

**AMENDED AND RESTATED
BYLAWS
of
THE POMPERAUG RIVER
WATERSHED COALITION, INC.**

ARTICLE I

NAME, OFFICES

Section 1. Name. The name of the Corporation is The Pomperaug River Watershed Coalition, Inc. (the “Corporation”).

Section 2. Office. The office of the Corporation shall be at such place in the Town of Southbury, Woodbury, or Bethlehem, Connecticut or in a contiguous town to any of the foregoing towns as the Board of Directors (sometimes referred to herein as the “Board”) shall from time to time designate.

Section 3. Nonstock Corporation. These Bylaws supplement certain provisions of the Corporation’s Certificate of Incorporation and the Connecticut Revised Nonstock Corporation Act, Chapter 602 of the Connecticut General Statutes, as amended (the “Act”). References in these Bylaws to provisions of the Act shall refer to any corresponding provisions of future state law.

ARTICLE II

PURPOSES, NON-PROFIT CORPORATION

The nature of the activities to be conducted and the purposes to be promoted or carried out by the Corporation shall be non-profit as set forth in the Corporation’s Certificate of Incorporation.

ARTICLE III

MEMBERSHIP

Section 1. No Members. The Corporation shall have no members.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Authority. All corporate powers shall be exercised by or under the authority of, and the activities, property and affairs of the Corporation shall be managed by or under the direction of, its Board of Directors.

Section 2. Number of Directors; Qualifications. The Corporation shall have a self-perpetuating Board of Directors consisting of not less than six (6) and not more than fifteen (15) Director positions. The actual number of Director positions within such minimum and maximum shall be prescribed by resolution adopted by the Board, and may be increased or decreased from time to time by a resolution adopted by a 2/3rd vote of the entire Board provided that no reduction in the number of Directors shall in and of itself remove a Director from office or shorten a Director's term. In order to maintain the Corporation's important connection with the towns of the Pomperaug Watershed, at least one Director shall be a resident of each of the Towns of Woodbury, Southbury, and Bethlehem, Connecticut. Each Director shall comply with any conflict of interest or code of conduct policy adopted by the Board.

Section 3. Term of Office; Leave of Absence. Directors shall be elected by the Board each year at the Annual Board Meeting. Directors shall be divided into three groups as nearly equal in number as practicable, to serve for terms of three years, up to a maximum of three consecutive terms, so that the terms of one group of such Director positions shall expire each year at the Annual Board Meeting. For purposes of computing the term of office of Directors, the full period between consecutive Annual Board Meetings shall be considered one year. The terms of Directors may be shorter to place or keep the staggered terms in effect. In extraordinary circumstances, Directors who have served for three terms of three years may again be elected as Directors for one additional three-year term.

Upon written request of a Director made to the Governance Committee and Executive Committee, setting forth good and sufficient cause, and upon the recommendation of such Committees to the Board, and approval of the Board, a leave of absence may be granted excusing such Director from attending meetings of the Board for no longer than 12 consecutive months, said leave not to be charged against such Director's term.

Section 4. Resignation; Removal. A Director shall cease to be in office upon:

- a. the death of the Director;
- b. written notice from the Director, received by the Board, the Chair or the Secretary of the Corporation, that shall be effective when the notice is received unless the notice specifies a later effective date;
- c. the removal from office of any Director with or without cause by vote of Directors holding a majority of the entire number of Director positions at the time. Removal of

a Director by the Board of Directors shall require that notice of such proposed action be included in the notice of the meeting at which such action is to be taken.

Section 5. Filling Vacancies. Vacancies existing from time to time, for any reason, may be filled by a majority of the remaining Directors, by election at any regular or special meeting of the Board, provided a notice of the election and qualification of the nominee(s) be distributed to the members of the Board at least fourteen days prior to the election. Vacancies occurring in existing positions shall be filled for the unexpired term only. After completing the unexpired term, such Director shall be eligible to serve three additional three year terms consecutively.

If the Directors remaining in office constitute fewer than a quorum of the Board, said Directors may fill the vacancy by the affirmative vote of a majority of all the Directors remaining in office.

A vacancy that will occur at a later specific date, by reason of a resignation effective at a later date under Article IV, Section 4(b) above, may be filled before the vacancy occurs, but the new Director may not take office until the vacancy occurs.

Section 6. Annual Meeting of the Board. The Annual Meeting of the Board (the “Annual Board Meeting”) for the election of directors, officers and other appropriate business, shall be held each year in the month of September at a date, time and place designated by the Board. The Annual Board Meeting shall be considered one of the regular meetings of the Board.

