



**BYLAWS**  
**Of**  
**SustainUS, INC.**  
**(Non-Stock Corporation)**

*Please note these bylaws are pending approval from SustainUS members.*

**ARTICLE I**  
**The Corporation**

The Corporation shall be known as SustainUS, Inc., and shall be referred to in these Bylaws as the “Corporation.”

**ARTICLE II**  
**Purposes**

The purposes of the Corporation shall be those set forth in the Certificate of Incorporation on file in the office of the Secretary of the State of Connecticut, a copy of which is attached as an appendix to these Bylaws.

**ARTICLE III**  
**Offices**

The Corporation's principal office and any other of its offices shall be located at such places within or without the State of Connecticut as the Board of Directors may from time to time determine. The Corporation shall maintain within the State of Connecticut a registered office at such place, which may be the principal office, as the Board of Directors may from time to time determine.

**ARTICLE IV**  
**Members**

**SECTION 1. Membership**

**1.1 Voting Rights.** Voting members are members 13 to 26 years of age, inclusive, are living United States citizens or residents, and have been Members for at least 6 months per the



Admission process in Section 1.2. Living members who are not voting members are defined as associate members and do not have voting rights, as specified in Article IV of the attached Certificate of Incorporation, but have all other rights of voting members.

**1.2 Admission.** Any individual interested in supporting the purposes of the Corporation as set forth in Article II of the Certificate of Incorporation and such other qualifications as the Steering Committee shall determine, may become a Member of the Corporation by filing an application in such form as the Steering Committee shall from time to time prescribe. Each voting Member shall be entitled to one vote on matters as set forth in the Certificate of Incorporation, these Bylaws, and such other matters as may be submitted to the Members by the Board of Directors, or any Committee with the power to act for the Board, on all matters for which a vote of members is required as set forth in the Revised Connecticut Nonstock Corporation Act. The first Members of the Corporation shall consist of the members of the Board of Directors first elected at the organizational meeting of the Corporation.

**1.3 Withdrawal.** A Member may withdraw his or her membership at any time by giving written or e-mail notice thereof to the Secretary of the Corporation. Withdrawal is effective upon receipt of notice.

**1.4 Expulsion.** Membership in the Corporation may be terminated automatically for inactivity of one year. Membership in the Corporation may be terminated by the Steering Committee for actively working against the purposes of the Corporation as set forth in Article II of the Articles of Incorporation. Any question over an individual's eligibility for membership shall be resolved by the Steering Committee.

**1.5 Dues.** The Steering Committee shall determine from time to time the amount of annual dues, if any, payable to the Corporation by the Members.

## **SECTION 2. Meetings**

**2.1 Location.** Meetings of the Members may be held within or without the State of Connecticut as set forth in any notice of meeting.

**2.2 Annual Meeting.** The Annual Meeting of the Members shall be held for the transaction of such business as may properly come before the meeting. The Annual Meeting shall be held at such time and place as the Steering Committee shall determine, with the consent of the Board of Directors. Written or e-mail notice of each meeting of the Members, stating the date, time, and place of the meeting shall be delivered not less than ten (10) nor more than sixty (60) calendar



days before the date of the meeting. For purposes of this Section only, Members shall be those persons listed as Members on the books of the Corporation at the time notice is sent.

**2.3 Special Meetings.** Special meetings of the Members may be called by a majority of the Directors then serving. Written or e-mail notice of each meeting of the Members, stating the date, time, place of the meeting, and of the subject to be considered at the meeting, shall be delivered not less than ten (10) nor more than sixty (60) calendar days before the date of the meeting. The Secretary shall call a special meeting of Members upon written application of at least five (5) percent of voting members.

**2.4 Notice and Waiver of Notice.** Unless otherwise specified in the Bylaws or required by law, notice may be given by sending a written letter or e-mail to the Secretary. Notice of any meeting of the Members may be waived by any or all of the persons entitled to notice. A Member may waive notice by filing a written or e-mail waiver filed with the Secretary before, at, or after such meeting. A Member is also deemed to have waived notice of a meeting that the Member attends or in which the Member participates, unless the Member at the beginning of the meeting, or promptly upon arrival, objects to the holding of the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

### **SECTION 3. Transaction of Business by Members**

**3.1 Voting.** Unless otherwise provided in the Certificate of Incorporation, these Bylaws, or by law, the affirmative vote of a majority of the Members entitled to vote and present at a meeting duly held shall be the act of the Members. Associate Members shall not be counted in determining any fraction of the membership.

