

BY-LAWS
OF
THE CONNECTICUT FUND FOR THE ENVIRONMENT, INC.

ARTICLE I - Name

The name of this non-profit corporation is The Connecticut Fund for the Environment, Inc., hereinafter, “the Fund.”

ARTICLE II - Purposes

The purposes for which the Fund is formed are those set forth in its Certificate of Incorporation, as from time to time amended, namely,

- (1) To encourage productive and enjoyable harmony between people and their environment, and to promote efforts which will prevent or eliminate damage to the environment;
- (2) To enrich the understanding of the ecological system and natural resources important to the survival of humanity;
- (3) To assist citizens in enforcing their environmental rights by conducting legal, policy and scientific research and educational programs;
- (4) To assist in litigation to aid citizens representing the widespread public interest in a clean environment as well as legal representation of the Fund’s own members when the public interest is involved and the Board of Directors so approves such action.

ARTICLE III - Offices

The principal office of the Fund shall be in the City of New Haven, in the County of New Haven and State of Connecticut, or such other place as the Board of Directors may from time to time designate.

ARTICLE IV - Membership and Dues

Section 1 - The Fund shall have one class of members, all of whom shall be voting members.

Section 2 - Any person, firm, association or corporation which subscribes to the purposes and basic policies of the Fund may become a member of the Fund, subject only to compliance with the provisions of these by-laws. Membership in the Fund shall be available without regard to sex, race, color, creed, or national origin.

- Section 3 - Members may be admitted at any time.
- Section 4 - Only individual members of the Fund in good standing shall be eligible to serve in its elective or appointive positions.
- Section 5 - Each member in good standing shall be entitled to one (1) vote on each matter submitted to a vote of the members.
- Section 6 - Each member of the Fund shall pay annual dues, the amount of which shall be established from time to time by the Board of Directors. The President or the Board of Directors may waive annual dues in the case of an individual interested in participating in the activities of the Fund but unable to afford the membership dues.

ARTICLE V - Board of Directors

- Section 1 - The business of the Fund shall be conducted, subject to these by-laws, by a Board of Directors, at least two-thirds of whom shall be residents of the State of Connecticut. The Board of Directors shall be composed of not less than ten (10) nor more than forty (40) Directors.
- Section 2 - The Board of Directors shall consist of three classes. Class "A" Directors shall be elected to serve a term of three years. Class "B" Directors shall be elected to serve an initial term ending at the annual meeting for the year 1988/89, and thereafter shall be elected to serve a term of three years. Class "C" Directors shall serve an initial term ending at the annual meeting for the year 1989/90, and thereafter shall be elected to serve a term of three years.
- Section 3 - Any vacancy which may occur in the membership of the Board of Directors, whether created by an increase in the number of Directorships or otherwise, may be filled for the balance of the designated term by the Board of Directors.
- Section 4 - Limitations on Terms – Directors shall be eligible to succeed themselves. There shall be no limitation on the number of consecutive terms a Director may serve.
- Section 5 - Election of Directors – At each annual meeting of the members, one class of directors shall be elected by the membership for a three year term by a two-thirds majority of all votes cast.
- Section 6 - Director Emeritus – In recognition of a special contribution or extraordinary commitment to the mission of the Fund, the Board of Directors may elect a former member of the Board or a member of the Board whose term is expiring as a Director Emeritus. Each such Director

Emeritus shall be an ex-officio member of the Board but shall not have the power to vote nor be counted in determining a quorum.

- Section 7 - Staff – Each staff member of the Fund shall be an ex-officio member of the Board, but shall not have the power to vote nor be counted in determining a quorum.
- Section 8 - Regular Meetings – The Board of Directors shall meet regularly on dates and at locations designated by the Chair of the Board.
- Section 9 - Special Meetings – Special meetings of the Board of Directors may be called by the Chair of the Board or any four Directors. The person or persons calling any such special meeting of the Board shall fix the time and the place for holding any Special Meeting subject to the provisions of Section 10 of this Article V of these by-laws.
- Section 10 - Notice – Notice of any meeting of the Board of Directors shall be given at least two (2) days prior thereto if given by written notice delivered personally or sent by courier, by telegram, or by email to each Director at the address as shown by the records of the Fund. Notice of any meeting of the Board of Directors shall be given at least seven (7) days prior thereto if given by written notice delivered by mail to each Director at the address as shown by the records of the Fund. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- Section 11 - Quorum – One third of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a quorum is present at a meeting, a majority of those present may adjourn the meeting from time to time without further notice.
- Section 12 - The Manner of Acting – 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 of Directors, unless the act of a greater number is required by these by-laws.
- Section 13 - Compensation – Directors shall serve without compensation; but nothing herein contained shall be construed to preclude any Director from serving the Fund in any other capacity and receiving compensation therefore.

