

BY-LAWS OF ACCESS CONNECTICUT NOW, INC.

ARTICLE I

GENERAL

These by-laws are intended to supplement and implement applicable provisions of law and of the Certificate of Incorporation of this Corporation with respect to the regulation of the affairs of this Corporation.

ARTICLE II

DIRECTORS

SECTION 1. Management. The property, business and affairs of the corporation shall be managed by the board of directors.

SECTION 2. Numbers, Election and Term of Office. There will be no less than three (3) and no more than five (5) directorships on the Board of Directors. No director shall be removed from office, or have his term of office shortened, because of a reduction in the number of directorships. Directors shall hold office for one (1) year and thereafter until their successors are properly elected and qualified. A director may be removed from office by a majority vote of the directors with or without cause at any annual or special meeting of the members.

SECTION 3. Vacancies. Vacant positions on the Board of Directors shall be filled by a majority vote of the directors.

SECTION 4. Annual Meetings. An annual meeting of the board of Directors will be held on a date fixed by the board.

SECTION 5. Regular Meetings. Regular meetings of the Board of Directors shall be held whenever and wherever the Board of Directors may specify by resolution. No notice of regular meetings need be given, but if no resolution is in effect, regular meetings shall be called in the same manner as special meetings of the Board of Directors.

SECTION 6. Special Meetings. Special meetings of the Board of Directors may be called by the President. Any two (2) directors may request in writing that the president call a meeting of the Board of Directors. If the president does not call a meeting within ten (10) days of the request, the director making the request may call the meeting. At least five (5) days notice of a meeting called by two directors shall be given to any director on the Board of Directors. Notice need not be given to any director who attends the meeting or who waives notice in a writing executed and filed with the secretary of the Corporation either before or after the meeting shall file this waiver with the record of the meeting.

SECTION 7. Quorum and Voting Requirements. A majority of the directorships shall be a quorum. The affirmative vote of directors holding a majority of the directorship

shall be required for every action by the Board of Directors unless a greater proportion of director's votes is required by the Certificate of Incorporation or these By-laws.

SECTION 8. Powers. The directors shall manage the property and business of the Corporation. The directors may do anything which is not prohibited by law, the Certificate of Incorporation and these By-laws. The corporation shall have all the powers granted under the Connecticut Nonstock Corporate Act.

SECTION 9. Committees. The Board of Directors may form an Executive Committee or any other committee, and may appoint two (2) or more directors or other persons to serve on these committees. The Board of Directors shall, by resolution, define the powers to be held by each committee, and each committee may exercise those, and only those powers. Each committee shall keep minutes of its proceedings and shall report them to the Board of Directors.

SECTION 10. Transaction of Business Without Meeting. Any corporate action which can be authorized at a meeting of the Board of Directors or of a Committee of Directors may be taken without a meeting if all the directors or all the members of the committee consent in writing to the action before or after the action is taken and the number of such directors or members constitutes a quorum for such action.

SECTION 11. Indemnification or Reimbursement. The Corporation shall be bound by and comply with the provisions of Section 33-454a of the Connecticut Nonstock Corporation Act regarding indemnification of corporate members, directors, officers and agents.

ARTICLE III

OFFICERS

SECTION 1. Title, Election and Duties. The Board of Directors shall elect a President and a Secretary, and may elect a Vice-President, Treasurer or other officers whenever they determine that these or other officers are desirable. Any two (2) or more offices may be held by the same person except the offices of President and Vice-President and the offices of President and Secretary. The duties of each officer shall be the duties prescribed by these By-laws and those prescribed by the Board of Directors.

SECTION 2. President. The President shall preside at all the meetings of the directors and shall be in charge of and direct the business of the Corporation under the control of the Board of Directors.

SECTION 3. Vice-President. The Vice-President shall assist the President in the performance of his duties and shall carry out the duties of the President whenever the President is unable to perform them.