Decisions taken by the Membership through voting shall include, but are not limited to, the following operations: nomination and election of members into leadership roles, including the Steering Committee, Board of Directors, and other non-Steering leadership positions; Addition or elimination of programs operated by SustainUS; Policy decisions and statements, whenever possible; Any other issue brought to a membership vote at the request of Steering or the Board.

**3.2 Action by Written Ballot in Lieu of Meeting.** Where directors or officers are to be elected by the Members or any other action is to be voted upon by the Members, such elections may be conducted and such actions voted upon by mail or electronic means, provided that the same period for which notice would otherwise be required for a meeting is provided for the return of ballots.



**ARTICLE V**  
**Directors**

**SECTION 4 - Service of the Board of Directors**

**4.1 Powers.** The Corporation shall act by and through its Board of Directors. The Board of Directors may delegate its powers as it sees fit, subject to restrictions imposed by the Certificate of Incorporation, the Bylaws, the Connecticut Revised Nonstock Corporation Act, as amended, and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter, the “Code”) (or the corresponding provision of any future federal tax code).

**4.2. Number.** There shall be no less than 3, nor more than 30, voting members of the Board of Directors.

**4.3. Nomination and Election Process.** Nominations for directors to replace directors whose terms expire, or to add new directors, subject to Section 2.1, shall be circulated in advance to the Members. Voting members or associate members may make nominations for directors. Nominations must be made at least twenty (20) business days prior to the meeting or vote at which the directors may be elected and sent in writing or e-mail to the Secretary. Incumbent directors are assumed to have nominated themselves to stand for reelection unless they have provided notice in writing or by e-mail of intent not to serve. Directors of the Corporation shall be elected by the majority of Voting members present in person or by proxy. Candidates must be at least 26 years of age, living, and have demonstrated a commitment to the purposes of the Corporation as set out in the Articles of Incorporation.

**4.4 Terms.** The initial Board of Directors shall be selected by the Incorporator to hold office until the first Annual Meeting of the Members and elected thereafter to staggered terms. Commencing with the first Annual Meeting of the Members following the adoption of these Bylaws, and annually thereafter, approximately one-third of the directors shall be elected every three years to serve for three-year terms, such that the terms of approximately one-third of the directors shall expire each year, except that in the event of a vacancy, which may be filled at a meeting of the Members called by the Secretary expressly for this purpose, or in the case of a newly-elected director, the director may be elected to a shorter term as may be appropriate to maintain the balance of staggered terms. Directors shall hold office until their successors are elected and qualified.

**4.5 Directors Ex Officio.** The Board of Directors shall also include directors serving ex officio with the power to vote. An “ex officio” director is a person who holds an office specified as such in Article VII. Ex Officio members assist in the operations of the Board of Directors and provide information and updates on the Corporation’s program activities and other day-to-day operations. Such person remains a director ex officio during the time period that he or she holds the



specified office but automatically ceases to serve upon ceasing to hold such office. The provisions of Section 2.3 shall not apply to ex officio directors, if any, 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. Ex officio directors must be at least 18 years of age.

**4.6 Resignation.** A director may resign at any time upon delivery of written notice to the Board of Directors or the Secretary. Any such resignation shall be irrevocable upon delivery of such notice, but said individual may be subsequently reelected to the Board via Section 4.3 at any time in the future

**4.7 Removal.** A director may be removed as a director at any time with cause by the affirmative vote of the majority of the voting Members present in person or by proxy at any meeting or vote of the members. Said individual may be subsequently reelected to the Board via Section 4.3 at any time in the future.

## **SECTION 5. Meetings of the Directors.**

**5.1 Location.** Meetings of the Board of Directors may be held within or without the State of Connecticut as set forth in any notice of meeting.

**5.2 Annual Meeting.** The Annual Meeting of the Board of Directors shall be held at such time as the Board of Directors shall determine. Written or e-mail notice by the Secretary or Chairperson of the date, time and place of each Annual Meeting shall be given to each director at least five (5) days before the Annual Meeting.

