

AMENDED AND RESTATED

BYLAWS

OF

HORACE BUSHNELL MEMORIAL HALL CORPORATION

Amended and Restated February 17, 2012

ARTICLE I

OFFICES, NO MEMBERS

The principal office of the Horace Bushnell Memorial Hall Corporation (hereafter referred to as the "Corporation") shall be at such place in the City of Hartford in the State of Connecticut as the Board of Trustees shall from time to time designate. The Corporation may have such other offices within or without the State of Connecticut as the Board of Trustees may from time to time determine. The Corporation shall have no members.

ARTICLE II

TRUSTEES

1. Powers. The activities, property, business and affairs of the Corporation shall be managed by its Board of Trustees (the "Board"). The Board may exercise all the powers that may be exercised or performed by the Corporation under applicable law, its Certificate of Incorporation and these Bylaws.

2. Number. The Board shall consist of not less than twenty-one (21) nor more than forty (40) Trusteeships. The

actual number of Trusteeships within such minimum and maximum shall be prescribed from time to time by resolution of the Board with due recognition of the requirements of the Certificate of Incorporation and these Bylaws.

3. Term.

A. Trustees shall serve a maximum of three (3) consecutive full three (3) year terms; provided, however, a Trustee having so served for three (3) consecutive full three (3) year terms may again be elected after a period of one (1) or more years has passed. Each Trustee who may be elected for a term of less than three (3) full years shall be eligible to serve for three (3) consecutive full three (3) year terms after completion of the term of less than three (3) years.

B. Trustees while serving as Chair, Vice Chair, Immediate Past Chair, Secretary or Treasurer shall be exempt from the above term limitations. At the expiration of the officer's term (if he/she then shall have served as a Trustee at least three (3) consecutive full three (3) year terms), he/she shall be deemed to have terminated his/her Trusteeship, and a successor Trustee shall be elected to fill his/her term.

4. Staggered Terms; Election at Annual Meeting. At the Annual Meeting of the Board Trustees shall be elected to fill Board vacancies, provided that Trustees shall continue to be divided into three (3) groups, each group consisting of one-third (1/3) of the total number of Trusteeships at the time, or as close thereto as is practical, with terms of one (1) group expiring every year.

Trustees shall be elected to serve for terms of three (3) years, provided that a Trustee may be elected for less than a three (3) year term to fill the place of a Trustee who left the Board before completing his/her three year term. The normal term of office shall commence on July 1 and shall terminate on June 30. A Trustee shall cease to be in office upon his or her death, resignation, removal, or other term limitation as provided herein. Increases or decreases in the number of Trusteeships within the minimum and maximum set forth above shall be distributed among the three (3) groups of Trusteeships so as to provide that each group of Trusteeships shall consist of one-third (1/3) of the total number of Trusteeships, or as close to one-third (1/3) as is practical.

5. Emeritus and Honorary Trustees. The Board may elect individuals to be an Emeritus or an Honorary Trustee. The Board shall establish formal criteria for both Emeritus and Honorary Trustee status. Emeritus and Honorary Trustees shall receive copies of all communications distributed to Trustees, but shall not be entitled to vote at any meeting of the Board, nor shall they be included in the determination of a quorum. Emeritus and Honorary Trustees shall serve for life or until resignation or removal by the Board.

6. Vacancies. Any vacancy in the Board by reason of death, resignation, or other cause, may be filled by the Board at any meeting of the Board. The term of a Trustee elected to fill a vacancy shall expire at the expiration of the term he/she shall have been elected to fill.

7. Removal. Trustees serve at the pleasure of the Board. The Board, by a majority vote of two-thirds (2/3) of the Trustees then in office, may remove any Trustee and appoint a successor Trustee, with or without any showing of cause. A Trustee may be removed only at a meeting called for the purpose of removing the Trustee, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is the removal of the Trustee.

8. Place of Meeting. The Board may hold its meetings at such place or places within or without the State of Connecticut as it may from time to time determine.

9. Annual Meeting. An annual meeting of the Board for the election of Trustees, the election of officers, and the transaction of any other business that may come before such meeting, shall be held in the month of June, or such other time as the Board shall determine.

10. Regular Meetings. At least three (3) regular meetings of the Board shall be held each year, the date and time thereof to be scheduled by the Chair.

11. Special Meeting. A special meeting of the Board may be held at any time or place upon the call of Chair or of one-third (1/3) of the Trustees then in office.

12. Telephonic, etc., Meetings. The Board may permit any or all Trustees to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication, such as conference telephone communication, by which all Trustees participating may simultaneously hear each

other during the meeting. A Trustee participating in a meeting by this means is deemed to be present in person at the meeting.

