

AMENDED AND RESTATED

BY-LAWS  
OF

THE FOUNDATION FOR COMMUNITY HEALTH, INC.

ARTICLE I  
THE CORPORATION

Section 1.1 Principal Office. The Foundation for Community Health, Inc. (the "Corporation") shall have its principal office at such other place as may from time to time be determined by the Board of Directors.

Section 1.2 Powers. The Corporation shall have all of the powers enumerated in the Connecticut Non-Stock Corporation Law, as such may be amended from time to time; provided, however, the Corporation shall exercise its powers only in furtherance of its charitable, scientific, and educational purposes as such terms are defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and the Treasury Regulations promulgated thereunder and as further specified in the Corporation's Certificate of Incorporation.

Section 1.3 Purposes.

A. The Corporation is organized and shall be operated, exclusively: for charitable, scientific, and educational purposes in the United States and abroad within the meaning of Section 170(c)(2)(B) and 501(c)(3) of the Code, as more specifically set forth in the Corporation's Certificate of Incorporation, to devote itself exclusively to furthering, supporting, benefiting or carrying out the purposes, missions, objectives, operations and activities of its Members, to the extent such purposes, missions, objectives, operations and activities exclusively support or promote the following purposes:

(i) To maintain and improve the physical and mental health of all of the residents of the area historically served by Sharon Hospital, Inc. This includes the communities of: Canaan, Cornwall, Cornwall Bridge, Warren, East Canaan, Falls Village, Goshen, Kent, Lakeville, Lime Rock, Norfolk, Salisbury, Sharon, South Kent, Taconic, West Cornwall in Connecticut, as well as the New York communities of Amenia, Ancram, Ancramdale, Copake, Copake Falls, Dover Plains, Millbrook, Millerton, Pine Plains, Stanfordville, Wassaic and Wingdale.

(ii) To invest, subject to the appropriate legal, tax and regulatory approval, in the acquisition of all or part of the acute care hospital facilities and operations of Sharon Hospital if the Directors of the Corporation determine that such investment is necessary and appropriate to further the goal of addressing the overall health needs of the constituent community, provided that such authority may be exercised only for the sole purpose of reconverting the hospital to a non-profit form and provided further that the Corporation may not use its funds to purchase or

invest in Sharon Hospital if Sharon Hospital is operating in a for-profit form. The Directors of the Corporation, in carrying out their fiduciary duties, shall give due consideration to the devotion to this purpose of part or all of the Corporation's funds resulting from the transfer of assets from Sharon Hospital if the right of first refusal set forth in the agreement between Sharon Hospital and Essent Healthcare of Connecticut, Inc. becomes exercisable.

(iii) To work in innovative and creative ways to improve the health of all residents in the above communities with particular emphasis on the more vulnerable populations of the poor, the elderly, the disabled and children.

(iv) To support a range of projects to enhance the health of its area residents, including, but not limited to, assessments of health needs and the provision of resources to meet them; preventive health programs; education programs and special assistance to uninsured or underinsured constituents.

(v) To seek and accept additional funds to enhance community health.

(vi) To remain cognizant of and responsive to changing health needs of the area.

(vii) To make grants to non-profit organizations and to develop and operate its own initiatives, all in furtherance of its corporate purposes.

(viii) To make grants to federally qualified health centers and other nonprofit organizations providing charity care, including charitable primary care, to indigent patients in the communities listed above.

(ix) To work cooperatively with Sharon Hospital to ensure and augment a network of affordable and accessible health and medical care in the region; provided, however, that the Corporation will not support programs operated by or for the direct benefit of Sharon Hospital while it is operated as a for profit entity.

(x) To expand and enhance community health care services rather than supplant existing services whether publicly or privately supported.

B. Subject to the limitations set forth herein, the Corporation may engage in any lawful act or activity for which corporations may be formed under Sections 33-1000 to 33-1290, inclusive, of the Connecticut General Statutes.