Section 7. Regular Meetings of the Board. In addition to the Annual Board Meeting, regular meetings of the Board shall be held at least five times each year at a date, place and time as the Board shall determine, in accordance with a schedule established for the year by the Board at each Annual Board Meeting. The schedule may be revised thereafter by the Board at any duly called and convened meeting of the Board provided a revised schedule be distributed to all Board members at least fourteen days prior to the next Board meeting.

Section 8. Special Meetings of the Board. Special meetings of the Board may be held at the call of the Chair, and shall be called by the Secretary when requested in writing by three or more Directors. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called, and only those items included in the notice may be voted upon at the special meeting.

Section 9. Notice of Meeting. Not less than fourteen days’ notice shall be given to Directors for the Annual Board Meeting and each other regular meeting of the Board, which

shall state the date, time and place of the meeting. Not less than two days' notice shall be given to Directors for any special meeting of the Board, which shall state the date, time and place of the meeting and the business to be transacted thereat. Directors shall receive notice either by personal delivery, mail, facsimile, or other electronic means.

Section 10. Place of Meetings. The Board shall hold its meetings within the towns of Woodbury, Southbury or Bethlehem, Connecticut, or in a town contiguous to any of the foregoing towns, as designated by the Board, unless the Board shall by majority vote designate a different place for any particular meeting.

Section 11. Waiver of Notice. When notice is required to be given under these Bylaws, a waiver thereof in writing signed by the person entitled to that notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. The attendance of any person at a meeting without protesting the lack of proper notice prior to the commencement of the meeting shall be deemed a waiver of notice of the meeting.

Section 12. Manner of Voting. Each member of the Board shall have one vote on each matter brought before the Board. Each Director shall act personally; no Director may give a proxy or delegate his or her vote as a Director to another person.

Section 13. Quorum. A quorum of the Board for the transaction of business at any meeting of the Board shall consist of a majority of the number of Director positions in office immediately before the meeting begins. The act of a majority of the Directors present at the time of the act shall be the act of the Board except as otherwise provided herein or required by law.

Section 14. Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board, or any committee thereof, may be taken without a meeting if all Directors unanimously consent to the action in writing signed in one or more counterparts by all of the Directors. The writings evidencing such consent shall be filed with the minutes of the proceedings of the Board. Any such action taken by unanimous written consent shall be the act of the Board with the same force and effect as though it had been authorized at a duly called and held meeting of the Board. Action taken under this section is effective when the last Director signs the consent, unless the consent specifies a different effective date.

Section 15. Remote Participation at a Board Meeting. One or more Directors may participate in a meeting of the Board by use of a conference telephone, video conference or similar communications equipment which allows all persons participating in the meeting to

simultaneously hear each other and to communicate with one another, and such participation in a meeting shall constitute presence in person at the meeting.

Section 16. Conflicts of Interest; Recusal. The Board shall adopt a conflict of interest policy that all Directors must acknowledge and sign annually. A current copy of the Board's conflict of interest policy shall at all times be maintained in the records of the Corporation. Any Director for whom there may exist a conflict of interest shall refrain from discussing or voting on any such matter.

Section 17. Appointment of Executive Director. The Board shall appoint an Executive Director, who shall be the chief executive officer and chief development officer of the Corporation. The Executive Director shall have charge and general supervision of the day-to-day affairs of the Corporation, subject to the oversight of the Board. The Executive Director shall be responsible to and report to the Chair and the Board. The Executive Director shall receive such salary as shall be approved by the Board, upon recommendation of the Executive Committee, and shall possess all of the duties and powers as shall be assigned by the Board.

ARTICLE V

COMMITTEES

Section 1. Committees of the Board; General. The Board of Directors may create one or more Committees and annually appoint members of the Board to serve on them. Each Committee shall be comprised of two or more Directors who serve at the pleasure of the Board. Each Director shall serve on at least one committee. Each Committee shall have and may exercise all such authority of the Board of Directors as shall be provided in these Bylaws or in the resolution establishing such Committee, subject to the provisions of the Certificate of Incorporation and of the Act, and provided that Committees of the Board may not (i) fill vacancies of the Board or any of its Committees, (ii) amend the Certificate of Incorporation, (iii) adopt, amend or repeal these Bylaws, (iv) approve a plan of merger, (v) approve a sale, lease, exchange or other disposition of all, or substantially all, of the property of the Corporation, other than in the usual and regular course of business or a mortgage, pledge or other encumbrance described in Section 33-1165 (2) of the Act, or (vi) approve a proposal to dissolve the Corporation.

