

CONNECTICUT AIDS RESOURCE COALITION, INC.

AMENDED AND RESTATED BYLAWS

ARTICLE I. NAME AND OFFICE

Section 1. **Name** The name of the corporation is Connecticut AIDS Resource Coalition, Inc. (the “Corporation”).

Section 2. **Principal Office** The principal office of the Corporation shall be in Hartford, Connecticut, or at such other location as may be determined by the Board of Directors of the Corporation from time to time.

ARTICLE II. PURPOSE; CORPORATE MISSION

These Bylaws supplement certain provisions of the Certificate of Incorporation of the Corporation and the Connecticut Revised Nonstock Corporation Act, as amended from time to time (the “Act”).

The Corporation is organized and shall be operated exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), including: to facilitate the provision of supporting programs for persons suffering from HIV infection, using existing community resources; to promote independence, self-care and self-respect among the clients (or recipients of services); to provide a nurturing environment where the prospect of death, the loss of acceptance, and the loss of hope can be confronted and where reconciliation with loved ones can be facilitated; to raise funds to further said exempt purposes; and otherwise to engage in such other lawful acts and activities consistent with the foregoing for which corporations may be formed under the Act, as the Corporation’s Board of Directors may approve from time to time.

ARTICLE III. MEMBERS

Section 1. **Membership** The Corporation is a membership corporation. The Members shall have such rights, privileges and obligations conferred upon them by the Corporation’s Certificate of Incorporation and these bylaws, and as otherwise accorded by the Act. Application for membership is open to all organizations and individuals with an interest in supportive programs for persons with HIV infection. Agencies and individuals may seek membership by completing a membership application. Membership must be voted upon by the Board of Directors.

Section 2. **Classes of Membership; Full Members; Affiliate Members.** The Corporation shall have two classes of members, to be designated Full Members and

Affiliate Members. Full Membership is open to all organizations (A) which (i) are exempt from federal taxation under Section 501(c)(3) of the Code, (ii) provide or intend to provide supportive programs for people with HIV infection, and (iii) sign, with approval of their governing body, the Corporation's letter of understanding in the form in effect at such time, and (B) whose membership is approved by the Board of Directors of the Corporation. Within the Full Membership, the Corporation recognizes certain Charter Members, which are those agencies who were active in organizing the Corporation and have signed its letter of understanding. Charter Members were entitled to Full Membership without approval by the Board of Directors due to their involvement in the organization of this Corporation. Full Members shall be entitled to vote on matters submitted to Members for action. Affiliate Membership is open to all individuals and agencies which provide or intend to provide, or are interested in, supportive programs for persons with HIV infection, and whose membership is approved by the Board of Directors of the Corporation. Affiliate Members shall not be entitled to vote on matters submitted to Members for action.

Section 3. CARC Qualified AIDS Housing Provider Member agencies who are exempt from federal taxation under section 501(c)(3) of the federal Internal Revenue Code, and who are currently providing supportive housing and/or residential services to persons with HIV infection, may apply to become a CARC Qualified AIDS Housing Provider by completing an application process and meeting the requirements for this designation as determined by the Board of Directors.

Section 4. Dues Annual membership dues shall be set by the Board of Directors.

Section 5. Annual Membership Meeting The annual membership meeting shall be held in October of each year, or at such other time as may be designated by the Board of Directors of the Corporation, from time to time. Notice to each Member shall be given of such meetings no fewer than ten (10) nor more than sixty (60) days before the meeting date. A Member may waive notice of a meeting in accordance with the Act.

Section 6. Annual Membership Meeting Quorum A quorum shall be 25% of the Members entitled to vote.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Composition and Duties The property, affairs and business of the Corporation shall be managed by a Board of Directors comprised of not less than five (5) nor more than twenty-one (21) Directors. The Board shall be comprised of community representatives, consumers/Persons living with HIV/AIDS, provided that no less than 51% of the Directors shall be representatives from the Member Agencies.

The number of Directors at any time within such minimum and maximum shall be the number fixed by resolution of the Board of Directors or, in the absence thereof, shall be the number of Directors elected at the preceding annual meeting of the Board of Directors.

