

**AMENDED AND RESTATED
BY-LAWS**

OF

The Kent Chamber of Commerce, Incorporated

These By-Laws, adopted as of the 31st day of December, 2002, by the undersigned officers of The Kent Chamber of Commerce, Inc. (the “Corporation”).

Amended on the 27th day of September, 2012 by the officers of The Kent Chamber of Commerce, Inc. Amended on the 3rd day of January, 2013 by the officers of The Kent Chamber of Commerce, Inc. Amended on the 7th day of January 2019 by the officers of the Kent Chamber of Commerce, Inc. Amended on the 15th day of June 2019 by the officers of the Kent Chamber of Commerce, Inc. Amended on the 2nd day of February 2022 by the officers of the Kent Chamber of Commerce, Inc.

ARTICLE I

Offices

Section 1. The office of the Corporation shall be 53 North Main Street, Kent, Connecticut 06757. Its mailing address shall be P.O. Box 124, Kent, Connecticut 06757.

Section 2. The Corporation may also have offices at such other places both within and without the State of Connecticut as the board of directors may from time to time determine or the business of the Corporation may require.

ARTICLE II

Members

Section 1. A person may become and continue as a member of the Corporation if such person meets the following criteria: (i) such person is the owner or a representative of a business; (ii) such person has paid in full all dues and assessments as authorized and levied by the board of directors; and (iii) such person demonstrates concern for and desires to promote and improve the economic well-being of the businesses located in or around the Town of Kent, Connecticut. For purposes of this section, “member” may also be defined as a company, incorporated or unincorporated, for-profit or not, that meets the requirements of subsection (ii) above and whose principals otherwise meet the definition of subsection (iii) above.

Section 2. Annual meetings of members will be considered to be the first monthly meeting of the year. This meeting shall be the first Monday of February during any given year.

Section 3. Written notice of the annual meeting stating the place, date and hour of the meeting shall be delivered not fewer than ten nor more than thirty days before the date of the

meeting, via electronic mail, by or at the direction of the President of the Corporation, to each member of record entitled to vote at such meeting.

Section 4. Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting. Voting can take place electronically.

Section 5. A member of the Corporation may be removed as a member by a majority vote of the board of directors then in office if (i) in the opinion of a majority of the Directors, fails to uphold or support the goals of the Corporation or (ii) fails, after due notice given in accordance with the provisions of these by-laws, to pay any dues or assessments duly authorized and required by the board of directors to be paid.

ARTICLE III

Special Meetings of Members

Section 1. Special Meetings of the members may be held at such time and place as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

Section 2. Special meetings of members may be called by the President, Vice President, the board of directors or not less than two-thirds of all members entitled to vote at the meeting, and may be held for any purpose or purposes as shall be stated in the notice.

Section 3. Written notice of a special meeting stating the place, date and hour of the meeting and the purpose or purposes for which the meeting is called shall be delivered not fewer than five nor more than thirty days before the date of the meeting, by electronic mail, by or at the direction of the President, Vice President or board of directors, to each member of record. The notice should also indicate that it is being issued by or at the direction of the person calling the meeting.

Section 4. The business transacted at any special meeting of members shall be limited to the purposes stated in the notice.

ARTICLE IV

Directors

Section 1. There shall be a board of directors consisting of an odd number with a minimum of three (3), maximum of eleven (11) directors, which number may be increased or decreased by amendment of these by-laws. The directors must be members of the Corporation. The directors of the first board of directors shall serve staggered terms as follows: one director shall serve for one year, two directors shall serve for two years and two directors shall serve for three years. Upon the expiration of each such term, the directors shall be elected at the next annual meeting of the members, except as hereinafter provided, and each director shall serve a term of three years.

Section 2. Any or all of the directors may be removed for cause only, by the vote of the members at a special meeting called for that purpose. “Cause” shall mean any action by the director with respect to the Corporation which constitutes fraudulent or dishonest conduct or gross abuse of authority or discretion.

Section 3. Newly created directorships resulting from an increase in the board of directors and all vacancies occurring in the board of directors, including vacancies caused by removal, may be filled by the affirmative vote of a majority of the board of directors. A director appointed to fill a vacancy shall hold office until that term ends.