SECTION 4. Treasurer. The Treasurer shall keep the fiscal accounts of the Corporation, including an account of all the monies received or paid out. At least as often as every twelve (12) months, he shall prepare or have prepared a balance sheet showing

the financial condition of the Corporation as of a date not more than four (4) months earlier than the date of completion of the balance sheet. He shall also prepare a profit and loss statement for the twelve months ended on the date of the balance sheet. The balance sheet and profit and loss statement shall be deposited at the principal office of the Corporation and shall be kept there for at least ten (10) years. The Treasurer may endorse checks, notes and other obligations on behalf of the Corporation, for collection only. He shall deposit them and all monies and valuables in the name of and to the credit of the Corporation, in the banks and depositories designated by the Board of Directors. The Treasurer shall have custody of stock, securities or other investment instruments owned by the Corporation, and shall have the power to endorse them for transfer on behalf of the Corporation. An annual meeting will be held on a date fixed by the board. A report on the finances of the Corporation shall be prepared at least annually by the President and the Treasurer and reviewed at the annual meeting and more often if requested by the board.

SECTION 4. Secretary. The secretary shall keep the minutes of the meetings of directors and shall give notice of these meetings when notice is required by these By-laws. He shall keep all books, records and papers of the Corporation except those kept by the Treasurer or another person authorized to keep them by a resolution of the Board of Directors.

SECTION 7. Authority of Officer to Use Bank Account. A single bank account for the Corporation shall be opened and maintained by the President. The President has the authority to authorize expenses of \$250 or less; expenditures over \$250 requires the approval of the President and Treasurer.

SECTION 8. Term of Office. Each of the officers shall serve for a term of one (1) year and thereafter until his successor is elected and qualified. Any officer may be removed by the Board of Directors at any time, with or without cause and with or without notice of a hearing. Vacancies among officers shall be filled by the Board of Directors.

ARTICLE IV

DISTRIBUTION OF ASSETS

SECTION 1. Generally. None of the income or assets of the Corporation shall ever be distributed to its officers or directors. The Corporation may, however, reasonable compensate any of the officers and directors for services performed for the Corporation.

SECTION 2. Dissolution. If the Corporation is dissolved, any assets remaining after payment of all its liabilities and obligations shall be distributed to organizations which qualify as exempt organizations under Section 528 of the Internal Revenue Code (or similarly intended provisions), or to any organization, whether exempt or not, which advocates for the rights of adult adopted persons. The Board of Directors shall determine by majority vote the amounts to be distributed to each organization. If, however, any of the assets remain undistributed for six (6) months after the date the

Corporation is dissolved, all of those undistributed assets shall be distributed by resolution of the Board of Directors.

ARTICLE V

AMMENDMENTS

SECTION 1. By-laws. These By-laws may be amended at any time by a majority vote of the Board of Directors at any meeting or meetings properly called to consider the amendment.

SECTION 2. Record of Changes. Whenever a By-law is amended or repealed or a new By-law is adopted, that action and the date on which it was taken shall be noted on the original By-laws in the appropriate place, or a new set of By-laws shall be prepared incorporating those changes.

SECTION 3. Inconsistencies With Certificate of Incorporation. If any provision of these By-laws shall be found to be inconsistent with any provisions of the Certificate of Incorporation as presently existing or as amended, the Certificate of Incorporation shall be the controlling authority.

ARTICLE VI

STATUTORY REFERENCES

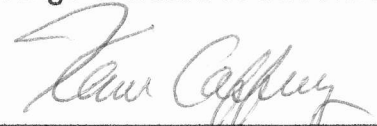
SECTION 1. Any reference in these By-laws to a section of the Internal Revenue Code of 1986 shall refer to the section as it is written at the time of the adoption of these By-laws and as it may be amended, including any other provision of similar purpose which may later become applicable to the Corporation.

ARTICLE VII

GENDER

SECTION 1. The use of a masculine pronoun in these By-laws shall always be read to include the appropriate feminine pronoun.

Certified by the President of Access Connecticut Now, Inc. as the By-laws adopted by action of the incorporators on September 9th, 2013, and amended at duly called meetings of Board of Directors on December 12th, 2015 and December 10, 2016.


_____ President

Karen Caffrey
12-31-16 _____ Date