

**ANAM CARA SANCTUARY, INC.  
BYLAWS**

**ARTICLE I – NAME, INCORPORATION, AND PURPOSE**

1.1 Name; Incorporation. The name of the Corporation is Anam Cara Sanctuary, Inc. (the “**Corporation**”). The Corporation is incorporated under and shall be governed by the Connecticut Revised Nonstock Corporation Act, as amended (the “**Act**”).

1.2 Purposes and Powers. The Corporation is organized and shall be operated exclusively for charitable, religious, educational and/or scientific purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “**Code**”), including, more particularly, those purposes set forth in the Corporation’s Certificate of Incorporation (the “**Certificate**”).

**ARTICLE II – MEMBERSHIP**

2.1 The Corporation shall not have members, as such term is used in the Act.

**ARTICLE III – BOARD OF DIRECTORS**

3.1 Board of Directors Generally. 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, the board of directors as defined by the Act (the “**Board**”). All authority of the directors is vested in the Board as a whole, and no individual director has any authority to act for or bind the Corporation except by action within the confines of the Board (or committee of the Board, to the extent applicable) or to the extent expressly authorized by resolution of the Board to act as a representative of the Corporation.

3.2 Size of Board; Term of Office. There shall be no fewer than three (3) or more than thirteen (13) directors on the Board and the Board shall be self-perpetuating. The prescribed number of directors within this range shall be that number of directors elected at the most recent annual meeting of the Board. Directors shall hold office for the term of one (1) year and thereafter until their successors are properly elected and qualified.

3.3 Removal. A director may be removed as a director at any time with or without cause by the affirmative vote of a majority of directors present at a duly held meeting for which notice provides that the purpose or a purpose of the meeting is removal of the director. Directors also may be removed by judicial proceedings to the extent provided by the Act.

3.4 Vacancies. Any vacant position among the directors shall be filled for the unexpired portion of the term by vote of the Board, provided, however, that notwithstanding quorum and voting rules set forth in these Bylaws, if the directors remaining in office constitute

fewer than a quorum, then they may fill the vacancy by the affirmative vote of a majority of all of the directors remaining in office.

3.5 Annual Meeting. The annual meeting of the Board shall be held at the time and place specified by resolution of the Board. If no resolution shall be in effect, the annual meeting shall be called in the manner set forth below for calling special meetings. At each annual meeting, the Board shall elect the directors and officers of the Corporation for the ensuing year, and may bring up any other matters relating to the affairs of the Corporation as may properly come before the Board.

3.6 Regular Meetings. Regular meetings of the Board shall be held at the time and place specified by resolution of the Board. If no resolution shall be in effect, regular meetings shall be called in the manner set forth below for calling special meetings.

3.7 Special Meetings. Special meetings of the Board may be called by the chair and shall be called by the chair upon the written request of directors constituting twenty-five percent (25%) or more of the directors then serving. If the chair does not call the meeting within seven (7) days after receipt of the written request, the directors making the request may call the meeting. Notice may be given by the person calling the meeting. At least two (2) days' written notice of each special meeting shall be provided to each director.

3.8 Notice; Waiver of Notice. Notice of the date, time, and place of a meeting shall be in writing and sent to a director via U.S. mail, facsimile, or e-mail. Notice of a special meeting shall also 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. A director may waive notice of any meeting by a written instrument executed and filed with the secretary either before or after the meeting. The secretary shall file such waiver with the minutes or corporate records. A director's attendance at a meeting waives any lack of required notice of the meeting, unless the director, at the beginning of the meeting or promptly upon his or her arrival, 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.

3.9 Quorum and Voting Requirements. A majority of the directors then serving shall constitute a quorum for the transaction of business at any meeting of the Board. The affirmative vote of a majority of the directors present at a duly held meeting shall be required for action by the Board on any matter, except for those matters for which the vote of a greater proportion of the directors is required by the Act, the Certificate, or these Bylaws.

3.10 Remote Participation. A director may participate in a meeting of the Board by means of a conference telephone, videoconference, or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means will constitute presence in person at the meeting.

