties the manner and to the extent that the Board shall determine, consistent with the requirements of section 33-1092 of the Connecticut General Statutes. Notwithstanding the foregoing, the Corporation shall provide no reimbursement for expenses or compensation other than those reasonable and necessary in furthering the Corporation's purposes. Directors may receive reasonable compensation for services performed in other capacities for or on behalf of the Corporation pursuant to authorization by the Board of Directors, subject, however, to Article VIII of these Bylaws and to sections 33-1127 through 33-1139 of the Connecticut General Statutes.

Section 4.12 **Minutes.** The Secretary shall record or arrange to be recorded the minutes of each meeting of the Board of Directors and upon adoption by the Board of Directors shall retain such minutes with the permanent records of the Corporation.

ARTICLE V

Committees

Section 5. **Committees.** The Board of Directors may create one or more committees and appoint one or more members of the Board to serve on them. The creation of a committee and the appointment of Directors to a committee shall be approved by a majority of all the Directors in office when the action is taken. A committee may not:

- (i.) fill vacancies on the Board of Directors or, except as provided in this section, on any of its Committees;
- (ii.) adopt, amend or repeal these Bylaws or make changes to the Corporation's Certificate of Incorporation;
- (iii.) approve a plan of merger;
- (iv.) approve a sale, lease, exchange or other disposition of all, or substantially all, of the property of the Corporation, other than in the usual and regular course of affairs of the Corporation; or
- (v.) approve a proposal to dissolve the Corporation.

The Board of Directors may appoint one or more Directors as alternate Directors to replace any absent or disqualified Director during the Director's absence or disqualification.

Section 5.2 **Committee Rules.** Sections 4.7, 4.8, 4.9 and 4.10 of these Bylaws, which govern meetings, action without meetings, participation in meetings by conference telephone, notice and waiver of notice, and quorum and voting requirements of the Board of Directors, apply to committees and their members as well, except that committees shall not be required to hold annual meetings.

Section 5.3 **Compliance with Standards of Conduct.** The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a Director with the standards of conduct described in Section 33-1104 of the Connecticut General Statutes.

Section 5.4 **Advisory Committees.** In addition to the committees described above, the Board of Directors or the President may appoint one or more Directors and/or one or more other persons, not Directors, to serve as one or more advisory committees, which shall have no power to exercise any power of the Board of Directors.

Section 5.5 **Minutes,** Each Committee shall keep regular minutes of its proceedings and report the same to the Board of Directors, and such minutes shall be retained with the permanent records of the Corporation.

ARTICLE VI

Officers

Section 6.1 **Officers; Eligibility.** The Board of Directors shall elect from among them a President, Secretary, Treasurer, and such other officers as determined by the Board of Directors.

Section 6.2 **Term of Office and Removal.** Each officer shall hold office for the term for which he she is appointed and until his or her successor has been appointed and qualified. All officers shall be appointed at the annual meeting of the Board of Directors or at any other meeting of the Board as the Board may determine. Any officer may be removed by the Board of Directors at any time with or without cause. Re-election or appointment of an officer shall not of itself create any contract rights in the officer or the Corporation. Notwithstanding any other provision of these By-Laws, the term of the President shall not consist of more than two consecutive one year terms.

Section 6.3 **Resignation.** Any officer may resign at any time by delivering written notice to the Corporation. Unless the written notice specifies a later effective time, the resignation shall be effective when the notice is delivered to the Board of Directors, its President, or the Secretary of the Corporation.

Section 6.4 **Powers and Duties of Officers.**

A. *President.* The President shall preside at each meeting of the Directors and shall have such powers and duties as usually pertain to the office of President and shall perform such other duties as may from time to time be assigned to him or her, or specifically required to be performed by him or her, by these Bylaws, by the Board of Directors or by law. In general, the President shall consult with and advise the Executive Director, if any, with respect to the achievement of the mission of the Corporation. *Vice President, if any.* In the absence of the President or in the event of his or 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. If there is more than one Vice President, the Board of Directors shall determine which of them shall so perform the duties Of the President under such circumstances. 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.