**5.3 Special Meetings.** Special meetings of the Board of Directors may be called by a majority of the directors then serving. Ex-officio directors shall be included in the count for calling special meetings. Notice of the date, time, place, and purpose of each Special Meeting shall be given to each director at least five (5) days prior to such meeting.

**5.4 Notice and Waiver of Notice.** Unless otherwise specified in the Bylaws or required by law, notice may be given by a written letter or e-mail addressed to the Secretary. Notice of any meeting of the Board of Directors may be waived by any or all of the persons entitled to notice. A director may waive notice by filing a written waiver filed with the Secretary before, at, or after such meeting. A director is also deemed to have waived notice of a meeting that the director attends or in which the director participates, unless the director at the beginning of the meeting, or promptly upon arrival, objects to the holding of the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

## **SECTION 6 Transaction of Business among Directors**



**6.1 Quorum.** Unless otherwise required by law or by these Bylaws, the quorum necessary for the transaction of business shall consist of a majority of the directors. A director may participate in a meeting of the Board by means of a conference telephone or other means of communication enabling all participating directors to hear one another simultaneously and such participation shall constitute presence in person. Once a quorum is noted as present, it is not broken by the subsequent withdrawal of one or more directors. Ex-officio directors shall be counted in determining a majority or any other fraction of the Board of Directors.

**6.2 Voting.** Unless otherwise provided in the Certificate of Incorporation, these Bylaws, or by law, the affirmative vote of a majority of the directors at which a quorum is present shall be the act of the Board of Directors. Decisions taken by the Directors through voting may include, but are not limited to, the following areas of operations: the review and approval of yearly budget and any other major purchase or financial decisions, such as hires and insurance; the review and approval of any legal contract, memorandum of understanding, or other binding agreement; review and approval of programs and activities to ensure alignment with the Corporation's mission and vision.

**6.3 Action Without a Meeting.** The Board of Directors may act without a meeting by the unanimous written consent of all directors. Unanimous written consents shall be filed in the minute book of the Corporation.

**6.4 Compensation.** All decisions concerning compensation to directors shall be governed also by the Article of these Bylaws entitled "Conflicting Interests."

**6.5 Fixing Compensation.** No director shall receive compensation for services rendered to the Corporation in such capacity, but directors shall be entitled to reimbursement for reasonable and necessary expenses actually incurred in connection with the performance of their duties in the manner and to the extent that the Board shall determine.

**6.6. Compensation for Non-Director Services.** Upon approval of the Board of Directors, directors may be compensated for services provided to the Corporation in a capacity other than as director.

**6.7 Amount of Compensation.** The Corporation shall provide no reimbursement for expenses or compensation other than those reasonable and necessary in furthering the Corporation's purposes.

## **ARTICLE VI** **Committees**

### **SECTION 7. Committees**



**7.1. Authority.** The Corporation may act through any Committees that the Board of Directors may appoint subject to Article VI of these By Laws.. Committees may be standing or ad hoc committees. Each committee shall have such powers and authorities as may be provided in these Bylaws, in the resolution creating such committee, or in resolutions of the Board of Directors adopted from time to time at the suggestion of the Steering Committee.

**7.2. Appointment.** Committees shall be created and Committee members appointed by the Board of Directors and vacancies on Committees shall be filled by the Board of Directors. Each Committee with power to act for the Board shall have at least one Committee member who is a director.

**7.3. Meetings, Notices, and Quorum.** All Committees other than advisory committees and the Steering Committee shall have the same requirements for Meetings and the Transaction of Business as those set forth in the articles of these Bylaws entitled “Directors” and “Conflicting Interests” with respect to the conduct of business by the Board of Directors, except that Committees shall not be required to hold annual meetings and written or e-mail notice of meetings shall be given by the Committee Chair.

**7.4 Steering Committee.** The Steering Committee shall have general overall supervision of all day to day business of the organization and shall have such powers and duties as may be assigned to it by the Board of Directors. The Steering Committee shall have the power to approve new members of the organization. The Steering Committee works to facilitate access to information on the Corporation’s calls, meetings, and listservs to the Corporation’s membership and Board of Directors. The Steering Committee shall make suggestions for the creation of new committees and committee members to the Board of Directors. There shall be a minimum of three (3) and a maximum of thirty (30) persons on the Steering Committee. Steering Committee candidates must be voting members. Notwithstanding the preceding sentence, if a Steering Committee member ceases to be a voting member of the Corporation upon attaining the age of twenty-six years, he or she shall serve out the remainder of his or her term as Steering Committee member and may no longer serve after the expiration of such term. Steering Committee members shall serve one-year terms with no limit to the number of years serving on the Steering Committee.