Article IV of these Bylaws, which govern meetings of the Board, notice and waiver of notice, written consent, quorum and voting requirements, and meetings by telephone or video

conference, apply to Committees and their members as well, except as may be specifically provided by the Act, the Certificate of Incorporation, or these Bylaws.

The following Committees are established as standing committees: (i) Executive Committee; (ii) Finance Committee; (iii) Development Committee; and (iv) Governance Committee.

Section 2. Executive Committee. The Executive Committee shall consist of the Chair, the Vice Chairs, the Secretary, and the Treasurer of the Board, and, if determined by the Board, one additional Director. The Executive Committee, in between the meetings of the Board, shall have and may exercise all such powers and authority of the Board, except as provided in Section 1 of this Article V. The responsibilities of the Executive Committee shall include performance of such oversight functions as requested by the Board, including, but not limited to, policies addressing personnel matters and recommendations concerning the compensation of the Executive Director. In addition, upon determination by the Board, the functions of the Governance Committee shall be performed by the Executive Committee, in place of a stand-alone Governance Committee.

Section 3. Finance Committee. The Finance Committee shall seek to ensure the fiscal stability and long term economic health of the Corporation; review and recommend financial policies and procedures to the Board, including whether an audit or other independent review of financial statements be performed, pursuant to Article VII, Section 3 hereof; monitor financial operations; review and approve the annual operating and capital budgets prior to submission to the Board, and monitor Board-approved budgets; seek to ensure that accurate and complete financial records are maintained; and seek to ensure that timely, accurate and meaningful financial information is presented to promote sound understanding by the Board as a whole of the Corporation's finances.

Section 4. Development Committee. The Development Committee shall seek sponsorships, donations, grants, and other sources of contribution for the support of the Corporation and to fund its programs; seek in-kind donations of services, goods and materials; and plan fundraising events, which shall be approved by the Board.

Section 5. Governance Committee. The Governance Committee shall be responsible for the ongoing review and assessment of the effectiveness and future viability of the Board of Directors to support the mission and goals of the Corporation. The focus of this Committee shall

be core governance and Board composition issues, including the governance documents of the Corporation; the criteria, recruitment, evaluation and nomination to the Board of the Directors and Officers; the appropriateness of Board size; leadership, composition, committee structure, and codes of conduct. The Committee shall make recommendations to the Board concerning the establishment and termination of Committees, including termination of ad hoc committees. The Governance Committee also shall oversee: new member orientation; evaluation and self-assessment at committee and full Board levels; and the conflict of interest disclosure process of the Board. Upon determination by the Board, the functions of the Governance Committee shall be performed by the Executive Committee.

Section 6. Additional Committees and Task Force. In addition to the standing committees, the Corporation may have other committees and task forces, as determined by the Board, which may consist entirely of Directors, or of both Directors and non-directors, or entirely of non-directors. Any such committee or task force may advise, recommend, investigate, study and/or report to the Board, to the Committees of the Board, and to the Officers of the Corporation on such matters as may be assigned to it, but, unless comprised exclusively of Board members, and delegated by the Board, shall not exercise the power or authority of the Board.

ARTICLE VI

OFFICERS

Section 1. General. The officers of the Corporation shall consist of a Chair, one or two Vice Chairs, a Secretary and a Treasurer, and such other officers as the Board may deem necessary or appropriate. The same individual may simultaneously hold more than one office, except the offices of Chair and Vice Chair. All officers must be Directors. The term of office of the Chair, Vice Chair(s), Secretary and Treasurer shall be one year. All officers shall be elected by the Board at each Annual Board Meeting to hold office until the next Annual Board Meeting or until their respective successors shall have been elected and qualified.

Section 2. Resignation; Removal; Vacancies. An officer shall cease to be an officer when such person submits a written resignation to the Chair or Secretary. Any officer of the Corporation may be removed with or without cause by a majority vote of the Board. Any vacancy occurring in any office may be filled for the unexpired term by a majority vote of the Board.

Section 3. Chair. The Chair shall preside at all meetings of the Board and the Executive Committee, support all committees, and have such other powers and duties as are incident to the office of the Chair, and as may be assigned by the Board.

Section 4. Vice Chair. The Vice Chair(s) shall, in the absence or disability of the Chair, perform the duties of the Chair. The Vice Chair(s) shall have such powers and perform such duties as are incident to the office of the Vice Chair and as may be assigned by the Board.

