

BYLAWS OF HARTFORD AUDUBON SOCIETY, INCORPORATED
(a Connecticut Nonstock Corporation)
February 14, 2016

ARTICLE I

General

Section 1.1 **Bylaws.** These Bylaws are intended to supplement and implement applicable provisions of law and of the Certificate of Incorporation of Hartford Audubon Society, Incorporated (“HAS”). HAS shall be governed by the Connecticut Revised Nonstock Corporation Act, Chapter 602 of the Connecticut General Statutes (as amended from time to time, the “Nonstock Act”).

Section 1.2 **Purpose.** The purpose of HAS is to:

- Foster and increase knowledge and understanding of birds and their place in nature among the members of the association and the public;
- To awaken a wider public interest in the preservation and protection of all wild life and of the environmental conditions which wild life requires;
- To train members of the association for leadership and work in the field of natural history and conservation;
- And to own or operate sanctuaries and refuges and their appurtenances for the preservation and protection of wild life.

ARTICLE II

Offices

HAS 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 **Eligibility and Term.** HAS shall have one class of members. Any person or organization that supports the purposes of HAS and has paid the membership dues for the current year or other relevant period, shall be a member of HAS for that calendar year or other relevant period. Membership in HAS shall not be transferable unless otherwise provided in HAS’s certificate of incorporation. A life or honorary member shall be a member until he or she dies or gives written notice of termination to HAS. The Board of Directors shall have the authority to establish different categories of membership, the dues for each category, and to vary the level of dues from time to time. Any member may resign at any time by delivering written notice to the Secretary of HAS. Any resignation will take effect when such notice is delivered unless the notice specifies a later effective date.

Section 3.2 **Voting.** Members shall have no right to vote on any matter that may come before HAS except to vote on the election or removal of officers and directors, the merger or dissolution of HAS, the amendment of the Bylaws or Articles of Incorporation and the sale or other disposal of major assets.

Section 3.3 **Annual Meeting.** A meeting of the members shall be held annually in May for the election of officers and directors and the transaction of other business as may properly come before the members.

BYLAWS OF HARTFORD AUDUBON SOCIETY, INCORPORATED

(a Connecticut Nonstock Corporation)

February 14, 2016

Section 3.4 Special Meetings. Special meetings of the members may be called at any time by the President of HAS or by its Board of Directors. The Secretary of HAS shall call a special meeting upon receipt of the written petition of twenty (20) members. Only business within the purpose or purposes described in the meeting notice may be conducted at a special meeting of the members.

Section 3.5 Place and Time of Meetings. Meetings of the members shall be held at any place within the State of Connecticut determined by the Board of Directors and stated in the notice of the meeting.

Section 3.6 Notice of Annual and Special Meetings. Notice of each meeting of the members shall be given by the Secretary and shall state the date, time and place of the meeting and, if it is a special meeting, shall indicate the purpose or purposes for which the meeting is being called. Notice of any annual or regular meeting need not indicate the purpose or purposes for which the meeting is being called, except that, unless stated in a written notice of such a meeting, (i) no adoption, amendment or repeal of HAS's Certificate of Incorporation or these Bylaws, and (ii) no matter, other than the election of directors at an annual meeting, may be brought up that expressly requires the vote of members pursuant to the Connecticut Revised Nonstock Corporation Act.

Notice of any meeting shall be given to each member entitled to vote at such meeting. Unless otherwise required by law, notice may be communicated by mail or other method of delivery, by email, facsimile, telephone, voicemail or any other electronic means, or in person, not fewer than ten (10) nor more than sixty (60) days before the date of the meeting.

When an annual, regular or special meeting is adjourned to a different date, time or place, notice of the new date, time and place of such adjourned meeting must be delivered by email or an equivalent electronic manner at least 48 hours prior to the commencement of such adjourned meeting to the most recent email address or other electronic address on record with HAS, if any, for each member entitled to receive notice for such annual, regular, or special meeting.

Section 3.7 Waiver of Notice. A member 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 member entitled to such notice, and shall be delivered to the Secretary of HAS for inclusion in the minutes of the meeting or filing with the corporate records. Attendance at a meeting: (1) waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and (2) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

Section 3.8 Record Date. The Board of Directors may, by resolution, fix a record date for the purposes of determining the members entitled to notice of a meeting of the members, to demand a special meeting, to vote or to take any other action, provided that such record date may not be more than seventy (70) days before the meeting or action requiring determination of members. If no record date is otherwise fixed by the Board of Directors, such record date shall be the date that is sixty (60) days before a meeting.

