

2/2/83
4/25/83

BY-LAWS OF BENNET HOUSING CORPORATION

ARTICLE I: NAMES AND OFFICES

Section 1: Name. The name of the Corporation shall be the BENNET HOUSING CORPORATION.

Section 2: Principal Office. The principal office of the Corporation shall be located at 1146 Main Street, Manchester, Connecticut.

ARTICLE II: MEETINGS OF THE CORPORATION

Section 1: Annual Meetings. An annual meeting of the Corporation shall be held in the month of March at such place within the State of Connecticut as the Board of Directors shall designate for the purpose of electing officers and for the transaction of such other business as may properly be brought before the meeting.

Section 2: Special Meetings. Special meetings of the Board of Directors for any purpose may be held at such time and place within the State of Connecticut as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof. A special meeting of the Board of Directors of the corporation may be called by the President or by a majority of the directors, and shall be held at any time upon call by the President or the Secretary when either the President or the Secretary is requested in writing to call such meeting by a majority of the Directors.

Section 3: Notice. Notice of the time and place of all annual and special meetings shall be mailed or handed by the Secretary to each Director entitled to vote at such meeting not less than seven nor more than fifteen days before the date thereof unless the special meeting is declared to be an emergency special meeting by the authority calling said special meeting in which event the written notice of such meeting shall be delivered as stated herein no less than 48 hours prior to such scheduled meeting.

Section 4: Waivers of Notice. Whenever any notice of time, place, purpose or any other matter, including any special notice or form of notice, is required or permitted to be given to any person by law or under the provisions of the Certificate of Incorporation or by-laws of the Corporation, or of a resolution of directors, a written waiver thereof signed by the person or persons entitled to such notice, whether ~~before~~ or after the time stated therein, shall be equivalent to the giving of such notice. The Secretary of the Corporation shall cause any such waiver to be filed with or entered upon the records of the Corporation or, in the case of a waiver of notice of a meeting, the records of the meeting. The attendance of any person at a meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by him of notice of such meeting.

Section 5: Quorum. At any meeting of the Board of Directors, three (3) members of the Board of Directors shall constitute a quorum for the transaction of business and the act of a majority 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, unless the presence of or act of a greater number is specifically required by these by-laws, the certificate of incorporation, or the Connecticut Non-stock Corporation Act. If a quorum shall not be present at any meeting of directors, the directors present thereat may adjourn to a future date not more than 14 days later with a written notice of such meeting to all directors to be delivered in accordance with the notice provisions of paragraph 3. no less then 48 hours prior to such new date for an adjourned meeting.

Section 6: Informal Action. Any action which may be taken at a regular meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as an unanimous vote of the directors and may be stated as such which consent must be filed with the minutes of the corporation.

ARTICLE III: MEMBERSHIP

Section 1: Classifications of Membership. The Corporation shall have two classifications of members. The designation of such membership classifications and qualifications and rights of the members of such classifications shall be as provided herein.

Section 2: Executive Members. Executive members shall consist of the Board of Directors appointed by the Board of Directors of the Town of Manchester, Connecticut as set forth in Article IV hereof. Each member of the Board of Directors of the corporation shall be entitled to one vote. Unless otherwise specified, all references hereinafter made to the Board of Directors are to the Board of Directors of the Corporation.

Section 3: Advisory Members. Advisory members shall be elected by a majority vote of the Board of Directors of the Corporation on the basis of their potential contributions to the Corporation or because of their service in a field or profession similar to the purposes and objectives of the Corporation. Advisory members shall not be entitled to vote and shall have no corporate responsibilities or liabilities.

Section 4: Liason. In addition to such members, the Board of Directors of the Town of Manchester shall appoint a liason to the Corporation. Such liason shall be given notice of all meetings of the Board of Directors, all mailings to the Board, and may participate in Board discussions but has no vote.

ARTICLE IV: BOARD OF DIRECTORS

Section 1: General Powers. The business, property and affairs of the Corporation shall be managed by the president under the direction of the Board of Directors.

Section 2: Election, Numbers and Term. The Board of Directors shall consist of five (5) directors. The Board of Directors of the Corporation shall be appointed by the Board of Directors of the Town of Manchester. The term of a directors, other than the first Board of Directors, shall be five (5) years with each term to begin April 1, and each director shall hold office for the term for which he is appointed and until his successor is duly appointed in his stead by the Board of Directors of the Town of Manchester. The initial terms of the Board of Directors to be appointed by the Board of Directors of the Town of Manchester shall be as follows: one director for a term to end March 31, 1984; one director for a term to end March 31, 1985; one director for a term to end March 31, 1986; one director for a term to end March 31, 1987 and one director for a term to end March 31, 1988. All of the members of the initial Board of Directors are to hold office for the aforesaid term for which he was appointed and until his successor has been duly appointed in his stead by the Board of Directors of the Town of Manchester.