Section 4. The business affairs of the Corporation shall be managed by its board of directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the certificate of incorporation or by these by-laws directed or required to be exercised or done by the members.

Section 5. The directors shall keep the books of the Corporation at such place or places as they from time to time determine.

Section 6. The board of directors shall serve without compensation, except that the directors may be reimbursed for out-of-pocket expenses reasonably incurred by them in the furtherance of Corporation business as well as services provided outside of the scope of the position.

Section 7. The board of directors may from time to time authorize establish and fix dues and assessments to be paid by the members of the Corporation to support and maintain the business of the Corporation. A majority vote of directors then in office shall be required for the levy of any dues or assessment. Written notice in the form of electronic communication of any levy shall be delivered to the members of the Corporation not fewer than ten nor more than thirty days before the first membership meeting of the year such dues or assessment is due to be paid.

ARTICLE V

Meetings of the Board of Directors

Section 1. Meetings of the board of directors, regular or special, may be held upon such notice, or without notice, and at such time and place as shall from time to time be determined by the board of directors.

Section 2. Special meetings of the board of directors may be called by the President or by any two directors at any time. Notice of any special meeting shall be sent electronically to each director at least two days before the day on which the meeting is to be held.

Section 3. Notice of a meeting need not be given to any director who submits a waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice. Neither the business to be transacted at, nor the

purpose of, any regular meeting or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

Section 4. A majority of the directors shall constitute a quorum for the transaction of business unless a greater or lesser number is required by law or by the certificate of incorporation. The vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the board of directors, unless the vote of a greater number is required by law, by the certificate of incorporation or by another provision of these by-laws. If a quorum shall not be present at any meeting of directors, the directors present may adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present.

Section 5. Unless the certificate of incorporation provides otherwise, any action required or permitted to be taken at a meeting of the directors may be taken without a meeting if a consent in writing to the adoption of a resolution authorizing the action so taken shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

Section 6. Unless otherwise restricted by the certificate of incorporation or these by-laws, members of the board of directors may participate in a meeting of the board of directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

ARTICLE VI

Officers

Section 1. The officers of the Corporation shall be chosen by the board of directors and shall be a president, vice president, treasurer and secretary. Other officers or agents may be appointed by the board of directors in accordance with Section 3 of this Article VI.

Section 2. The board of directors at its first meeting and after each annual meeting of members shall choose a secretary and other officers as the directors deem necessary, none of whom need be a member of the board. Any two or more offices may be held by the same person.

Section 3. The board of directors may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the board of directors.

Section 4. Officers of the Corporation shall serve at the pleasure of the Board of Directors, and without salaries or other remuneration. The Board members, voting by a two-thirds majority, may remove an officer for cause only. "Cause" shall mean any action by the officer with respect to the Corporation which constitutes fraudulent or dishonest conduct or gross abuse of authority or discretion.

Section 5. The officers of the Corporation shall hold office until their successors are chosen and qualify. Any officer elected or appointed by the board of directors may be removed at

any time by the affirmative vote of a majority of the board of directors. Any vacancy occurring in any office of the Corporation may be filled by the board of directors.

Section 6. The President shall be the Chief Executive Officer of the Corporation and the Chairman of the Corporation's Board of Directors, shall preside at all meetings of the members and of the Board of Directors, shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the board of directors are carried into effect. She shall have other powers, obligations and duties as may be prescribed from time to time by the board of directors.

Section 7. The vice president shall perform such duties and exercise such power as the board of directors may from time to time prescribe. She shall, in the absence or disability of the president, exercise the powers and perform the duties of the president.

Section 8. The treasurer shall have custody of the corporate funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the board of directors. She shall disburse the funds of the Corporation as may be ordered by the board of directors, taking proper vouchers for such disbursements and shall render to the president and to the board of directors at its regular meetings or when the board of directors so requires an account of all her transactions as treasurer and of the financial condition of the Corporation.

