

Proposed Amendment of By-Laws: ARTICLE IV --- **note that proposed changes are in bold below:**

Board of Directors

4.1 Number, Duties and Rules.

(a) The business of the Corporation shall be managed by a Board of Directors consisting of not less than fifteen (15) members nor more than twenty-six (26) members elected by the members, which number shall not include the Chairperson Vice , **any Chairman Emeritus** or the other *ex officio* and nonvoting members.

(b) General Duties. The Board shall have the control and general management of the activities, property, and affairs of the Corporation and shall determine the manner in which the funds, both principal and income, shall be applied within the limitations of the Certificate of Incorporation of the Corporation and the laws of the State of Connecticut.

(c) Adoption of Rules. Except as herein provided, the Board may adopt such rules and regulations for the conduct of Board meetings and the management of the Corporation as the Board may deem proper and as shall not be inconsistent with the Certificate of Incorporation, these By-Laws, and the laws of the State of Connecticut.

(d) Policy. The Board of Directors is responsible for establishing procedure and formulating policy of the organization. It is also responsible for adopting all policies of the organization.

(e) Notwithstanding the foregoing and in exceptional circumstances, the Regular Elected Directors may appoint from the Members, by a majority vote of said Directors, a person to the position of "Chairman Emeritus". Any such duly appointed Chairman Emeritus shall be an ex officio Board Member but not an officer of the Corporation. The Chairman Emeritus may serve a term as may be specified by the Board of Directors appointing such Chairman Emeritus, or, if no such term is specified, until the individual resigns or is removed as Chairman Emeritus by the Board, with the rights, duties, restrictions, and obligations of a Regularly Elected Director with the exception that the Chairman Emeritus may serve as a non-voting member on the Executive Committee. A Chairman Emeritus appointed under this section may serve additional and consecutive terms for so long as said Chairman Emeritus is a Member in good standing under Article II. A Chairman Emeritus shall not participate or vote regarding appointment or continuation as Chairman Emeritus.