**7.4.1. Committee Selection.** The Board of Directors shall choose the initial members of the Steering Committee. Thereafter, Steering Committee candidates shall be nominated by voting members. Steering Committee candidates must submit a statement of duties to be performed upon nomination. Steering Committee members must be available and demonstrate interest to commit substantial time to the furtherance of the organization. The Board of Directors shall confirm Steering Committee candidates by a majority vote at any meeting of the Directors.

**7.4.2. Resignation:** A steering committee member may resign at any time upon delivery of written or e-mail notice to the Secretary or the Chairperson.



**7.4.3. Retention:** In order to remain on the Steering Committee, members must vote on the majority of issues, participate in conference calls, and participate actively in either the daily functions of the corporation or participate actively in a project of the corporation. Steering Committee members may issue written or e-mail notice of temporary unavailability to vote and participate to the Chairperson.

**7.4.4. Removal :** A Steering Committee member may be removed as a Steering Committee member at any time with cause by the affirmative vote of 2/3 of the Steering Committee. Any member of the Steering Committee may activate the vote for such removal.

**7.5 Limitations on Powers.** Notwithstanding any provision of this Article or these Bylaws to the contrary, no Committee shall have any power to:

- (a) Fill vacancies on the Board of Directors or any of its Committees;
- (b) Amend the Certificate of Incorporation;
- (c) Adopt, amend, or repeal the Bylaws;
- (d) Approve a plan of merger, approve a sale, lease, exchange or other disposition of all, or substantially all, of the Corporation's property, other than in the usual and regular course of business; or
- (e) Approve a proposal to dissolve the Corporation.

**7.6 Advisory Committees.** The Board of Directors may appoint one or more persons as advisory committees for any lawful purpose. Advisory Committees shall have no power to exercise any power of the Board of Directors.

## **ARTICLE VII** **Officers and Agents**

### **Section 8. Officers and Agents**

**8.1. Titles, Election, Requirements, and Duties.** Nominations for officers shall be made by voting members. Officers shall be elected by the plurality of Voting members present in person or by proxy. The Board of Directors may open nominations for any other officers that it deems expedient or necessary. The officers need not be residents of Connecticut, but must be residents or citizens of the United States and satisfy such other requirements as shall be specified by the Board of Directors. The officers must be at least 18 years of age. The officers must be voting members and serving or have served on the Steering Committee and demonstrated a commitment to the purposes of the Corporation as set out in the Articles of Incorporation. Notwithstanding the preceding sentence, if an officer ceases to be a voting member of the Corporation upon attaining the age of twenty-six years, he or she shall serve out the remainder of his or her term as officer and may no longer serve after the expiration of such term. The duties of the officers shall be such as are imposed by these Bylaws and from time to time prescribed by the Steering Committee. Officers shall serve for one-year terms.



**8.2 Chief Coordinator or Chairperson.** The Coordinator is the Chairperson of the Steering Committee and shall be an ex-officio member of the Board of Directors. The Coordinator shall preside at each meeting of the directors and shall carry out other tasks as may be assigned by the Steering Committee.

**8.3 Treasurer.** The Treasurer shall be an ex-officio member of the Board of Directors and provide the Board of Directors with quarterly cash flow statements and an annual budget. The Treasurer shall supervise the receipt and custody of the Corporation's funds; cause to be kept correct and complete books and records of account, including full and accurate accounts of receipts and disbursements in books belonging to the Corporation; assume responsibility for all of the Corporation's funds and securities; prepare, distribute and retain or cause to be prepared, distributed and retained all reports, records and returns required by law regarding the Corporation's financial status; and have such other powers and perform such other duties as may be assigned by the Steering Committee.