Section 9. The secretary shall give notice of all regular and special meetings of the board of directors, attend all meetings of the board of directors and record all the proceedings of the meetings in a book to be kept for that purpose. **In the event a Secretary is not designated by the Board of Directors as stated in Article VI, Section 2 the Administrative Director (ex-officio/non-voting) shall assume the duties of the Secretary for a twelve month term.**

Section 10. The Administrative Director shall attend all general meetings of the members and record the proceedings of the meetings as well as all committee meetings. The Administrative Director shall maintain them in an electronic format. The Administrative Director shall give, or cause to be given, notice of all meetings of the members and shall perform such other duties as may be prescribed by the board of directors or the president. In the event there is no secretary, the Administrative Director shall have custody of the corporate seal of the Corporation, if any, and shall have authority to affix the same to any instrument requiring it, and when so affixed, it may be attested by an officer of the Corporation. The board of directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by his/her signature.

ARTICLE VII

Roll of Members

Section 1. The secretary of the Corporation, or such person performing the function of secretary if no secretary shall have been elected by the board of directors, shall keep a roll of members of the Corporation, which shall consist of all those persons and entities who have paid all

dues or assessments authorized by the board of directors to be levied. The secretary shall delete from the roll any member who shall have been removed as member by the board of directors in accordance with the provisions of Article II Section 5 of these by-laws.

Section 2. For the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or for the purpose of any other action, the board of directors may fix, in advance, a date as the record date for any such determination of members. Such date shall not be more than sixty nor less than 10 days before the date of any meeting nor more than thirty days prior to any other action. When a determination of members of record entitled to notice of or to vote at any meeting of members has been made as provided in this section, such determination shall apply to any adjournment thereof, unless the meeting is adjourned to a date more than one hundred twenty days after the date fixed for the original meeting, in which case the board shall fix a new record date for the adjourned meeting.

Section 3. The Corporation shall be entitled to recognize the exclusive right of a person registered on its books as a member entitled to vote, and to hold liable for calls and assessments a person registered on its books as a member, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of the State of Connecticut.

ARTICLE VIII

Committees

Section 1. The board of directors may create, by a majority vote of all directors then in office, one or more committees and appoint members of the board of directors to serve on them. Each committee shall have as a member at least one director, who shall serve at the pleasure of the board of directors. The directors appointed to a committee shall have the authority to appoint (and subsequently remove) one or more members of the Corporation to serve on the committee.

ARTICLE IX

General Provisions

Section 1. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers as the board may from time to time designate.

Section 2. The fiscal year of the Corporation shall be fixed by resolution of the board of directors.

Section 3. No notices regarding official Town of Kent business as informed by The Kent Town Hall shall be communicated through the Corporation. This also includes information that would be deemed as bias to any political party or agenda. Except, in special circumstances, when approved by the Executive Committee.

Section 4. The board of directors has agreed to adopt the IRS Conflict of Interest policy which was approved by the membership and can be read in the attached Appendix A.

ARTICLE X

Amendments

Section 1. These by-laws may be amended or repealed or new by-laws may be adopted at any regular or special meeting of directors at which a quorum is present or represented, by the affirmative vote of two-thirds of the directors then present, provided notice of the proposed alteration, amendment or repeal be contained in the notice of such meeting.

ARTICLE XI

Miscellaneous Provisions

Section 1. Use of the singular shall include the plural and vice versa and use of the feminine shall include the masculine and vice versa.

Section 2. In the event any one or more of the provisions contained in these by-laws shall for any reason be held to be invalid, illegal or unenforceable in any respect, such invalidity, illegality or unenforceability shall not affect any other provision of these by-laws, but these by-laws shall be construed as if such invalid, illegal or unenforceable provision had never been contained herein or therein.

Section 3. In the event the Corporation is dissolved for any reason, the Corporation shall distribute its assets in accordance with the provisions of the Connecticut Revised Nonstock Corporation Act, as amended. If, after payment of all the Corporation's debts and obligations, there remains any assets, such assets shall be transferred or conveyed to a corporation, group or organization in the Kent, Connecticut area which qualifies as a business league under section 501(c)(6) of the Internal Revenue Code, as amended.

Lawrence W. Andrea, President
Sharon Cipolla, President
Laura d. McLaughlin, President
Timothy Good, President
David Schreiber, President

APPENDIX A.

The Board of Directors has adopted the IRS “conflict of interest” policy whereby any service, requested by the Board, and provided by a Member, be it a Director or not, will be put out to bid. A minimum of two quotes will be required. The Board will then make their decision based on the data provided to ultimately best benefit the Kent Chamber of Commerce.

June 15, 2019