

THE LITCHFIELD COMMUNITY CENTER, INC.

BY-LAWS as amended (amendments through February 14, 2022)

ARTICLE ONE. GENERAL

Section 1: Purpose: These bylaws supplement and implement the provisions of the Connecticut Revised Nonstock Corporation Act (the "Act"), as amended from time to time, and the certificate of incorporation of The Litchfield Community Center, Inc.(the "Corporation"). The purpose of this Corporation is to provide a safe and comfortable environment that encourages creative, intellectual and recreational pursuits to reflect the interests and needs of the greater Litchfield community, and such other related activities as are permitted by the Act.

Section 2: Registered Office of the Corporation: The registered office of the Corporation is 421 Bantam Road, Litchfield, CT. The Board of Directors (the "Board") shall have the power to change the location of the registered office, in accordance with applicable law, from time to time, and to establish such additional offices as it shall determine in its discretion.

ARTICLE TWO. BOARD OF DIRECTORS

Section 1: Composition: The property and affairs of the Corporation shall be under the care and management of a Board of Directors of not less than nine Directors nor more than fifteen Directors.

Section 2: Authority: The Board of Directors shall possess all of the powers and have all of the duties possessed by the Board of Directors of a nonstock corporation formed pursuant to the Act. Whenever the Corporation has the power to act by virtue of its capacity as sole Member or shareholder of another corporation or entity, such power shall be exercised by the Board of Directors of the Corporation acting by its duly authorized representative.

Section 3: Election and Tenure: At each annual Board meeting, approximately one-third of the number of directorships, if feasible, shall be elected to serve for a three year term or until their successors are elected. No such elected director who has served two consecutive three year terms shall be eligible for re-election until one year has elapsed from the expiration of his second three year term. No less than 75% of the directors shall be residents of the Town of Litchfield.

Vacancies on the Board of Directors occurring between annual meetings may be filled by election by the remaining Directors. Directors so elected shall hold office until expiration of the term which they are filling, at which time they shall be eligible for re-election.

Section 4: Annual & Regular Meetings: An annual meeting of the Board of Directors shall be held annually in the month of March or April for the purpose of electing officers, and for

the transaction of other business. Other regular meetings shall be held at such date, time and place as may be determined by the Board of Directors.

Section 5: Special Meetings: Special meetings of the Board of Directors shall be held at the call of the President or whenever requested in writing by two or more Directors.

Section 6: Quorum: The presence of Directors constituting a majority of the number of Directors then in office at any regular or special meeting of the Board shall constitute a quorum for the transaction of business. The vote of a majority of the Directors present at a regular or special meeting at which a quorum is present shall be the act of the Board, unless a greater number is required by the Certificate of Incorporation, these bylaws, or by law. If a quorum is not present at any duly called meeting, those present may adjourn the meeting from time to time until a quorum is present, and the actions of the meetings to which adjournment is taken shall be valid as if a quorum had been present in the first instance. If a quorum is present, officers may be elected and other business transacted without further action.

Section 7. Notice of Meetings: Notice of meetings of the Board shall be given by or at the direction of the Secretary to each Director, by telephone, mail, facsimile or e-mail transmission, to the usual place of residence or business of each Director as it appears on the books of the Corporation, at least two days prior to the date on which the meeting is to be held.

Section 8. Unanimous Consent: Any action which can be taken at a meeting of the Directors may also be taken without a meeting by unanimous consent thereto of all of the Directors, evidenced by signed writings submitted to the Secretary.

Section 9. Waiver of Notice: Whenever notice of a meeting is required to be given to a Director under any provision of law, the certificate of incorporation, or these by-laws, a written waiver thereof shall be deemed equivalent to such notice. A Director's attendance at a meeting without protesting the lack of notice prior to or at the commencement of the meeting shall be deemed waiver of notice.

Section 10. Resignation and Removal: Any Director may resign at any time by giving written notice to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein or, if no time is specified, upon receipt. Acceptance of such resignation shall not be necessary to its effectiveness unless so specified therein. The Board, upon two-thirds (2/3) vote of all Directors other than the one being voted upon, may remove any Director for cause shown, after giving said Director appropriate notice and an opportunity to be heard. A Director may be removed by the Board only at a meeting called for the purpose of removing such Director and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the Director. Upon such removal, a vote of the Board shall be taken to designate and appoint a new Director.

ARTICLE THREE. OFFICERS

Section 1. Title. Election and Duties: Unless the Board determines otherwise, it shall elect a president, vice president, secretary and a treasurer and may from time to time elect one or more vice presidents, assistant treasurers, assistant secretaries and such other officers as it deems expedient. Any two or more offices may be held by the same person, except the secretary and treasurer. The duties of the officers shall be such as are imposed by these by-laws and from time to time as prescribed by the Board.

Section 2. President: The president shall preside at all meetings of the Board. The president shall be the chief executive officer of the Corporation and shall have general charge and direction of the business of the Corporation, subject to the control of the Board.

Section 3. Vice Presidents: Each vice-president, if any, shall assist the president in the performance of the president's duties. The vice-president, or if there shall be more than one, the vice-presidents in the order of seniority (or in any other order determined by the Board), shall in the event of the absence or disability of the president, perform the duties and exercise the powers of the president.

Section 4. Treasurer: The treasurer shall keep the fiscal accounts of the Corporation, including an account of all moneys received or disbursed. The treasurer may endorse, for and on behalf of the Corporation, checks, notes and other obligations and shall deposit the same and all moneys and valuables in the name of and to the credit of the Corporation in such banks and depositories as the Board shall designate. The treasurer shall have custody of all investment instruments owned by the Corporation.