Section 3.9 Members' List or Record for Meeting. The secretary shall prepare and keep an alphabetical list of the names and addresses of all members who are entitled to meeting notices. The members' list so prepared shall be made available for inspection by any member entitled to vote at a meeting, beginning two business days after the notice of the meeting is given for which the list was prepared and continuing through the meeting, at HAS's registered office or at a place identified in the meeting notice in the city where the meeting will be held.

BYLAWS OF HARTFORD AUDUBON SOCIETY, INCORPORATED
(a Connecticut Nonstock Corporation)
February 14, 2016

Section 3.10 **Proxies.** The members shall not be entitled to vote by proxy.

Section 3.11 **Quorum.** A quorum for any regular or special meeting of the Members shall be 7% of the membership as determined by the Record Date as defined in Section 3.8 of these Bylaws. Approval by a majority of the members present at a meeting at which a quorum is present shall be required for action by the members, unless a greater percentage is required by the Certificate of Incorporation, these Bylaws, or applicable law.

Section 3.12 **Vote.** Each member shall have one vote. Wherever action other than the election of directors is to be taken by vote of the members, it shall, except as otherwise required by law or the Certificate of Incorporation, be authorized if approved by a majority of the votes cast. Directors shall be elected by a plurality of the votes cast by the members entitled to vote at a meeting at which a quorum is present.

Section 3.13 **Presiding Officer and Secretary.** At any meeting of the members, if neither the chair, nor a vice-chair, nor a person designated by the board to preside at the meeting shall be present, the members present shall appoint a presiding officer for the meeting. If the Secretary of HAS is not present, the appointee of the person presiding at the meeting shall act as secretary of the meeting.

Section 3.14 **Nonliability of Members.** A member of HAS is not, as such, personally liable for the debts, liabilities or obligations of the corporation.

ARTICLE IV
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 HAS shall be managed by or under the direction of, the Board of Directors. A director must be a member of HAS but need not be a resident of the State of Connecticut.

Section 4.2 **Number of Directors.** The number of directors, including officers, constituting the entire Board of Directors shall be no fewer than seven and no more than fifteen, including the four officers and the immediate Past President as the ex-officio director. Should the immediate Past President be unable to serve on the board, that position may be filled by another past president.

Section 4.3 **Election and Term of Directors.** The Board of Directors shall be a staggered board, divided into four groups. At each annual meeting of the members, the members shall elect or re-elect directors to replace those directors whose terms are expiring, each director thereafter to serve a term of four years and until his or her successor is elected. If the number of directors is changed by the Board of Directors in accordance with Section 4.2 of 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. In addition to the directors elected as above, the immediate Past President, or another Past President as permitted under this Article IV, shall be an ex officio member of the board, counting towards a quorum and entitled to vote. The provisions herein regarding election of directors, length of term and term limits, if any, shall not apply to ex officio directors, each of whom shall continue in office so long as, but no longer than, (s)he holds the office from which ex officio status derives.

BYLAWS OF HARTFORD AUDUBON SOCIETY, INCORPORATED
(a Connecticut Nonstock Corporation)
February 14, 2016

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 members of HAS. 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 chair, or the Secretary of HAS. 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. Any vacancy occurring in the Board of Directors resulting from an increase in the number of directors shall be filled by the members at the next annual meeting or at a special meeting called for such purpose. Any vacancy occurring in the Board of Directors for any other reason shall be filled by the board for the unexpired portion of the term.

Section 4.7 Meetings of the Board of Directors. Regular meetings of the board shall be held at least four (4) times each year in accordance with a schedule established for the year by the President, at such time and place as shall be fixed by the board, for the transaction of such business as may properly come before the meeting. Special meetings of the Board of Directors may be called at any time by the President, or by the Secretary at the written request of at least three (3) directors.