Section 2. Election and Terms The Board of Directors shall be elected by the voting membership, and new Directors shall be elected at the annual meeting. All Directors shall serve until their successors are duly elected and installed.

The terms of Directors shall be as follows:

- (a) Directors shall be elected for three-year terms to fill vacancies created by Directors whose terms expire that year. Terms of Directors shall be staggered such that approximately, one-third of the Director's terms expire each year.
- (b) A Director's term shall commence immediately upon election at the annual meeting.
- (c) A Director may be elected to a second consecutive term. Thereafter, a Director may be reelected to the Board only after a lapse of at least one-year following the completion of the second consecutive three-year term.
- (d) Directors are expected to attend no less than 60% of all Board meetings. Failure to comply with this participation requirement may result in forfeiture of membership on the Board.
- (e) The resignation of any Director shall be in writing and shall be effective immediately upon receipt by the Corporation if no time is specified, or at such later time as the resigning Director may specify and the Corporation shall accept.
- (f) A majority vote of the Board of Directors or of Members entitled to vote is required to remove a Director from the Board of Directors. A Director may be removed only at a meeting called for the purpose of removing a Director and the meeting notice must state that the purpose, or one of the purposes, of the meeting is to consider the removal of the Director.

Section 3. Vacancies. Vacancies in the Board of Directors (by resignation, removal or for any other cause) may be filled until the next annual meeting by a majority vote of the remaining Directors or by the Members entitled to vote. A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date, may be filled before the vacancy occurs, but the new Director may not take office until the vacancy occurs.

Section 4. Annual Meeting Annual meetings of the Board of Directors shall be held at the annual meeting of the membership in October of each year, or at such other time as may be designated by the President or the Board of Directors of the Corporation from time to time, at such time and place as the President shall appoint. Written notice of the time and place of each annual meeting shall be given to each Director at least five (5) days before the meeting.

Section 5. Regular Meetings Regular meetings of the Board of Directors, other than the annual meeting, may be held at times and places determined by the Board of Directors. All meetings shall be open to the public; however, the Board may enter executive or private session when it is considering matters which might infringe upon a client's or employee's rights of privacy and/or confidentiality. Reasonable notice to each Director, by mail, telephone, or telegraph, or personally, shall be given of such meetings.

Section 6. Special Meetings Special meetings of the Board of Directors may be whenever called by the President, and shall be called by the President upon the written request of one-third of the Directors stating the purpose of such meeting. Reasonable notice to each Director, by mail, telephone, or telegraph, or personally, shall be given of such meetings.

Section 7. Waiver of Notice A written waiver signed at any time by a Director entitled to notice shall be the equivalent to the giving of notice. The attendance of any Director at a meeting without protesting prior to the commencement of the meeting the lack of proper notice shall be deemed to be a waiver by such Director of notice of the meeting.

Section 8. Quorum and Voting At least one-half of the Directors at the time shall constitute a quorum, and the majority vote of such a quorum shall control unless otherwise required by these bylaws, the Act, or the Certificate of Incorporation, provided that a majority of the Directors present at any meeting, if less than a quorum, may adjourn the meeting from time to time without notice until a quorum shall be present.

Section 9. Compensation Directors shall not receive any compensation for their services to the Corporation, but may be reimbursed by the Corporation for their reasonable expenses incurred on behalf of the Corporation.

Section 10. Written Consent Any action which may be taken at a meeting of the Board of Directors or of a committee of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, or to be taken, shall be signed by all of the Directors or all of the committee members entitled to vote with respect to the subject matter of such meeting. Such consent shall be filed with the minutes of the Directors' or committee's meetings.

Section 11. Meetings by Conference Telephone. A Director or a member of a committee of the Board of Directors may participate in a meeting of the Board of Directors or of such committee by means of conference telephone or similar communications equipment enabling all Directors or all committee members participating in the meeting to hear one another, and participation in such a meeting shall constitute presence in person at such meeting.