C. The Corporation's charitable activities shall be serving exclusively the area historically served by Sharon Hospital, Inc., including the following geographic areas: Canaan, Cornwall, Cornwall Bridge, Warren, East Canaan, Falls Village, Goshen, Kent, Lakeville, Lime Rock, Norfolk, Salisbury, Sharon, South Kent, Taconic, West Cornwall in Connecticut, as well as the New York communities of Amenia, Ancram, Ancramdale, Copake, Copake Falls, Dover Plains, Millbrook, Millerton, Pine Plains, Stanfordville, Wassaic and Wingdale.

D. No substantial part of the activities of the Corporation shall consist of attempting to influence legislation, nor shall this Corporation participate in, or intervene in

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

Section 1.4 Acknowledgement of Sharon Hospital. The Corporation shall use, where appropriate, in connection with the use of the Corporation's name on public documents, letterhead, brochures, press releases and statements the following language: "Initially funded with the net assets of the conversion of Sharon Hospital."

## ARTICLE II MEMBERS

Section 2.1 Membership. As provided in the Certificate of Incorporation, the Corporation shall have three members (each a "Member" and together the "Members"): Berkshire Taconic Community Foundation, Inc., a Connecticut nonstock corporation, The Community Foundation of Northwest Connecticut, Inc., a Connecticut nonstock corporation, and Community Foundations of the Hudson Valley, Inc., a New York not-for-profit corporation.

Section 2.2 Member Approval Rights. The following actions if approved by the Corporation shall require the approval of the Members:

- A. Any sale, pledge, lease or transfer of substantially all of the Corporation's assets;
- B. Any merger or consolidation; and
- C. Dissolution.

Section 2.3 Meetings of the Members. The annual meeting, and any regular meetings, of the Corporation's Members shall be held at such date, time and place as the Board shall determine, and as shall be set forth in the notice of the meeting. Special meetings may be held at such dates, times and places, and for such specific purposes, as the Board shall determine, and as shall be set forth in the notice of the meeting. Special meetings of the Members shall be called by the Board within fifteen (15) days upon receipt of a written request stating the purpose of the proposed meeting signed by a Member of the Corporation. Written notice of annual, regular or special meetings of the Members shall be provided to the Members and directors at least ten (10) days and no more than sixty (60) days prior to the meeting. At each annual meeting or any special meeting called for such purpose, the Members shall (i) elect directors from a slate of candidates presented to the Members in accordance with these By-laws, (ii) receive reports from the Corporation's directors, officers, agents and committees, and (iii) advise the Board as to any other business relating to the affairs of the Corporation.

Section 2.4 Action and Voting of the Members. A majority of the number of Members then serving who are entitled to vote shall constitute a quorum for the transaction of business at any meeting of the Members. The affirmative vote of a majority of all Members then serving shall constitute an act of the Members. A Member's vote may be cast by the president of the Member or by another officer of the Member in the absence of express notice of the designation of some other person by the board of directors or the bylaws of the Member. Any action required or permitted to be taken by the Members may be taken without a meeting if all

Members consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by all of the Members shall be filed with the minutes of the Corporation.

### ARTICLE III BOARD OF DIRECTORS

Section 3.1 Powers. The property, affairs, and business of the Corporation shall be managed by its Board of Directors, subject to the provisions of the Certificate of Incorporation.

Section 3.2 Number and Qualification. There shall be an uneven number of directors, not fewer than eleven (11) nor more than seventeen (17). The number of directors shall be fixed by resolution of the Board of Directors at any time or, in the absence thereof, shall be the number of directors elected and serving at the most recently held meeting of the Members for such purpose. Directors shall be selected with regard to their potential for active service and support to the Corporation. All directors must show a demonstrated commitment to community health improvement and a record of voluntary service or community leadership experience.