- Section 14 - Informal Action by Directors – If all the Directors, or all members of a committee of the Board of Directors, severally or collectively consent in writing to any action taken or to be taken by the Fund, and the number of such Directors constitutes a quorum for such action, such action shall be as valid corporate action as though it had been authorized at a meeting of the Board of Directors. The Secretary shall file such contents with the minutes of the meetings of the Board of Directors.
- Section 15 - Executive Committee – The Board of Directors by resolution adopted by a majority of the Directors in office shall designate and appoint an Executive Committee consisting of the officers of the Fund and any other Directors so appointed. The Executive Committee shall have and exercise such authority of the Board of Directors in the management of the Fund as may be specified in said resolution; provided, that no committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the by-laws; electing, appointing or removing any member of any such committee or any officer of the Fund; amending the certificate of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease exchange or mortgage of all or substantially all of the property and assets of the Fund; authorizing the voluntary dissolution of the Fund or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Fund; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or that person by law.
- Section 16 - Legal Committee – The Board of Directors shall designate and appoint a Legal Committee which shall be comprised only of attorneys who are members of the Board. The Legal Committee alone shall have the power to vote on selection of cases where the prospective client is not the Fund, and on any questions of case management or supervision of staff attorneys in case management, in response to broad policies formulated by the full Board of Directors.
- Section 17 - Additional Committees – The Chair of the Board may designate one or more additional committees, each consisting of two or more Directors to serve at the pleasure of the Board of Directors, and to have and exercise such power and authority as may be provided in the resolution of the Board of Directors establishing such committee.
- Section 18 - Indemnification – Indemnification by the Fund of its directors, officers, employees, members and agents shall be governed by Sections 33-1116

through 33-1125 and other applicable sections of the Connecticut Revised Nonstock Corporation Act, as amended from time to time. As provided for in Section 33-1123, the Fund may procure insurance providing indemnification for such persons.

Section 19 - Conflict of Interest – At such time, if any matter should come before the Board of Directors or any committee thereof in such a way as to give rise to a conflict of interest, the affected member shall make known the potential conflict and, if advisable, withdraw from the meeting for so long as the matter shall continue under discussion, except to answer any questions that might be asked of him or her. Should the matter be brought to a vote, the affected member shall not vote on it. In the event that, when advisable, he or she fails to withdraw voluntarily, the Chair of the Board shall require that he or she remove himself from the room during discussion and vote on the matter. Notwithstanding the above, the affected member shall bring to the attention of the Chair of the Board any business transaction involving such a conflict of interest. Any business transaction involving such a conflict of interest which comes to the attention of the Chair of the Board shall be presented to the Board of Directors or its appropriate committee, with disclosure, for approval.

ARTICLE VI – Meetings of Members

Section 1 - Annual Meeting – An annual meeting of the members shall be held each year at such time and place as the Board of Directors shall determine, for the purpose of electing Directors to fill vacancies in the class which has expired, and for transaction of such other business as may properly come before the meeting.

Section 2 - Special Meetings – Special Meetings of the members may be called by the Chair of the Board, by the Board of Directors, or by request of members having not less than one-twentieth of the votes entitled to be cast at the meeting. The Board of Directors may designate any place, either within or without the State of Connecticut, as the place of meeting for any such special meeting called by the Board of Directors or otherwise. If all of the members shall meet at any time or place and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at any such meeting any action may be taken.

Section 3 - Notice of Meetings – Written or printed notice stating the place, day and hour of any meeting of members shall be delivered either personally or by mail to the residence or usual place of business of each member entitled to vote at such meeting not less than seven (7) not more than fifty (50) days before the date of such meeting, by or at the direction of the Chair of the Board, the Secretary, or of the persons calling the meeting. In case of special meeting, the general purpose or purposes for which the meeting is

called shall be stated in the notice thereof, and no other business shall be transacted at the meeting. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at the member's address as it appears on the records of the Fund, with postage thereon prepaid.

Section 4 - Quorum – The members entitled to vote and present, in person or by proxy, shall constitute a quorum at such meeting.

Section 5 - Proxies – At any meeting of members, a member entitled to vote or execute waivers or releases may do so either in person or by one or more agents authorized by a written proxy executed by that member. No proxy shall be valid after eleven (11) months from the date of its execution unless it limits its use to a particular meeting not yet held.

ARTICLE VII – Officers

Section 1 - Officers – The officers of the Fund shall be a Chair of the Board, a Vice Chair of the Board, a Secretary, and a Treasurer. The Fund may also have, at the discretion of the Board of Directors, one or more additional officers.

Section 2 - Election and Term of Office – The officers initially shall be elected by the Board of Directors; thereafter, the officers of the Fund shall be elected annually by the members at the regular annual meeting. If such election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until a successor shall have been duly elected and shall have qualified.