Regular and special meetings of the Board of Directors may be held at any place as the board may from time to time determine. Regular meetings of the board shall require seven (7) days advance written notice given by mail or other method of delivery, telephone, voicemail or other electronic means, or in person. Unless stated in a written notice of the meeting, no vote on the removal of a director or the adoption, amendment or repeal of these bylaws or HAS'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 in person, by mail or other method of delivery, or by telephone, voicemail or other electronic means 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.

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 HAS for inclusion in the minutes of the meeting or filing with the corporate records. A director's attendance at or participation in a meeting automatically 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, a majority of the number of directors prescribed in accordance with Section 4.2 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 affirmative vote of a majority of the directors present and voting 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.

BYLAWS OF HARTFORD AUDUBON SOCIETY, INCORPORATED
(a Connecticut Nonstock Corporation)
February 14, 2016

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 director and shall be included in the minutes or filed with the corporate records reflecting the action taken. 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 HAS. 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 HAS prior to delivery to HAS of unrevoked written consents signed by all the directors. Written consents under this section will be deemed signed and delivered to HAS if sent by electronic mail to all members of the board.

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 and speak with each other during the meeting. A director participating in a meeting by such means is deemed to be present at the meeting.

Section 4.11 Compensation of Directors. No director shall receive compensation for services rendered to HAS in capacity as a director, but shall be entitled to reimbursement for reasonable and necessary expenses actually incurred in connection with the performance of their duties in the manner and to the extent that the Board shall determine, consistent with the requirements of Section 33-1092 of the Connecticut Revised Nonstock Corporation Act. Notwithstanding the foregoing, HAS shall provide no reimbursement for expenses or compensation other than those reasonable and necessary in furthering HAS's purposes. Directors may receive reasonable compensation for services performed in other capacities for or on behalf of HAS with prior authorization by the board of directors, subject, however, to Article VII of these Bylaws and to Sections 33-1127 through 33-1131 of the Connecticut Revised Nonstock Corporation Act.

Section 4.12 Minutes and Records. 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 HAS.

BYLAWS OF HARTFORD AUDUBON SOCIETY, INCORPORATED
(a Connecticut Nonstock Corporation)
February 14, 2016

ARTICLE V
Committees

Section 5.1 Committees. The Board of Directors may create one or more committees and appoint two 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. 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. The board may also appoint persons who are not board members to serve in an advisory non-voting capacity on any committee of the board. In addition, the board may create one or more additional advisory committees and appoint such individuals, who may or may not be members of the board, to serve on such committees as the board determines will assist it by providing sound advice, reflecting the views of the community or otherwise serving the best interests of HAS.

Section 5.2 Authority of Committees. To the extent specified by the Board of Directors, any committee may exercise the power of the board, provided all the voting members of such committee are directors of HAS. Otherwise, all committees shall be advisory only. In no event may a committee do any of the following:

- (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 HAS'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 HAS, other than in the usual and regular course of affairs of HAS; or approve a proposal to dissolve HAS.

Section 5.3 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 a certain number of regular meetings per year.

Section 5.4 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 Revised Nonstock Corporation Act.

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 HAS.

BYLAWS OF HARTFORD AUDUBON SOCIETY, INCORPORATED
(a Connecticut Nonstock Corporation)
February 14, 2016

ARTICLE VI

Officers

Section 6.1 **Officers; Eligibility.** HAS shall have the following officers: President, Vice President, Treasurer and Secretary, or such other officers as determined by the Board of Directors.

Section 6.2 **Nomination.** At least ninety (90) days prior to the annual meeting of the members, the President shall appoint a committee consisting of any Past President and any two other members, who shall not then be officers, to nominate officers and directors for the ensuing year. The report of this committee shall be presented to the members at the annual meeting. Other nominations for officers or directors may be (i) delivered in writing, seconded by any two other members, by any member to the secretary prior to the annual meeting of the members or (ii) made from the floor at such meeting and seconded by at least two other members.

Section 6.3 **Election; Term of Office; Removal; Vacancies.** All officers shall be elected by the members at the annual meeting of the members. Each officer shall hold office for two years and until his or her successor has been appointed or elected. Neither the President nor the Vice President may serve two consecutive terms in such capacity. The Secretary and the Treasurer shall be limited to three consecutive terms. Any officer may be removed by the Board of Directors at any time with or without cause. Any vacancy or vacancies occurring in any office of HAS may be filled until the next meeting at which officers are elected by the concurring vote of a majority of the remaining directors, though such remaining directors are less than a quorum, though the number of directors at the meeting is less than a quorum, and though such majority is less than a quorum.