No more than three (3) directors may be individuals also serving on the board of directors of one or more Members. Each director shall maintain a residence or work full-time in one of the following geographic areas: Canaan, Cornwall, Cornwall Bridge, Warren, East Canaan, Falls Village, Goshen, Kent, Lakeville, Lime Rock, Norfolk, Salisbury, Sharon, South Kent, Taconic, West Cornwall in Connecticut, or the New York communities of Amenia, Ancram, Ancramdale, Copake, Copake Falls, Dover Plains, Millbrook, Millerton, Pine Plains, Stanfordville, Wassaic and Wingdale.

In addition, each director shall exhibit one or more of the following:

Experience as a trustee, director or owner of a health care delivery or financing organization;

A. Knowledge of the health care needs of the constituents of the areas listed in Section 1.3 C above;

B. Significant expertise in any of the following:

- (i) health care;
- (ii) mental health;
- (iii) health ethics;
- (iv) health law;
- (v) health policy;
- (vi) social services;
- (vii) welfare;
- (viii) financing; or
- (ix) general public health issues; or

C. Demonstrated knowledge and commitment to solving community health issues.

In accordance with Connecticut non-profit hospital conversion statute, no person may serve as a director who is affiliated in any way with Sharon Hospital, Inc. as it is currently constituted or once it is purchased by new owners. No director of the Corporation shall serve on a community advisory board of Sharon Hospital if Sharon Hospital is operating in a for-profit form.

Section 3.3 Election. The total number of directors shall be divided into three groups, with each group containing approximately the same percentage of the total, as near as may be. The terms of each group will expire every three years on successive years, so that in any year approximately one-third of all elected directors' terms shall expire. At the first annual meeting of the Members after adoption of these By-laws, and at least annually at any subsequent annual meeting of the Members, directors shall be elected to succeed the directors in the class whose terms expire at that annual meeting. Directors shall be elected in the manner set forth in these By-laws. The Board of Directors, or its Nominating Committee, shall submit to the Members, with notice of the annual meeting of the Members, a slate of candidates to succeed those directors whose terms are then expiring. Candidates shall be selected by the Board of Directors or its Nominating Committee in consultation with the Members. In the event that the Members refuse to elect one or more candidates so nominated, the Board of Directors or its Nominating Committee shall submit the name and qualifications of another candidate for consideration by the Members until a candidate is elected.

Section 3.4 Term and Term Limits. Directors shall be elected to serve for a term of three (3) years. Directors shall be limited to serving three (3) consecutive full three-year terms, and shall thereafter be eligible for reelection to the Board of Directors only after a one-year hiatus of not serving as a director. Any partial term of service, including a partial term of service to fill a vacancy, shall not counted for purposes of the foregoing term limit. Service as a director under these or any prior By-laws shall count for purposes of the term limit applicable to directors. Each director shall hold his or her office until his or her successor has been duly elected and qualified or until such director's earlier death, resignation or removal, as hereinafter provided.

Section 3.5 Place of Meeting. The Board of Directors may hold its meetings at the principal office of the Corporation, or at such place or places within or without the State of Connecticut as the Board of Directors may from time to time by resolution determine.

Section 3.6 Annual Meetings. The Annual Meetings of the Board of Directors shall be held on such day in June and at such hour as the Board may prescribe. At each Annual Meeting, the directors shall elect the officers for the ensuing year and shall transact such other business as may properly come before the meeting.

A notice in writing of the time and place of the Annual Meeting shall be given to each director, not less than ten (10) days nor more than sixty (60) days before such meeting. No such notice need be given to any director who attends such meeting in person without protesting the lack of proper notice prior to or at the commencement of such meeting or who waives such

notice in a writing executed and filed with the Secretary of the Corporation either before or after the meeting. The Secretary shall cause any such waiver to be filed with, or entered upon, the records of the meeting.

Section 3.7 Regular Meetings. Regular meetings of the Board of Directors may be held at such times and at such places as may be fixed from time to time by resolution of the Board of Directors.