Section 5. Secretary. The Secretary of the Board shall record, or cause to be recorded, all votes and minutes of all proceedings of the Board and see that required notices are given. The Secretary shall maintain and authenticate the records of the Corporation required to be kept under the Act, and carry out such further duties usual to the office of Secretary and as may be assigned by the Board.

Section 6. Treasurer. The Treasurer shall oversee the financial affairs of the Corporation. To that end, the Treasurer shall seek to ensure that timely and accurate financial information is presented to the Board of Directors, and that financial records shall be available for inspection by any Director. The Treasurer shall seek to ensure that all reports and records required by law regarding the Corporation's financial status are submitted and retained as required. The Treasurer generally shall cause to be performed all acts incident to the office of Treasurer and shall oversee such further duties as may from time to time be assigned by the Board.

ARTICLE VII

FINANCES

Section 1. Books and Records. The Corporation shall maintain complete books and records. A comparison of actual revenues and expenses with an approved budget shall be prepared at least annually. A resolution of the Board of Directors shall be made, as needed, to authorize signatures for financial transactions of the Corporation.

Section 2. Fiscal Year. The fiscal year of the Corporation shall be July 1 through June 30.

Section 3. Audit. If required by law or authorized by the Board of Directors, an audit of the financial statements of the Corporation shall be performed by an independent certified public accounting firm selected by the Board of Directors, upon the recommendation of the Finance Committee. The Finance Committee will make a recommendation to the Board of Directors at

least once every 3 years or when a relevant staffing change occurs or when otherwise deemed appropriate if an audit or other independent financial review be performed.

Section 4. Funds of the Corporation. Any funds received by the Corporation shall be disbursed at the direction of the Board of Directors or their designee. The Treasurer or his/her designee shall deposit or expend such money under the direction of the Board.

Section 5. Investment of Funds. The funds of the Corporation, unless otherwise specifically authorized or directed by the terms of the gift, bequest or other devise, shall be invested as determined by the Board of Directors. A separate accounting of the investments of the Corporation shall be prepared and reviewed at least semi-annually by the Finance Committee and reported to the Board.

ARTICLE VIII INDEMNIFICATION

Section 1. Indemnification. The Corporation shall indemnify and reimburse any Director, Officer, employee or agent of the Corporation, as the case may be, and any such person's respective heirs, executors, administrators, successors or assigns, to the fullest extent required or permitted by the Act.

Section 2. Insurance. As determined by the Board, the Corporation shall purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, or is or was at the request of the Corporation performing services for, or serving as a director, officer, employee or agent of, another entity, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of Section 1 of this Article VIII.

Section 3. Liability to Third Parties. The debts, obligations and liabilities of the Corporation, whether arising in contract, tort or otherwise, shall be solely the debts, obligations and liabilities of the Corporation, and no Director or Officer of the Corporation shall be obligated personally for any such debt, obligation or liability of the Corporation solely by reason of acting as a Director or Officer of the Corporation.

ARTICLE IX
GENERAL PROVISIONS

Section 1. Amendment of Bylaws. Any of these Bylaws may be altered, amended or repealed and additional Bylaws may be adopted by the Board of Directors at any annual meeting or at any regular or special meeting called for that purpose, provided that written notice of such proposed action shall have been given in the notice of any such meeting, whether annual, regular or special. For purposes of this Section, the act of two-thirds of the Directors present at a meeting at which a quorum is present at the time of the act shall be the act of the Board of Directors provided no alteration, amendments or repeal of any provision herein which is substantially similar to any provision contained in the Corporation's Certificate of Incorporation shall be effective unless the Certificate of Incorporation is amended to reflect such alteration, amendment or repeal. No change shall be made in the Bylaws which would affect the tax exempt status of the Corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

Section 2. Inconsistencies with Certificate of Incorporation. In the event of any inconsistency between the Certificate of Incorporation and these Bylaws, the terms of the Certificate of Incorporation shall prevail.

Section 3. Charitable Limitations. Notwithstanding any other provision of these Bylaws, no Director, Officer, employee, or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt from federal income tax under Section 501(a) of the Code as a corporation described in Section 501(c)(3) of the Code, and the regulations adopted thereunder, as they may now exist or as they hereafter may be amended.

Section 4. Dissolution. In the event of the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, scientific, literary or educational organizations which would qualify under the provisions of Section 501(c)(3) of the Code, and the regulations adopted thereunder, as they now exist or as they hereafter may be amended.

Section 5. Rules of Order. The rules contained in Robert's Rules of Order, latest edition, shall govern any meeting of the Board or any committee thereof, unless otherwise provided under those Bylaws or the Corporation's Certificate of Incorporation.