B. *Secretary.* Secretary shall be responsible for authenticating and maintaining the records of the Corporation, and shall give or cause to be given all notices in accordance *with these Bylaws or as required by law*, and, in general, shall perform all duties customary to the office of secretary.

C. *Treasurer,* The Treasurer shall supervise the custody of the Corporation's funds and the maintenance of the financial books and records, shall be the chair of the Finance Committee, and shall perform such additional duties required by these By-Laws or 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 assigned by the Board. Whenever required by the Board of Directors, the Treasurer shall render a statement of accounts. The Treasurer shall be bonded in an amount and manner satisfactory to the Board of Directors.

ARTICLE VII
Executive Director

Section 7.1 **Executive Director.** The Executive Director shall serve at the pleasure of the Board of Directors. The Executive Director shall be the chief executive officer of the Corporation and shall have general supervision over the business of the Corporation, subject to the control of the Board of Directors. The Executive Director shall see that all orders and resolutions of the Board of Directors are carried into effect. In general, the Executive Director shall perform other duties as from time to time be assigned to him or her, or specifically required to be performed by him or her, by these Bylaws, by the Board of Directors or by law. The compensation and terms of employment of the Executive Director shall be determined at least annually by the Board of Directors. The Board will meet in executive session to evaluate the Executive Director's performance and decide upon the annual salary of the Executive Director. If there is no Executive Director, the Board will appoint someone to act in the capacity of the Executive Director.

ARTICLE VIII
Directors' Conflicting Interest Transactions

Section 8.1 **Conflicts of Interest; Adoption of Policy.** The Corporation shall adopt a conflict of interest policy to assure that any potential "Directors' Conflicting Interest Transaction" as that term is defined in Section 33-1127 of the Connecticut General Statutes, or any potential "Excess Benefit Transaction" involving a "Disqualified Person," (including a director or officer of the Corporation) as those terms are defined in Section 4958 of the Internal Revenue Code, shall only be undertaken after the requisite disclosure, determinations and voting by Directors as provided in Sections 33-1129 and 33-1130 of the Connecticut General Statutes and under any relevant regulations of the Internal Revenue Service.

Section 8.2 **Disclosure; Annual Review of Policy.** The conflict of interest policy shall be reviewed by the Board at least annually. At the time of their election or appointment, each Director or officer may be asked to complete a disclosure statement identifying all related parties of the Director or officer who have a conflicting interest with respect to any transaction between such person and the Corporation. These statements shall be kept on file at the Corporation's office, and copies shall be distributed to all Board members for their reference. These statements shall be updated annually and any additions or other changes shall be made by the Director or officer in writing as they occur,

ARTICLE IX
Miscellaneous

Section 9.1 **Fiscal Year.** The fiscal year of the Corporation shall be July 1st - June 30th.

Section 9.2 **Checks, Notes and Contracts.** The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 9.3 **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 Board of Directors and any committee of the Corporation, and a current list of the Directors and officers of the Corporation and their business addresses. Any of the 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.

Section 9.4 **Amendments to Bylaws.** Subject to the notice requirements of Section 4.7, the Bylaws of the Corporation may be adopted, amended or repealed in whole or in part by the affirmative vote of a majority of the Directors present at a meeting of the Board of

Directors at which a quorum is present.

Section 9.5 **References.** Reference in these Bylaws to a provision of the Internal Revenue Code is to such provision of the Internal Revenue Code of 1986, as amended, or the corresponding provision(s) of any subsequent federal income tax law. Reference in these Bylaws to a provision of the Connecticut General Statutes or any provision of Connecticut law set forth in such statutes is to such provision of the General Statutes of Connecticut, Revision of 1958, as amended, or the corresponding provision(s) of any subsequent Connecticut law.