Section 6.4 **Resignation.** Any officer may resign at any time by delivering written notice to HAS. 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 chair, or the Secretary of HAS.

BYLAWS OF HARTFORD AUDUBON SOCIETY, INCORPORATED

(a Connecticut Nonstock Corporation)

February 14, 2016

Section 6.5 Powers and Duties of Officers.

A. *President.* The President shall be the Chief Executive Officer of HAS, shall preside at each meeting of the members and of the directors, and shall have such powers and duties as usually pertain to the office of president. The President shall perform such other duties as may from time to time be assigned to that office, or specifically required to be performed by that office, by these Bylaws, by the Board of Directors, or by law.

B. *Vice President.* In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe by standing or special resolution, or as the President may from time to time provide, subject to the powers and the supervision of the Board of Directors.

C. *Secretary.* The Secretary shall be responsible for preparing and maintaining custody of minutes of all meetings of the members and of the board of directors and for authenticating and maintaining the records of HAS, 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. The Secretary shall have custody of all books, records and papers of HAS, except as shall be in the charge of the Treasurer or as otherwise agreed from time to time by the Board of Directors.

D. *Treasurer.* The Treasurer shall have the custody of, and be responsible for, all funds, securities and property of HAS. The Treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of HAS, and shall deposit all monies and other valuable property of HAS in the name and to the credit of HAS in such banks, trust companies or other depositories as the Treasurer may designate, subject to approval of the Board of Directors. The Treasurer shall render a statement of accounts in such detail as the Board of Directors may request from time to time. The Treasurer shall prepare or cause to be prepared an annual budget for HAS and shall submit it to the board prior to the beginning of each fiscal year of HAS. The Treasurer shall prepare or cause to be prepared annual financial statements for HAS in form and substance satisfactory to the Board of Directors and shall submit such financial statements to the Board of Directors prior to each annual meeting of the members. The Treasurer shall at all reasonable times exhibit the books and accounts to any director of HAS, and shall perform all duties 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 of Directors. The Board of Directors shall, from time to time, arrange for an independent audit of the books and accounts of HAS. The results of the audit shall be reported to the Board of Directors and shall be made available to members upon written request.

BYLAWS OF HARTFORD AUDUBON SOCIETY, INCORPORATED
(a Connecticut Nonstock Corporation)
February 14, 2016

ARTICLE VII
Directors' Conflicting Interest Transactions

Section 7.1 **Conflicts of Interest; Adoption of Policy.** HAS 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 Revised Nonstock Corporation Act, or any potential "excess benefit transaction" involving a "disqualified person," (including a director or officer of HAS) 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 Revised Nonstock Corporation Act and under any relevant regulations of the Internal Revenue Service.

Section 7.2 **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 of HAS shall 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 HAS. These statements shall be kept on file at HAS's office. 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 VIII
Miscellaneous

Section 8.1 **Fiscal Year.** The fiscal year of HAS shall be the calendar year.

Section 8.2 **Checks, Notes and Contracts.** The Board of Directors shall determine who shall be authorized from time to time on HAS'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 8.3 **Written Notice or Consent.** Any written notice or consent required hereunder may, without limitation, be issued by regular mail, hand delivery, electronic transmission or facsimile.

Section 8.4 **Books and Records.** HAS shall keep at its office, or at any other place designated by the Board of Directors, correct and complete books and records of the accounts, activities and transactions of HAS, the minutes of the proceedings of the members, the Board of Directors and any committee of HAS, and a current list of the members, directors and officers of HAS and their addresses. Any of the books, minutes and records of HAS may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 8.5 **Amendments to Bylaws.** Subject to the notice requirements of Section 3.6, these Bylaws of HAS may be amended, upon the recommendation of the Board of Directors, at any meeting of the members of HAS by the affirmative vote of two-thirds of the members present and voting, provided there is a quorum at such meeting and written notice of the proposed amendment, including the proposed amendment, has been given to each member not less than two weeks prior to the date of such meeting.

Section 8.6 **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 Revised Nonstock Corporation Act 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.