Section 3.8 Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chair of the Board of Directors or upon written request of at least three (3) directors. The Secretary shall give three (3) days' notice of such special meeting to each director; provided, however, that a special meeting may be called upon twenty-four (24) hours' notice if such notice is given personally, by telephone, by facsimile transmission or by other electronic means, to each director. Notice of a meeting need not be given to any director who submits a signed waiver of notice in accordance with these By-Laws.

Section 3.9 Quorum. A majority of the number of Directors then in office who are entitled to vote shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notification shall be given to any Director not present.

Section 3.10 Voting. The vote of a majority of the Directors who are entitled to vote at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number of Directors is required by law, by the Certificate of Incorporation of the Corporation, or by these By-Laws.

Section 3.11 Vacancies and New Directorships. Any newly created directorship or vacancy occurring on the Board of Directors may be filled by the Board of Directors, after providing the Members with a reasonable opportunity for prior consultation. The term of a director filling a vacancy expires at the end of the unexpired term that the director is filling, or until his/her successor is elected or appointed and qualified.

Section 3.12 Resignations. Any director may resign at any time by giving written notice to the Board of Directors or to the Chair or Secretary thereof. Such resignation shall take effect at the time specified in such notice, and, unless otherwise specified in said notice, acceptance shall not be necessary to make it effective. If no time is specified in the notice of resignation, then the resignation shall take effect upon delivery. A director who fails to attend three (3) consecutive meetings of the Board shall be deemed to have resigned his or her directorship unless such director notifies the Chair in writing within ten (10) days following the third missed meeting that the director desires to remain a director and such retention is approved by the vote of two-thirds (2/3) of the remaining directors. Notwithstanding the foregoing, if any director shall miss more than seventy-five (75) percent of the meetings in one year, he or she shall be deemed to have resigned from the Board. The Corporation shall provide the Members with written notice within 30 days' of the resignation of a director.

Section 3.13 Removal. A director may be removed from the Board only upon a finding of cause by the Members in accordance with the Certificate of Incorporation. A complaint may be filed by a Member or a director with the Chair or the Secretary alleging that a director should be removed for cause. Within 90 days' of the receipt of such a complaint, the Board shall call a meeting of the Members with the director present, to discuss all information relevant to the complaint.

Section 3.14 Action by the Board of Directors.

A. Except as otherwise provided by law or in these By-Laws, the act of the Board of Directors means action at any duly constituted meeting of the Board of Directors, by vote of a majority of the directors present at such meeting, provided, however, that in determining such majority, any director who is counted for the purposes of determining the existence of a quorum at such meeting but who is otherwise prohibited from participating and voting thereat in accordance with the provisions of the Corporation's conflict of interest policy shall also be counted for purposes of determining the total number of directors present at such meeting.

B. Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all directors or members of the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by all of the directors or members of the committee shall be filed with the minutes of the proceedings of the Board or committee.

C. Any one or more directors or members of a committee of the Board of Directors may participate in a meeting of the Board of Directors or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time, and participation in such a meeting shall constitute presence in person at such meeting.

Section 3.15 Compensation. Directors shall receive no compensation for their services as directors, but may be reimbursed for the expenses reasonably incurred by them in the performance of their duties in accordance with policies established by the Board of Directors.

Section 3.16 Annual Report. At the annual meeting of the Members, the Board of Directors shall present a report verified by the Chair and Treasurer or by a majority of the directors, showing in appropriate detail the following:

- (i) The assets and liabilities, including the trust funds, of the Corporation as of the end of the twelve-month fiscal period terminating not more than six (6) months prior to said meeting;
- (ii) The principal changes in assets and liabilities, including trust funds, during said fiscal period;
- (iii) The revenue or receipts of the Corporation both unrestricted and restricted to particular purposes during said fiscal period; and

- (iv) The expenses or disbursements of the Corporation for both general and restricted purposes, during said fiscal period.