13. Action Without Meeting. Any action required or permitted by the Connecticut Revised Nonstock Corporation Act, Chapter 602 of the Connecticut General Statutes (the "Nonstock Act") to be taken at a Board meeting may be taken without a meeting if the action is taken by all Trustees. The action shall be evidenced by one (1) or more written consents describing the action taken, signed by each Trustee and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last Trustee signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

14. Notice of Board Meetings. At least seven (7) days written notice of the time, date, place and purposes of each meeting of the Board of Trustees shall be given to each Trustee by U.S. mail, facsimile or e-mail. Facsimile notice shall be effective when electronically received at the facsimile number authorized by the Trustee for purposes of giving such notice. E-mail notice shall be effective when electronically received at the Trustee's e-mail address authorized by the Trustee for purposes of giving such notice. Notice to a Trustee by U.S. mail shall be deemed to be effective at the earliest of the following: (i) when received, (ii) five (5) days after its deposit in the United States mail, first class postage prepaid,

addressed to the Trustee at the address provided by the Trustee to the Corporation for such purpose or (iii) on the date shown on the return receipt if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. Notice of any meeting of the Board of Trustees shall state the date, time and place of the meeting. In computing the time period of any notice required or permitted to be given to the Trustees under any provision of the Nonstock Act, the Certificate of Incorporation or the Bylaws, or under a resolution of the Board of Trustees, the day on which the notice is effective shall be excluded, and the day on which the matter noticed is to occur shall be included, in the absence of a contrary provision.

15. Waiver of Notice. A Trustee may waive any notice required by the Nonstock Act, the Certificate of Incorporation or the Bylaws before or after the date and time stated in the notice. Except as provided in the following sentence, the waiver shall be in writing, signed by the Trustee entitled to the notice, and filed with the minutes or corporate records. A Trustee's attendance at or participation in a meeting waives any required notice to the Trustee of the meeting unless the Trustee at the beginning of the meeting, or promptly upon the arrival of the Trustee, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

16. Quorum. Unless otherwise provided in the Certificate of Incorporation, at any meeting provided for in these Bylaws

one-third (1/3) of the number of Trusteeships, prescribed at the time including vacancies, at the time shall constitute a quorum for the transaction of business. The act of a majority of the Trustees present at a meeting at which a quorum is present at the time of the act shall be the act of the Board, unless the act of a greater number is required by these Bylaws or the Certificate of Incorporation or by applicable law. Each Trustee shall vote individually in person, and shall not be permitted to give a proxy or delegate his or her vote as a Trustee to any other person.

17. Reimbursement of Expenses of Trustees. Trustees shall receive no fees for their service in such capacity, but may receive reimbursement for expenses actually and reasonably incurred in connection with their duties.

18. Designation. Unless otherwise specifically indicated, references to the "Board" and "Trustees" in these Bylaws shall refer to the Board of Trustees, and those serving thereon, not including Emeritus and Honorary Trustees.

### ARTICLE III

#### OFFICERS

1. General. The officers shall consist of a Chair, an Immediate Past Chair, one (1) or more Vice Chairs, a President, who shall be the Chief Executive Officer, one (1) or more Vice Presidents, a Treasurer, a Secretary and such other officers as the Board may from time to time designate or appoint. Each of these officers, specifically named in the preceding sentence

(with the exception of the Immediate Past Chair), shall be elected by the Board, at the annual meeting from among Board members excepting the President and the Vice Presidents, who need not be Board members, and who shall be considered officers of the Corporation, at the annual meeting. The duties of officers of the Corporation shall be such as are prescribed by these bylaws and as may be assigned by the Board. The officers elected by the Board from among existing Board members shall be considered "Board Designated Officers," and not officers of the Corporation.

2. Chair. The Chair shall perform such duties as are assigned to him or her herein, and as may from time to time be assigned to him or her by the Board. The Chair shall preside at all meetings of the Trustees and Executive Committee, provided that in the absence of the Chair, the Board or Executive Committee shall designate a Vice Chair to preside at the meeting.

3. Immediate Past Chair. The Immediate Past Chair shall be the person whose term of office as Chair most recently expired at the end of his or her term upon the election of his or her regular successor (i.e., other than by his or her removal, resignation, death or disability). The Immediate Past Chair shall have no specific duties, unless requested by the Chair or the Board.

4. Vice Chair. Each Vice Chair shall perform such duties as shall be assigned to him or her by the Board. In the absence of the Chair, a Vice Chair selected by the Trustees or Executive



Committee shall preside at meetings as described above in paragraph 2.

5. President and Chief Executive Officer. The President and Chief Executive Officer shall be responsible for the day to day operations of the Corporation. The President and Chief Executive Officer shall report to the Chair and to the Board, and shall perform such other services as may be assigned to him or her by the Board.