Section 3: Vacancies: Vacancies in the Board of Directors shall be filled by the Board of Directors of the Town of Manchester. Each person so elected to fill a vacancy shall remain a director of the unexpired portion of the term.

Section 4: Resignations. If any member of the Board of Directors is absent from more than three meetings of the Board in any calendar year without good reason, said person shall be deemed to have resigned from the Board. The Board of Directors may for good reasons excuse any person who is absent from a meeting when it believes good reason exists for such absence which excused absence shall not count as an absence for purposes of this paragraph.

Section 5: Removal. The Board of Directors of the Town of Manchester may, for good cause shown, remove any director, officer or agent by a majority vote.

Section 6: Compensation. Members of the Board of Directors shall serve without compensation except that the Board of Directors may reimburse any member for necessary and reasonable expenses incurred in the performance of the business of the Corporation.

Section 7: Liability. Members of the Board of Directors shall incur no personal liability while acting in their capacities as Directors of the Corporation.

ARTICLE V: OFFICERS.

Section 1: Officers. The officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer and such other officers as the Board of Directors may elect or appoint. Such officers shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2: Election and Term of Office. The officers of the Corporation shall be elected annually by a majority vote of the Board of Directors at the regular annual meeting of the Board of Directors. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until a successor shall have been duly elected and shall have qualified.

Section 3: Removal. Any officer elected or appointed by the Board of Directors may be removed by a two-thirds vote of the Board of Directors at a special meeting called for such purpose or at a regular meeting provided that written notices of such proposed action has been given to each director at least seven (7) days in advance of the meeting.

Section 4: Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by an appointment made by the Board of Directors of the Town of Manchester for the unexpired portion of the term.

Section 5: President. The president shall be the chief executive officer of the Corporation. The President shall preside over all meetings of the Board. The President shall have general management of the business of the Corporation and shall see that all orders and resolutions of the board are carried into effect. The President shall be ex officio a member of all standing and special committees with full voting powers and shall have the general powers and duties of supervision and management usually vested in the office of President of a corporation.

Section 6. Vice-President. The Vice-President shall perform such duties as from time to time may be delegated by the president or by the Board of Directors and shall replace the President in the event of the president's long-term absence from office or inability to serve in that capacity.

Section 7: Treasurer. The Treasurer shall, subject to the direction of the Board of Directors and under the supervision of the President, have general charge of the financial concerns of the Corporation, and the care and custody of the funds and valuable papers of the Corporation and shall have power to endorse for deposit or collection all notes, checks, drafts and similar instruments, payable to the Corporation or its order and to accept drafts on behalf of the Corporation.

Section 8: Secretary. The Secretary of the Corporation shall keep accurate records of all meetings of the members and minutes of the Board of Directors, transmit and issue notices of meetings as may be required under these by-laws or as required by the laws of the State of Connecticut and shall keep an accurate list of the members of the Corporation and the Board of Directors and of the place where they reside, and perform such other duties as shall be delegated by the President or by the Board of Directors.

ARTICLE VI: COMMITTEES

Section 1: Nominating Committee. There shall be a Nominating Committee selected by the Board of Directors prior to the annual meeting of the Board of Directors. The Nominating Committee shall consist of three (3) directors. The Nominating Committee shall select a slate of officers for presentation at the annual meeting. Nothing herein shall be construed as preventing the nomination of officers from the floor at the annual meeting.

ARTICLE VII: SEAL

The seal of the Corporation shall, subject to alteration by the Board of Directors, consist of a flat-faced circular die with the words "CONNECTICUT CORPORATION" together with the name of this Corporation and the year of its organization cut or engraved thereon.

ARTICLE VIII: EXECUTION OF PAPERS

Except as the Board of Directors may authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Corporation shall be signed by the President or Treasurer, and may be sealed with the seal of the Corporation.

ARTICLE IX: FISCAL YEAR

Except as from time to time otherwise provided by the Board of Directors, the fiscal year of this Corporation shall begin on the first day of January and shall end on the last day of December. Within ninety (90) days of the close of the fiscal year the corporation shall provide a full report, including income statement and balance sheet for the fiscal year, to the Board of Directors of the Town of Manchester.

ARTICLE X: AMENDMENTS

These by-laws may be amended at any meeting of the Board of Directors, whether special or regular, by a two-thirds vote of the Board of Directors; provided, however, that the text of proposed amendments must be sent to each director at his or her last known address at least seven (7) days prior to the meeting at which the proposed amendments are first considered and provided further that any such amendment is consistent with the Certificate of Incorporation of the Corporation and provided further that such amendment shall be ratified by the Board of Directors of the Town of Manchester.

Dated: April 25, 1983