This report shall be filed with the records of the Corporation and a copy thereof entered in the minutes of the proceedings of the annual meeting.

#### **ARTICLE IV COMMITTEES OF THE BOARD OF DIRECTORS**

Section 4.1 Executive and Standing Committees. The Board of Directors, by the affirmative vote of a majority of all directors then serving, may designate from among the directors an Executive Committee and one or more standing committees such as a Nominating Committee as may from time to time be deemed suitable, necessary, or convenient to aid in accomplishing the purposes of the Corporation. The duties and powers of any such committee shall be as provided by resolution by the Board of Directors from time to time; provided, however, such committees may not: (1) approve or recommend to the Corporation's Members actions required to be approved by the Members pursuant to the Connecticut Revised Nonstock Corporation Act, as amended (the "Act"); (2) fill vacancies on the Board or on any committee with the power to act on behalf of the Corporation; (3) adopt, amend or repeal these By-laws; (4) approve a plan of merger; (5) approve a sale, lease, exchange or other disposition of all or substantially all, of the property of the Corporation except as provided in Section 33-1101(e)(5) of the Act; or (6) approve a proposal to dissolve.

Section 4.2 Special Committees. The Board of Directors may designate one or more ad hoc or special committees. Non-board members may be appointed to any committee that does not have authority to act on behalf of the Corporation.

Section 4.3 Meetings. Meetings of committees shall be held at such time and place as shall be fixed and noticed by the Chair of the Corporation or the chairperson of the committee or by a vote of a majority of all of the members of the committee.

Section 4.4 Quorum and Manner of Acting. Unless otherwise provided by resolution of the Board of Directors, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of the committee shall be the act of the committee. The procedures and manner of acting of the committees of the Board of Directors shall be subject at all times to the directions of the Board of Directors.

Section 4.5 Tenure of Members of Committees of the Board of Directors. Each committee of the Board of Directors and every member thereof shall serve at the pleasure of the Board of Directors and for such terms as the Board of Directors shall determine.

Section 4.6 Alternate Committee Members. The Board of Directors may designate one or more directors as alternate members of any standing or special committee of the Board of Directors who may replace any absent member or members at any meeting of such committee.



## ARTICLE V OFFICERS

Section 5.1 Number. The officers of the Corporation shall be a Chair, one or more Vice Chairs, a Treasurer, and a Secretary, each of whom shall be directors. The Corporation shall also have a Chief Executive Officer. The Board of Directors may from time to time elect or appoint such other officers, including one or more vice or assistant officers, as it may deem necessary or convenient. Any two (2) or more offices may be held by the same person with the exception of the offices of Chair and Secretary.

Section 5.2 Election and Tenure. Each of the officers of the Corporation shall be elected or appointed by the Board of Directors at the Annual Meeting. Each officer of the Corporation shall serve for a term of one (1) year, or until his or her successor shall have been duly elected and qualified or until such officer's earlier death, resignation or removal, as hereinafter provided.

Section 5.3 Removal. Each officer of the Corporation shall serve at the pleasure of the Board of Directors, and may be removed by the Board of Directors at any time with or without cause. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not in and of itself create any contract rights.

Section 5.4 Resignations. Any officer may resign at any time by giving written notice to the Board of Directors or to the Chair, Vice Chair, or the Secretary thereof. A resignation shall take effect at the time specified in the notice thereof, and, unless otherwise specified in said notice, acceptance shall not be necessary to make such resignation effective. If no effective date is specified in the notice, resignation shall be effective upon delivery of the notice.

Section 5.5 Vacancies. A vacancy in any office by reason of death, resignation, removal or otherwise may be filled by the Board of Directors for the unexpired portion of the term of such office.

