

**AMENDED AND RESTATED BYLAWS
OF
LEADERSHIP GREATER HARTFORD, INC.
(A Connecticut Nonstock Corporation)**

**ARTICLE I
Name, Governing Law, Offices**

The name of this Corporation is Leadership Greater Hartford, Inc. (herein called the "Corporation"). The Corporation 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 (herein called the "Board" or the "Directors") shall from time to time designate.

**ARTICLE II
No Members**

The Corporation shall not have any members. The Corporation shall operate under the management of its Board as provided in Article III of these Bylaws.

**ARTICLE III
Directors**

3.1 *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 or under the direction of, the Board.

3.2 *Number and Election of Directors.* There shall be not fewer than six (6) and not more than thirty (30) Directors positions. The actual number of Directors positions within such minimum and maximum shall be prescribed by resolution adopted from time to time by the Board. The total number of Directors positions shall be divided into three (3) classes, with each class consisting of one-third of the Directors positions or as close to one-third as is practical. The terms of the Directors shall be staggered so that the terms of one such class of Directors shall expire at the Annual Board Meeting (as defined in Section 3.4 below) each year. At each Annual Board Meeting, Directors shall be elected by the Board for a term of three (3) years to succeed the Directors in the class whose terms expire at such Annual Board Meeting, except that Directors may be elected to shorter terms as necessary to fill vacancies or to keep the staggered terms in effect. No Director may serve more than two (2) full consecutive three-year terms, provided, however, that an exception may be made for a Director who is elected

to serve a second year as Chairperson pursuant to Section 4.2 of Article IV. For purposes of computing the term of office of Directors, the full period between consecutive Annual Board Meetings shall be considered one (1) year.

3.3 *Voting, Quorum.* Each Director shall be counted for purposes of determining the presence of a quorum of the Board, and each Director shall have the right to vote on matters that come before the Board.

3.4 *Annual Board Meeting.* An annual meeting of the Board (herein called the "Annual Board Meeting") for the election of Directors, officers and other appropriate business, shall be held at a date, time and place designated by the Chairperson. The Annual Board Meeting shall be considered one of the regular meetings of the Board.

3.5 *Regular Meetings of the Board.* In addition to the Annual Board Meeting, regular meetings of the Board shall be held at least three (3) times each year in accordance with a schedule established for the year by the Board at each Annual Board Meeting, which may be revised thereafter by the Chairperson or by the Board at any duly called and convened meeting of the Board.

3.6 *Special Meetings of the Board.* Special meetings of the Board may be held at any time. Special meetings may be called by the Chairperson whenever he or she deems it appropriate, and shall be called by the Secretary at the request of at least three (3) Directors.

3.7 *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 regular and special meeting of the Board shall be given to each Director by U.S. mail, facsimile, or e-mail not less than three (3) 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 five (5) days after its deposit in the U.S. mail, first class postage prepaid, addressed to the Director at the address provided by the Director to the Corporation for such purpose. Notice of the Annual Board Meeting and any other regular 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 a provision of the Bylaws, and notice of any special meeting of the Board shall state the date, time and place of the meeting and the business to be transacted at the meeting, provided, however, that no bylaw may be brought up for adoption, amendment or repeal at any meeting, whether annual, regular or special, unless stated in a written notice of 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

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.

3.8 *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.

3.9 *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.

3.10 *Quorum.* A quorum for the transaction of business at any meeting of the Board shall be a majority of the total number of Directors positions filled at the time.

3.11 *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, except as may otherwise be required by law or by the Certificate of Incorporation or the Bylaws. Each Director must act personally; there shall be no voting by proxy, power of attorney or other delegation method.

3.12 *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.

3.13 *Telephonic, etc., Meeting.* The Board may permit any or all Directors to participate in a regular 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.

3.14 *Resignation of Elected Directors.* A Director may resign at any time by delivering written notice to the Board or to the Chairperson, President/CEO or Secretary of the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

3.15 *Removal of Directors.* The Board may remove one or more of the Directors with or without cause at any time by two-thirds vote of the entire Board, excluding the Director whose removal is sought. A Director may be removed by the Board 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.

3.16 *Vacancy Among Directors.* If a vacancy occurs among the Directors, including a vacancy resulting from an increase in the number of Directors: (1) the Board may fill the vacancy; or (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. The term of a Director elected between Annual Board Meetings to fill a vacancy expires at the next meeting of the Board at which Directors are elected. A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date under Section 3.14 of this Article III or otherwise, may be filled before the vacancy occurs but the new Director may not take office until the vacancy occurs.

3.17 *Compensation.* A Director shall not receive any compensation for serving as a Director of the Corporation, but may be reimbursed by the Corporation for reasonable expenses incurred and disbursements made on behalf of the Corporation, provided, however, that nothing in these Bylaws shall be construed so as to preclude any Director from serving the Corporation in any other capacity, such as an officer, employee, agent, or otherwise and receiving compensation therefore.