3.11 Transaction of Business by Unanimous Written Consent. Any corporate action to be taken by the Board may be taken without a meeting if each director on the Board signs a written consent describing the action and delivers it to the Corporation for inclusion in the Corporation's records. Action taken under this Section is effective when the last director signs the written consent unless the written consent specifies the time at which the action is to be effective. A consent signed under this Section has the effect of a meeting vote. Without limiting the generality of the foregoing, a written consent may be circulated to the Board via email and the directors may sign such consent by responding in the affirmative via email, provided each email response contains the applicable director's electronic signature.

3.12 Compensation of Directors. Directors shall not receive compensation for their services as directors. By affirmative vote of the Board, the directors may be allowed reasonable reimbursement for expenses and fees for attendance at meetings of the Board and committees, as set forth in the vote. Nothing in this Section shall be construed to preclude any director from serving the Corporation in any other capacity and receiving reasonable compensation for his or her services as such.

3.13 Ex-Officio Directors. If the Corporation has appointed and/or hired a president, such president shall be an ex-officio director of the Board. The Board may also appoint additional ex-officio directors. Unless otherwise designated by the Board, ex-officio directors shall be entitled to notice but shall not be counted in determining a quorum nor shall they be entitled to a vote.

3.14 Committees. The Board may create such *ad hoc* or permanent committees as it, in its discretion, deems necessary or proper for the prudent governance of the Corporation. Any committee shall have only those powers and responsibilities conferred upon it by the Board. In no event shall any committee have any powers which, under the Act, may not be conferred upon a committee of the Board. Any committee containing non-directors may advise, recommend, investigate and report to the Board on such matters as may be assigned to it, but shall not exercise the power or authority of the Board. Except as otherwise set forth by the Board, the provisions set forth in this Article III regarding meetings, transaction of business without a meeting, remote meetings, notice and waiver of notice, and quorum and voting requirements shall also apply to committees and their members.

#### **ARTICLE IV – OFFICERS**

4.1 Titles, Election, and Duties. The Board shall elect a chair, a secretary, and a treasurer and may from time to time elect a vice chair or one or more other officers as it deems expedient. Any two or more elected offices may be held by the same person, and elected officers may, but need not, be directors on the Board. Each elected officer shall serve in a volunteer capacity and shall not receive a salary for his or her service. The Board may also appoint a president who shall have the duties as set forth in these Bylaws and in any resolution of the Board.

4.2 Chair. The chair shall preside at all meetings of the Board and shall have general care and oversight of the affairs of the Corporation under the control of the Board. He or she may execute, sign, countersign, and endorse, on behalf of the Corporation, all notes, bills, certificates, leases, and documents, of any kind, coming to or going from the Corporation in the transaction of its business as authorized by the Board. If the Corporation has not appointed a president, the chair shall perform the duties of the president and may be referred to as such. If the Corporation has appointed a president, the chair will be the president's primary point of contact with the Board. The chair shall be subject to the control of the Board and shall direct and coordinate the implementation of the Board's initiatives.

4.3 Vice Chair. The vice chair, if any, shall become chair in the event of a vacancy in such office. He or she shall preside at all meetings in the absence of the chair and he or she shall undertake such other responsibilities as the chair or the Board may assign.

4.4 Treasurer. The treasurer shall oversee the fiscal accounts of the Corporation and shall prepare or have prepared the financial reports described in these Bylaws. The treasurer may endorse checks, notes, and other obligations for and on behalf of the Corporation and may deposit the same and all monies and valuables in the name of and to the credit of the Corporation in the banks and depositories the Board or its designee shall designate. The treasurer shall report to the Board periodically on the financial condition of the Corporation in such detail as the Board may request from time to time.

4.5 Secretary. The secretary shall keep the minutes of the Board meetings and shall authenticate records of the Corporation. The secretary shall give notice of meetings as required in these Bylaws. The secretary shall have custody of the corporate seal, if any, and all books, records, and papers of the Corporation, except those in the custody of any other authorized person.

4.6 President. The president, if any, is an appointed officer and shall have the general powers and duties usually vested in the office of chief executive officer of a nonstock corporation. He or she may execute, sign, countersign, and endorse, on behalf of the Corporation, all notes, bills, certificates, leases, and documents, of any kind, coming to or going from the Corporation in the transaction of its business as authorized by the Board. He or she may employ professional and clerical personnel to fill positions consistent with a budget authorized and approved by the Board. He or she shall further perform such other duties as, from time to time, may be assigned to him or her by the Board or the chair. The president shall keep the Board fully informed of, and shall freely consult with it concerning, the affairs of the Corporation. The Board may grant this officer the title of "chief executive officer" or "executive director" in lieu of, or in addition to, "president."