Section 5.6 Duties of Chair. The Chair of the Board of Directors shall: (i) preside at all meetings of the Board of Directors at which the Chair is present; (ii) report at the Annual Meeting on the condition of affairs of the Corporation and make recommendations with respect thereto; (iii) appoint committee Chairs of each standing committee; (iv) appoint Board committees, subject to Board approval; and (v) perform such other duties as the Board of Directors may prescribe from time to time. The Chair will serve as an ex-officio member on all standing committees.

Section 5.7 Duties of Vice Chairs. In the event of the Chair's absence or incapacity to act, the Vice Chair(s) in order of seniority as determined by the Board of Directors shall preside at all meetings of the Board of Directors, and shall perform the duties and exercise the powers of the Chair, subject to the right of the Board of Directors from time to time to extend or confine such powers and duties or to assign them to others. Each Vice Chair shall have such powers and shall perform such other duties as may be prescribed from time to time by the Board of Directors subject to the supervision of the Board of Directors.

Section 5.8 Duties of Treasurer. The Treasurer shall maintain the books of account and shall have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of and to the credit of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors. The Treasurer shall ensure that a true and accurate accounting of the financial transactions of the Corporation is made and that reports of such transactions are presented to the Board of Directors. The Treasurer shall also perform all other duties customarily incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors.

Section 5.9 Duties of Secretary. The Secretary shall: (i) keep or cause to be kept the minutes of all meetings of the Board of Directors; (ii) see that all notices required to be given by the Corporation are duly given and served; (iii) be custodian of the seal of the Corporation and of its corporate books; and (iv) make such reports and perform such other duties as are incident to the office of Secretary or as required by the Board of Directors.

Section 5.10 Duties of the Chief Executive Officer. The Chief Executive Officer shall be responsible for the effective implementation of the strategic goals of the Corporation. The Chief Executive Officer shall oversee the day-to-day operations of the Corporation and shall submit regular reports on such operations to the Chair and to the Board of Directors. The Chief Executive Officer may be invited to attend meetings of the Board of Directors, but shall not be entitled to vote and shall not be counted for purposes of quorum. The compensation and terms of employment of the Chief Executive Officer shall be reviewed and determined at least annually by the Board of Directors, or its Executive Committee. The Chief Executive Officer shall perform such other duties as may be assigned to him or her by the Board of Directors.

## ARTICLE VI GENERAL PROVISIONS

Section 6.1 Fiscal Year. The fiscal year of the Corporation shall be determined by the Board of Directors and in the absence of such determination commence on January 1 in each calendar year and shall end on December 31.

Section 6.2 Books and Records. There shall be kept at the office of the Corporation (i) correct and complete books and records of account; (ii) minutes of the proceedings of the Board of Directors and any committee of the Board of Directors; (iii) a current list of the Members, directors, and officers of the Corporation and their residential and business addresses; (iv) a copy of the Certificate of Incorporation of the Corporation and these By-Laws, (v) a copy of the Corporation's application for recognition of exempt status under Section 501(c)(3) of the Code (IRS Form 1023); and (vi) copies of the Corporation's past three (3) years' information returns (IRS Form 990).

Section 6.3 Corporate Seal. The Board of Directors shall have the authority to select the inscription and form of the Corporation's corporate seal.

Section 6.4 Interested Directors. The Board of Directors and the Corporation's officers shall operate in accordance with a conflict of interest policy and in accordance with the provisions of the Act. All directors and officers of the Corporation shall complete annually a

disclosure statement that describes the material facts concerning any transaction or arrangement that could reasonably give rise to a conflict of interest. If, after submitting an annual disclosure statement, an apparent or potential conflict arises within the spirit of the Corporation's policy or under the Act, the director or officer shall immediately disclose the situation (whether or not specifically addressed herein) to the Chair or the Board of Directors.

Section 6.5 Written Notice and Signature. Any written notice required hereunder may, without limitation, be issued by regular mail, hand delivery, electronic means or facsimile. Any written signature required under these By-laws or the Corporation's Certificate of Incorporation or by Connecticut law may be evidenced by manual, facsimile or electronic signature, any of which shall have the same legal effect as the manual signature of the signing party.