Section 5. Assistant Treasurer: The assistant treasurer shall assist the treasurer in the performance of the treasurer's duties and shall carry out the duties of the treasurer whenever the treasurer is unable to do so. There may be more than one assistant treasurer.

Section 6. Secretary: The secretary shall keep the minutes of the meetings of the Board, shall give notice of all such meetings as required in these by-laws and shall have custody of the seal of the Corporation, if any, and all books, records, and papers of the Corporation, except those in the custody of the treasurer or some other person authorized to have custody and possession thereof by the Board.

Section 7. Assistant Secretary: The assistant secretary shall assist the secretary in the performance of the secretary's duties and shall carry out the duties of the secretary whenever the secretary is unable to perform such duties. There may be more than one assistant secretary.

Section 8. Election and Terms: The officers of the Corporation shall be elected or appointed by the Board annually at the regular annual meeting of the Board. An officer shall hold office until the officer's successor shall have been duly appointed or elected; however, an officer's term in office shall cease earlier in the event of the officer's death, resignation or

removal. Vacancies among the officers shall be filled by the Board. The act of appointment of an officer does not in and of itself create contract rights for the officer or the Corporation.

Section 9. Resignation of Officer: An officer may resign at any time by delivering notice to the Corporation. A resignation is effective upon delivery unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the future effective date, the Board may fill the pending vacancy before the effective date, provided that the successor is not permitted to take office until the effective date.

Section 10. Removal of Officer: An officer may be removed by the Board at any time, with or without cause.

ARTICLE FOUR. GIFTS

The Board may accept on behalf of the Corporation any contribution, gift, or bequest or devise for the general purposes or for any specific purposes as may be set forth in the certificate of incorporation or permitted by law, so long as such purpose complies with the requirements of the Internal Revenue Code section 501(c)(3).

ARTICLE FIVE. SALARIES

Section 1. The Board may authorize payment to the regularly constituted employees of the Corporation as reasonable compensation for their services as employees in working for and in furtherance of the best interests of the Corporation, but no regular salaries or fees shall be paid to the directors as such, unless otherwise specifically determined and authorized by resolution of the Board, adopted by vote of not less than three-fourths of the members of the Board present and voting at such meeting.

ARTICLE SIX. RULES AND REGULATIONS

Section 1. Adoption of Rules and Regulations. In addition to these by-laws, the Board may adopt such written rules and regulations as, in its judgment, may prove necessary and desirable for the efficient management of the Corporation. Rules and regulations shall be promulgated by the President or a committee designated by the President and presented to the Board for approval. At least a majority of the Board must vote its approval to permit the adoption of any such rule or regulation.

ARTICLE SEVEN. MISCELLANEOUS PROVISIONS

Section 1. Seal: The seal of the corporation, if any, shall be circular in form, bearing the inscription: "The Litchfield Community Center, Inc." unless otherwise determined by the Board from time to time.

Section 2. Fiscal Year: The fiscal year of the Corporation shall commence on the first day of January each year and end on the last day of December of each year unless changed by the Board.

Section 3. Amendments: The Board shall have the power to make, amend and repeal the by-laws of the Corporation by a majority vote of the total number of directors then in office at any regular or special meeting of the Board, provided that notice of intention to make, amend or repeal the by-laws, in whole or in part, shall have been included in the notice of the meeting. The nature and purpose of any proposed amendments shall be set forth in the notice of the meeting, but the precise language of the proposed amendments need not be included in such notice.

ARTICLE EIGHT. PROTECTION OF OFFICERS AND DIRECTORS

Section 1. Indemnification: The Corporation shall have full power of indemnification as to any person entitled thereto and under the permitted circumstances, all as set forth in the Act as it presently exists and as hereafter amended or supplemented from time to time.

Section 2. Insurance: The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or duly authorized agent of the Corporation or is or was serving at the request of the Corporation as a trustee, director, officer, employee or duly authorized agent of another corporation, partnership, limited liability company, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in 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 the Act as presently enacted or as amended or supplemented from time to time.

Section 3. Rights Cumulative: The provisions of this Article shall not be deemed exclusive or in limitation of, but shall be deemed cumulative of and in addition to, any other limitation of liability or rights of indemnity to which such directors, officers, agents or employees of the Corporation may be otherwise entitled.

ARTICLE NINE. TAX EXEMPT STATUS

Section 1. Exempt Status: This Corporation is intended to be a tax-exempt corporation under the provisions of Section 501(c)(3) of the Internal Revenue Code (the “Code”). To the extent any use or activity permitted by the nonstock corporation law of the State of Connecticut or by these by-laws conflicts with the requirements of Section 501(c)(3) or other pertinent provisions of the Code, the Code shall prevail and such activities shall not be permitted.

Section 2. Dissolution: Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the superior court for the judicial district in which the principal office of the Corporation is then located (the Superior Court for the Judicial District of Litchfield), exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

First Amended By-laws, adopted on March 5, 1999

Jo E. Friday, Secretary

Additional Amendments:

Article One, Section 2, Article Two, Section 1, Section 3, Section 4, Article Six, Section 1, Article Nine, Section 2, adopted February 2, 2000

Title of By-Laws amended to reflect change of corporate name, enacted by Amendment to Certificate of Incorporation, filed November 7, 2000.

By-Laws amended to correct grammatical errors and update reference to Connecticut Revised Nonstock Corporation Act; to revise Article Two, Sections 4 and 10; and to delete duplicative Section 9 of Article Three, adopted February 14, 2022