4.7 Terms of Office. Each elected officer shall serve for a term of one (1) year and thereafter until his or her successor is properly elected and qualified. The president, if appointed, shall serve for an indefinite term at the pleasure of the Board (subject to any duly authorized employment agreement setting forth a definite term of employment). The Board shall have the authority to fill vacancies for any officer position.

## **ARTICLE V – DISTRIBUTION OF ASSETS**

5.1 Generally. The Corporation is nonprofit. The Corporation shall not have or issue shares of stock or make distributions. The Corporation's earnings, income or assets shall not be distributed to or inure to the benefit of its directors, officers, or to any private individual as such. The Corporation may, however, reasonably compensate its officers, directors, or any individual, for services performed for the Corporation (beyond those services performed in their role as officer or director) in compliance with applicable law and applicable corporate policies concerning conflicts of interest. The Corporation may make distributions in furtherance of its exempt purposes.

5.2 Voluntary Dissolution and Liquidation. The Corporation may be dissolved and liquidated at any time by the affirmative vote of at least two-thirds (2/3) of the directors then serving. Upon approval of dissolution, the Corporation shall be liquidated in accordance with the Certificate.

## **ARTICLE VI – OTHER PROVISIONS**

6.1 Indemnification and Advances; Insurance. The Corporation shall indemnify its directors, officers, and employees to the fullest extent permitted by law, provided, however, that indemnification of directors pursuant to § 33-1117(a)(2) of the Act shall be permissible, rather than mandatory, in accordance with the Certificate. In accordance with the Act, the Corporation may, in the sole discretion of the Board: (a) indemnify agents of the Corporation; (b) advance fees or reimburse expenses to directors, officers, employees, or agents; and (c) indemnify directors as set forth in the Certificate. The Corporation may purchase and maintain insurance, to provide greater indemnification than that permitted by the Act, on behalf of any individual who is or was a director, officer, employee, agent, or other representative of the Corporation to the extent set forth in the policy of insurance.

6.2 Financial Reports; Fiscal Year. The Corporation shall prepare or have prepared each fiscal year a financial report that includes a balance sheet as of the end of the fiscal year, and a revenue and disbursement statement for the year ending on such date. The Corporation shall also prepare or cause to be prepared an annual budget for the Corporation and shall submit it to the Board prior to the beginning of each fiscal year of the Corporation. The Board may require the Corporation's financial reports be prepared in accordance with Generally Accepted Accounting Principles in the United States. The Corporation shall file such informational and/or other tax returns with the Internal Revenue Service (e.g., Form 990) and with applicable State agencies as required under law. The fiscal year of the Corporation shall be the calendar year unless otherwise determined by the Board.

6.3 Conflict of Interest Policy. The Corporation shall adopt and at all times maintain a conflict of interest policy, which shall be adopted, maintained, and revised from time to

time by the Board. A copy of the conflict of interest policy shall be kept in the permanent records of the Corporation.

6.4 Amendment of Bylaws; Record of Changes. Except as otherwise specified by the Act, new Bylaws may be adopted and existing Bylaws may be amended or repealed by the affirmative vote of at least two-thirds (2/3) of the directors then serving at a meeting for which notice includes the proposed Bylaws for approval or repeal. No change shall be made to these Bylaws which will revoke or otherwise negatively affect the exempt status of the Corporation under § 501(c)(3) of the Code. Whenever a Bylaw is amended or repealed, or a new Bylaw is adopted, the action and the date on which it was taken shall be noted on the original Bylaws, or a new set of Bylaws shall be prepared incorporating the changes.

6.5 Amendment of the Certificate. The Certificate may be amended at any time by the affirmative vote of at least two-thirds (2/3) of the directors then serving at a meeting for which the notice includes the proposed amendment(s) for approval. No change shall be made in the Certificate which will revoke or otherwise negatively affect the exempt status of the Corporation under § 501(c)(3) of the Code.

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

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Certified by the Secretary of the Corporation as the Bylaws of the Corporation effective as of \_\_\_\_\_.

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Name: Maureen Walton  
Title: Secretary