Section 6.6 Waiver of Notice. Written waiver signed at any time by a Member, director or committee member entitled to notice shall be equivalent to the giving of notice. A written waiver shall be delivered to the Corporation and filed with the minutes or corporate records. The attendance by any member, director or committee member at a meeting without protesting the lack of proper notice prior to the commencement of, at the beginning of, or promptly upon the member's, director's or committee member's arrival to the meeting shall be deemed to be a waiver by such person of notice of the meeting.

Section 6.7 Minutes. Minutes shall be taken at all meetings of the Members, Board of Directors and of all committee meetings, including a record of attendance, and shall be filed in the office of the Corporation designated for such purposes and maintained as a permanent record. Such minutes shall reflect all business conducted, including findings, conclusions and recommendations.

## ARTICLE VII INDEMNIFICATION

Section 7.1 Indemnification of Employees, Officers, Directors and Members of Committees. The Corporation shall indemnify its officers, employees and members of committees to the same extent that the Corporation indemnifies its directors as provided in the Certificate of Incorporation.

Section 7.2 Insurance. The Corporation is not required to purchase directors' and officers' liability insurance, but the Corporation may purchase such insurance if authorized and approved by the Board of Directors. To the extent permitted by law, such insurance may insure the Corporation for any obligation it incurs as a result of its obligations to indemnify directors, officers, employees and committee members, and it may insure directly the directors, officers, employees, or committee members of the Corporation for liabilities against which they are not entitled to indemnification under this Article VII as well as for liabilities against which they are entitled or permitted to be indemnified by the Corporation.

**ARTICLE VIII  
CONTRACTS, CHECKS, DRAFTS, AND BANK ACCOUNTS**

Section 8.1 Execution of Contracts. The Board of Directors, except as otherwise provided in these By-Laws, may authorize any officer or officers, agent or agents, in the name or on behalf of the Corporation to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but, unless so authorized by the Board of Directors, or expressly authorized by these By-Laws, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable in any amount for any purpose.

Section 8.2 Loans. No loans shall be contracted on behalf of the Corporation unless specifically authorized by the Board of Directors.

Section 8.3 Checks, Drafts, etc. All checks, drafts and any other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 8.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**ARTICLE IX  
AMENDMENTS**

Section 9.1 Amendments. Subject to Section 9.2, these By-Laws may be altered, amended or repealed by a resolution adopted by two-thirds of all directors then serving; provided, however, the notice for the meeting includes the proposals for amendments and that amendment which alters, expands or contracts the Corporation's stated corporate purposes or otherwise materially modifies Sections 1.3 and 1.4 of Article I, Article II, Sections 3.2 or 3.3 of Article III, or Article IX of these By-Laws shall be approved by the Attorney General and, if appropriate, the Superior Court of Litchfield, Connecticut.

Section 9.2 Notice of Certain Amendments. In the event that any proposed amendment of these By-laws or the Corporation's Certificate of Incorporation would remove a Member, the Board of Directors shall provide such Member with 30 days' prior written notice of its intent to consider such an amendment. Notwithstanding the foregoing, the Board of Directors may amend the Corporation's Certificate of Incorporation and By-laws to remove a Member immediately upon the loss of such Member's status as an organization recognized by the Internal Revenue Service as described in Sections 501(c)(3) and 509(a)(1) of the Code.

Section 9.3 Amendments by the Board of Directors. These By-laws and Certificate of Incorporation of the Corporation are adopted by the Board of Directors and, in accordance with the Certificate of Incorporation, may only be amended by action of the Board of Directors except as otherwise required by the Act.

Adopted: June 4, 2003  
Revised: October 4, 2004  
Revised: November 15, 2010

Amended and Restated:  
Effective as of March 26, 2014