Section 3 - Vacancies – A vacancy in any office because of death, resignation, removal, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 4 - Chair of the Board – The Chair of the Board shall be the principal executive officer of the Fund and shall in general supervise and control all of the business and affairs of the Fund. The Chair of the Board, or delegate thereof, shall preside at all meetings of the members and of the Board of Directors. The Chair of the Board may sign, with the Secretary or any other proper officer of the Fund authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by state to some other officer or agent of the Fund; and in general the Chair of the Board shall perform all duties incident to the office, and such other duties as may be prescribed by the Board of Directors from time to time.

- Section 5 - Vice Chair of the Board – In the absence or disability of the Chair of the Board, the Vice Chair of the Board, or if more than one, the Vice Chair of the Board designated by the Board of Directors, shall perform all of the duties of the Chair of the Board. Each Vice Chair of the Board shall, in general, have such powers and perform such duties as may from time to time be assigned by the Board of Directors.
- Section 6 - Secretary – The Secretary, or delegate thereof, shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the records of the Fund; keep a register of the post-office address of each member; which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chair of the Board or the Board of Directors.
- Section 7 - Treasurer – The Treasurer shall supervise the keeping of accounts of all monies of the Fund received or disbursed, and shall deposit all monies in the name of and to the credit of the Fund in such banks or depositories as the Executive Committee or the Board of Directors shall designate. The Treasurer shall sign such instruments as required. After the termination of the fiscal year, the Treasurer shall submit a full report of the financial condition of the Fund.

ARTICLE VIII – Staff Personnel

- Section 1 - President – The Board of Directors may employ a President who shall be responsible for all of the operations of the Fund including the hiring of personnel, subject to the direction of the Board of Directors. The President may also have and use the title of Chief Executive Officer (“CEO”) and/or Executive Director of the Fund. In connection with the hiring of a staff attorney, the President shall consult with the General Counsel and appropriate staff members. The Board of Directors shall fix the compensation for such office and approve an organizational and salary structure for all additional personnel to be administered under the supervision of the President.
- Section 2 - General Counsel – The Board of Directors may employ a General Counsel who shall advise the Board of Directors and the members on any and all legal actions taken in the name of the Fund, and in any other capacity designated by the Board of Directors.
- Section 3 - Other Personnel – The Board of Directors may also employ such other professional personnel and retain such consultants or attorneys as may be

deemed necessary or desirable to staff the activities of the Fund, and to obtain its objectives.

ARTICLE IX – Fiscal Year

The fiscal year of the Fund shall begin on the first day of October and end on the last day of September in each year.

ARTICLE X – Achieving and Maintaining Tax Exempt Status

- Section 1 - Tax Status – The Fund shall at all times be conducted as an “Exempt Organization” within the meaning of the provisions of Section 501(c)(3) of the Internal Revenue Code, as amended, and the regulations promulgated thereunder. Any reference herein to any provision of the Internal Revenue Code or its Regulations shall refer to the Internal Revenue Code of 1986, as amended, and the Regulations promulgated thereunder, and shall be deemed to mean such provision as now or hereafter existing, amended, supplemented, or superseded, as the case may be. The Fund shall not have the nor exercise any power or authority, either expressly or by interpretation or operation of law, nor shall it directly or indirectly engage in any activity which would prevent it from qualifying and continuing to qualify as an Exempt Organization under Section 501(c)(3) of the Internal Revenue Code or as an organization, contributions to which are deductible under Section 170(c)(2) of such Internal Revenue Code and Regulations. No substantial part of the activities of the Fund shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Fund shall not participate in, or intervene in (including the publishing or distribution of statements) any campaign on behalf of any political candidate for public office.
- Section 2 - Limitation of Purpose – The Fund’s major purposes shall be confined to those which are strictly educational and charitable, and for the public benefit, and not for individual pecuniary profit nor for the benefit of any individual or special interest group but rather for the benefit of the general public at large.
- Section 3 - Use of Assets and Earnings – All of the Fund’s assets and earnings shall be used exclusively for the purposes set forth in its Certificate of Incorporation and these By-Laws, including the payment of expenses incidental thereto, and no part of the net earnings of the Fund shall inure to the benefit of any member, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Fund affecting one or more of its purposes), shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Fund. The Fund shall not participate in or intervene

in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 4 - Dissolution – In the event of the termination, liquidation, dissolution or winding up of the Fund, whether voluntary or involuntary, in any manner or for any reason whatsoever, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the Fund, shall be distributed as provided for by the laws of the State of Connecticut, particularly Section 33-484 et seq. of the Connecticut General Statutes, provided that such distribution of the remaining assets of the Fund shall be made only to one or more organizations as has, or have at the time of such distribution, qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended.

ARTICLE XI – Waiver of Notice

Whenever any notice is required to be given under any statute or under the provisions of the Certificate of Incorporation or by these by-laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed to be equivalent to the giving of such notice.

ARTICLE XII – Amendments

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the Directors in office.

Amended and approved by the Board of Directors on September 17, 2013.