Section 11. Standing Committees Standing committees of the Corporation may be constituted as deemed necessary in the discretion of the Board of Directors. All committee chairpersons shall make report of the doings of their committee once each

month (or as reasonably as possibly following a meeting if less than monthly) to the Board of Directors. At all committee meetings, a quorum for the transaction of business shall consist of a majority of members of the committee, and the vote of a majority of those members present when a quorum is present shall constitute the act of the committee.

Section 12. Executive Director. The Board of Directors may appoint an Executive Director to serve at the pleasure of the Board of Directors. The Executive Director shall be the chief administrative officer of the Corporation, subject to the control and direction of the Board of Directors. The Executive Director may attend meetings of the Board at its direction, and shall submit regular reports to the President or, if none, to the Board of Directors on the operations of the Corporation. The Executive Director shall not be entitled to vote at Board meetings. The compensation and terms of employment of the Executive Director shall be reviewed and determined at least annually by the Board of Directors.

ARTICLE V. OFFICERS

Section 1. Number and Title The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as the membership may from time to time deem necessary.

Section 2. Election, Term of Office and Vacancies The officers of the Corporation shall be elected annually by the Board of Directors at the first meeting of the Board following the annual meeting. Vacancies may be filled and/or new offices created at any meeting of the Board of Directors.

Section 3. Duties and Powers The duties of the officers shall be as follows:

(a) President- The President shall be the principal executive officer of the Corporation and shall preside at all meetings of the membership and the Board of Directors. The President shall be responsible for seeing that the resolutions and actions of the Board of Directors on the conduct and management of the affairs of the Corporation are executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the corporation, or shall be required by the law to be otherwise signed or executed. The President shall also perform such other duties as are usual to this office.

(b) Vice President- The Vice President shall perform such duties as may be assigned by the Board of Directors. In the absence of the President the Vice President shall perform the duties of the President

(c) Secretary- The Secretary shall review minutes of the proceedings of the membership and the Board of Directors; shall give, or cause to be given, all notices in accordance with the provisions of these Bylaws or as required by law;

and shall be custodian of the corporate records and of the seal of the Corporation. The Secretary shall keep at the registered office or principal place of business of the Corporation in the State of Connecticut a written record of the Members of the Board of Directors or the Corporation and their addresses, and in general shall perform all duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

(d) Treasurer- The Treasurer shall administer the corporate funds and shall keep, or 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, and in general shall perform all duties as from time to time may be assigned by the President or by the Board of Directors, including the preparation of an annual budget.

Section 4. Removal. Any officer of the Corporation may be removed, with or without cause, at any time by a resolution adopted by the Members entitled to vote or by the affirmative vote of a majority of all of the then serving Directors.

ARTICLE VI. SEAL

The design of the corporate seal of this corporation shall be a circular seal with the name of the Corporation around the border and the words "Connecticut" and "Seal" in the center.

ARTICLE VII. MISCELLANEOUS

Section 1. Amendments These bylaws may be amended, repealed or added to, and new bylaws not inconsistent with the purposes describes in the Certificate of Incorporation of the Corporation or any law may be adopted, at any annual regular or special meeting of the membership by the affirmative vote of two-thirds of those voting Members present.

Section 2. Indemnification of Corporation Directors, Officers and Employees The Corporation shall indemnify all Directors, Officers and Employees of the Corporation pursuant to the provisions of Section 33-116 *et seq.* of the General Statutes, or its successor in effect at the time a claim arises against such party.

Section 3. Fiscal Year. This fiscal year shall end on December 31, in each year.

Section 4. Investments The property, assets and funds of the Corporation, as set forth in the Certificate of Incorporation, may be invested in such shares of stock, whether common or preferred, bonds, notes, mortgages or other securities or other personal property or real estate as the Board of Directors may from time to time authorize and approve, subject to any restriction or limitation imposed by the Corporation's Certificate of Incorporation or the Act.

Section 5. Non Discriminatory Policy The Corporation, in its recruitment and hiring practices, does not discriminate on basis of race, color, gender sexual orientation, religious creed, national and ethnic origin, or handicap.

Approved on October 6, 2006