**8.4 Secretary.** The Secretary shall be an ex-officio member of the Board of Directors. The Secretary shall send notice of all meetings of the Board of Directors; shall keep and circulate the minutes of all such meetings, shall have charge of the Corporation's seal; shall authenticate the Corporation's records; shall perform, in general, all the duties incident to the office; and have such other powers and perform such other duties as may be assigned by the Steering Committee.

**8.5. Agents and Attorneys.** The Board of Directors may appoint such other agents and attorneys, with such powers and to perform such acts and duties on behalf of the Corporation, as the Board of Directors may determine.

## **ARTICLE VIII** **Finance**

### **SECTION 9 : Finance**

**9.1 Fiscal Year.** The fiscal year of the Corporation shall end on the last day in August of each year.

## **ARTICLE IX** **Amendments**

These Bylaws may be altered, amended or repealed with the consent of both the Directors and voting Members by the affirmative vote of 2/3 of the entire Board of Directors at any meeting of the Board of Directors and by the affirmative vote of the majority of the Members present in person or by proxy at any meeting of the Members.



**ARTICLE X**  
**Indemnification**

The Corporation shall indemnify, and advance expenses to, its members, directors, officers, employees, and agents to the maximum extent permitted by the Connecticut Revised Nonstock Corporation Act, as amended. Notwithstanding the foregoing, if at any time the Corporation is a private foundation, the Corporation shall not indemnify such individuals, procure such insurance or share such premium cost to the extent so doing would constitute an act of self-dealing as defined in Section 4941(d) of the Code.

**ARTICLE XI**  
**Conflicts of Interest**

**SECTION 10: Conflicts of Interest**

**10.1 Compliance.** No director or officer may engage in any excess benefit transaction as defined in Section 4958 of the Internal Revenue Code of 1986, as amended. The Board of Directors shall comply with the provisions of Sections 33-1127 - 33-1130 of the Connecticut General Statutes, as amended, regarding “conflicting interest” transactions. The Board of Directors may adopt appropriate policies and procedures to implement this Section, and such policies and procedures may only be amended by the same vote required to amend these Bylaws.

**10.2 Disclosure.** Any director for whom there may exist a conflict of interest shall disclose such possible conflict of interest to the Board.

**10.3 Recusal.** No director shall discuss or vote on any matter that would involve a conflict of interest. Any director for whom there may exist a conflict of interest shall refrain from discussion or vote on any such matter, and shall not be physically present in the room at the time any vote is taken thereon.

**10.4 “Conflict of Interest.”** The term “conflict of interest” includes, without limitation, the reasonable possibility that the matter involves an arrangement to provide compensation or any financial or tangible benefit or payment, directly or indirectly, to a director or any other “disqualified person” (including a person or entity related to or controlled by the director, or otherwise as defined in section 4958(c)(1) of the Internal Revenue Code and/or Section 33-1127 of the Connecticut General Statutes). In the event that there is a question whether a conflict exists, the issue shall be determined by majority vote of the directors other than the affected director (which shall consist of at least two directors) present and voting. A conflict of interest is deemed to exist when a director of the corporation serves on the board of another non-profit organization that will be giving a grant to, or receiving a grant from, the Corporation.



**Appendix to the Bylaws**

**Certificate of Incorporation  
Of  
SustainUS, Inc.  
(Non-Stock Corporation)**

*Please note this certificate is pending approval from SustainUS members.*

**ARTICLE I**

The name of the corporation shall be SustainUS, Inc., hereinafter referred to as the “Corporation.”

**ARTICLE II**

The nature of the activities to be conducted and the purposes to be promoted or carried out by the Corporation are as follows:

To be organized and operated exclusively for educational, charitable, and/or religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or to any corresponding provision of any future federal tax law), (the “Code”), including but not limited to the following:

(A) To increase awareness among young people on issues pertaining to sustainable development, such as but not limited to the efficient usage of natural resources, the patterns prevalent in the health and economic status of peoples worldwide; and the roles of international, regional, and national institutions in relation to the two.



(B) To provide technical knowledge and assistance to people working to integrate ecological and social principles in their high school, college, workplace, or neighborhood

(C) To provide assistance to governmental and not-for-profit organizations with purposes similar to, or with activities in furtherance of, the purposes set forth hereinabove; and

(D) To engage, subject to the foregoing limitation and those set forth below, in any lawful act or activity for which a corporation may be organized under the Connecticut Revised Nonstock Corporation Act.