ARTICLE IV Officers

4.1 *General.* The Corporation shall have the following Officers: a Chairperson, a Vice Chairperson, a President/CEO, a Treasurer and a Secretary (herein called individually an "Officer" and collectively the "Officers"). The Corporation may also have one or more Vice Presidents, Assistant Treasurers and Assistant Secretaries if the Board deems it appropriate. Any two (2) or more offices may be held by the same person, provided that the President/CEO and Secretary shall always be separate persons. The duties of the Officers of the Corporation shall be such as are prescribed by these Bylaws and as may be prescribed by the Board.

4.2 *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. In the absence or disability of the President/CEO, and during any vacancy in the office of the President/CEO, the Chairperson shall act as and exercise the powers and duties of the President/CEO, provided however, that the Chairperson may appoint a duly qualified person to carry out the day-to-day operational responsibilities of the President/CEO under the supervision of the Chairperson. 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.

4.3 *Vice Chairperson.* The Vice Chairperson shall assume the duties and responsibilities of the Chairperson in the absence of the Chairperson, and shall have such other duties and responsibilities as the Board may from time to time prescribe. The Vice Chairperson shall be elected from among those persons who are Directors at the time of election and shall automatically cease to be Vice Chairperson when he or she ceases to be a Director.

4.4 *President/Chief Executive Officer.* The President/CEO shall be the salaried chief executive officer of the Corporation and shall manage the activities of the Corporation subject to the control of the Board. The President/CEO shall discharge all the duties incumbent upon a chief executive officer and shall also perform such other duties as shall be assigned to him or her by the Board from time to time.

4.5 *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 these Bylaws. The Secretary shall have the custody of the seal of the Corporation, if any, 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 required of such officer by law or assigned to him or her from time to time by the Board or as are incident to the office of Secretary. The Secretary shall be elected from among those persons who are Directors of the Corporation at the time of election and shall automatically cease to be Secretary when he or she ceases to be a Director.

4.6 *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 required of such officer by law or assigned to him or her from time to time by the Board or as are incident to the office of Treasurer. The Treasurer shall be elected from among those persons who are Directors of the Corporation at the time of election and shall automatically cease to be Treasurer when he or she ceases to be a Director.

4.7 *Resignation of Officers.* An Officer may resign at any time by delivering written notice to the Board or to the Chairperson, the President/CEO or the Secretary of the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

4.8 *Removal of Officers.* The Board may remove an Officer with or without cause at any time by two-thirds vote of the Directors. An Officer may be removed by the Board only at a meeting called for the purpose of removing the Officer and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the Officer.

4.9 *Vacancies Among Officers.* Vacancies among the Officers by reason of resignation, death, disability, removal or other causes shall be filled by the Board.

4.10 *Terms of Office.* The Chairperson, Vice Chairperson, Secretary and Treasurer shall serve for a term of one (1) year or until his or her successor shall be duly elected. The President/CEO shall hold office until he or she resigns, retires, dies, becomes permanently disabled or is removed by the Board.

4.11 *Authority of Officers.* The power and authority of each Officer to sign, in the name of and on behalf of the Corporation, checks, drafts and other instruments for the payment of money, instruments of transfer of securities, instruments of transfer of personal or real property, contracts and agreements shall be prescribed by resolution adopted from time to time by the Board.

ARTICLE V Committees

5.1 *Committees of the Board.* The Board may create committees, such as an Executive Committee, which may exercise the power and authority of the Board, provided, however, that

(i) each such committee must be composed entirely of two or more persons who are Directors while they serve on such committee, and

(ii) each such committee must be created by vote of the greater of

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

(B) 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, and

(iii) the Directors serving on such committee must be appointed to the committee each year by individual name by vote of the greater of

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

(B) 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.

A committee which is so created and appointed by the Board shall be referred to as a "Committee of the Board." A Committee of the Board 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 greater of

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

(B) 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,

provided, however, that Committees of the Board may not (i) fill vacancies on the Board or any of its committees, (ii) amend the Certificate of Incorporation, (iii) adopt, amend or repeal 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 described in subdivision (2) of subsection (a) of section 33-1165 of the Nonstock Act or its successor statute, or (vi) approve a proposal to dissolve.

5.2 *Additional Committees.* In addition to Committees of the Board, the Corporation may have other committees, which may consist entirely of Directors, or of both Directors and non-Directors, or entirely of non-Directors. Such other committees may be created and persons to serve on them may be designated by the Board, or by the Chairperson or President/CEO, provided, however, that no committee other than a Committee of the Board shall have or exercise any power or authority of the Board. A committee which is not a Committee of the Board may advise, recommend, investigate and report to 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 VI Fiscal Year

The fiscal year of the Corporation shall begin on January 1 and end on December 31 of each year.

ARTICLE VIII
Amendments

These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the Directors present at any duly called and convened meeting of the Board at which a quorum is present if the notice for the meeting gave notice of and included the text of the proposed change, provided, however, that no amendment shall be effective which shall cause the Corporation to lose its status as a 501(c)(3) tax-exempt organization, and provided, further, however, that any amendment which changes a quorum or voting requirement shall require such greater vote as may be required by the Nonstock Act.