If at any time the Corporation is deemed to be a private foundation as defined in Section 509 of the Code then so long as the Corporation is deemed a private foundation, it shall not, as provided in Section 508(e) of the Code, fail to require its income for each taxable year to be distributed at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code, engage in any act of self-dealing as defined in Section 4941(d) of the Code, retain any excess business holdings as defined in Section 4943(c) of the Code, or make any investments or expenditures in such manner as to subject the Corporation to tax under Section 4944 or Section 4945(d) of the Code.

### **ARTICLE III**

In pursuance of its purposes, as set forth in Article II, and subject to any limitations herein expressed, the Corporation is specifically authorized to do the following:

- (a) To purchase, accept, exchange, inherit, lease or otherwise acquire real and personal property, or any interest therein, of whatever kind, and to own, hold, control, maintain, manage, convey, dispose of, or change the character of such property; and
- (b) To do, perform and supervise any and all other things which are not inconsistent with the purposes set forth in Article II; provided that the Corporation shall not have or exercise any power or authority not granted to it under the Connecticut Revised Nonstock Corporation Act nor shall it engage in any activity that would prevent it from qualifying as a corporation described in Section 501(c)(3) of the Code or the corresponding provision of any future federal tax code.

#### **ARTICLE IV**

No part of the net earnings of the Corporation shall inure to the benefit of any director, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no director, director or officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided by Section 501(h) of the Code), and the Corporation shall not participate in, or intervene in (including by the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision hereof, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax

under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding provision of any future federal tax code.

#### **ARTICLE V**

The Corporation is non-profit and shall not have or issue shares of stock or make distributions. There shall be no period of limitation for the duration of the Corporation.

#### **ARTICLE VI**

The Corporation shall have Members as follows:

(a) Eligibility. Any individual shall be eligible for membership in accordance with this Certificate and the Bylaws of the Corporation. There shall be no limit to the number of Members.

(b) Classes of Members. There shall be two classes of Members of the Corporation, voting members and non-voting members. Voting members are defined as individuals between 13 and 26 years of age. Individuals that are not between 13 and 26 years of age are defined as non-voting members.

(c) Voting Power. Each voting member shall be entitled to one (1) vote on all matters submitted to the Members for action. Non-voting members shall be entitled to no votes. Only voting Members shall be entitled to vote for Directors.

#### **ARTICLE VI**

The Board of Directors shall manage the activities, property and affairs of the Corporation. The number and manner of election of directors shall be as authorized in the Bylaws.

#### **ARTICLE VIII**

The directors may by the affirmative vote of no less than two-thirds of all directors then serving, at any annual meeting of the Board of Directors or at any special meeting of the Board of Directors called for such purpose:

(1) To amend the Certificate of Incorporation, provided, however, that no such amendment shall operate to terminate the deductibility of gifts to the Corporation for federal tax purposes or the federal income tax exemption of the Corporation as an organization described in Section 501(c)(3) of the Code;

(2) To dissolve the Corporation;

(3) To transfer substantially all of the Corporation's assets to another corporation pursuant to Article IX;

(4) To merge the Corporation with another corporation or consolidate the Corporation into a new corporation; or

(5) To amend the Bylaws.

The directors of the Corporation shall have the right to make other fundamental changes to the extent and in the manner permitted by Connecticut law to directors of a Connecticut nonstock corporation except as otherwise provided in this Certificate of Incorporation or the Bylaws of the Corporation.

#### **ARTICLE IX**

Upon the termination, dissolution or final liquidation of the Corporation in any manner and for

any reason, the Board of Directors shall first pay or provide for the payment of all liabilities of the Corporation; all remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE X**

This Certificate of Incorporation shall not be amended to permit the Corporation to engage in any activity which would be inconsistent with its classification as an organization described in Section 501(c)(3) of the Code.

#### **ARTICLE XI**

To the fullest extent permitted by applicable law, the personal liability of the directors to the Corporation for monetary damages for breach of duty as a director shall be limited to an amount equal to the compensation received by the director for serving the Corporation during the year of the violation.

The Corporation shall indemnify, and advance expenses to, its directors, officers, employees, and agents to the maximum extent permitted by the Connecticut Revised Nonstock Corporation Act, as amended.