6. Vice President. Each Vice President shall assist the President in the performance of his or her duties and shall perform such duties as may from time to time be assigned to him or her by the Board or by the President.

7. Secretary. The Secretary shall keep (or cause to be kept) a book of minutes of all meetings of the Board and shall issue (or cause to be issued) all notices required by law or by these bylaws, and he or she shall discharge all other duties required of a corporate secretary by law or assigned to him or her from time to time by the Board.

8. Treasurer. The Treasurer shall have general oversight of the financial condition of the Corporation, and, in general, shall perform such other duties as may from time to time be assigned to him or her by the Board.

9. Other Officers. There shall be such other officers as may be elected by the Board from time to time who shall perform such duties as may be from time to time assigned to him or her by the Board.

10. Term of Office. Each of the officers specifically named in paragraph 1 above (except the Immediate Past Chair, the President and Chief Executive Officer, and the Vice Presidents) shall serve for the term of three (3) years and until his or her successor is duly appointed and qualified, provided, however, that any officer may be removed by vote of the Board, with or without cause, at any time, but without prejudice to his or her contract rights, if any. The President and Chief Executive Officer and Vice Presidents shall serve for such term as determined by the Board. The appointment or election of an officer for a given term, or a general provision in these by laws or the Certificate of Incorporation with respect to the term of office, shall not of itself create contract rights. The maximum number of terms a Chair shall serve shall be two (2) consecutive full three (3) year terms (including years served as President prior to 2006 Amendment of the Bylaws); provided, however, that a Chair having so served may again be elected after a period of one (1) or more years has passed. The normal term of officers shall commence on July 1 and shall end on June 30. Vacancies among the officers by reason of death, resignation or other causes shall be filled for the unexpired term by the Board at any meeting of the Board.

#### ARTICLE IV

#### COMMITTEES

1. The Chair, confirmed by resolution adopted by the affirmative vote of Trustees holding a majority of the

Trusteeships, at a meeting at which a quorum is present, shall designate members of the following Standing Committees, to be constituted as hereinafter provided, the members thereof to hold office until the Annual Meeting after their appointment:

- Executive
- Audit
- Budget and Finance
- Investment
- Building
- Development
- Human Resources
- Governance/Nominating
- Program
- Education

Vacancies on Committees may be filled by the Chair (with confirmation of the Board as above provided). The Chair shall appoint a Chair of each Committee (who must be a Trustee), and may appoint a Vice Chair, of each Committee. At least three (3) members of each Committee shall be Trustees or Overseers, provided, however, that the Executive Committee and any other committee which is to have and exercise the authority of the Board shall be composed only of persons who are at the time Trustees. A Committee composed only of Trustees and confirmed by the Board as set forth above is sometimes referred to herein as a "Committee of the Board." The duties of the Chair and Vice Chair of each Committee shall be to direct the Committee's activities, call its meetings and report its actions and recommendations to the Board. The Chair of the Corporation may also call a meeting of any Committee. Each Committee may delegate and apportion its duties to subcommittees of its

members, provided that no subcommittee shall exercise any of the power or authority of the Board or its parent Committee.

Subcommittees shall merely report to, make recommendations to, and advise their parent Committees. Further requirements as to the composition of each Committee shall be as provided below in this ARTICLE IV. Each Committee shall operate under the direction of the Board.

The Chair may appoint such other Committees (with the confirmation of the Board as above provided) for such purposes as in the Chair's judgment are deemed appropriate.

Committees of the Board (or other Committees) may not (i) fill vacancies on the Board or any of its Committees, (ii) amend the Certificate of Incorporation, (iii) adopt, amend or repeal Bylaws, (iv) approve a plan of merger, (v) approve a sale, lease, exchange or other disposition of all, or substantially all, of the property of the Corporation, other than a mortgage, pledge or other encumbrance described in subdivision (2) of subsection (a) of section 33-1165 of the Nonstock Act, or (vi) approve a proposal to dissolve.

2. Executive Committee. The Executive Committee shall consist of the Chair, one (1) or more Vice Chairs, and such other Trustees as shall be appointed by the Chair (subject to Trustee approval), provided that the number of persons serving on the Executive Committee shall not exceed thirteen (13). All Executive Committee members shall be subject to the confirmation of the Board, as provided above. The Executive Committee shall have and may exercise the power and authority of the Board (as

limited above) between meetings of the Board, shall have general supervision of the affairs of the Corporation between meetings of the Board, and shall consider and advise the Board upon all questions of policy. No subcommittee of the Executive Committee shall exercise the power of the Executive Committee.

The Executive Committee shall also consider any proposed recommendations of any other Committee or of any Trustee calling for the expenditure of money which may be reported to it and shall report thereon to the Board at its next meeting. It shall make a report to the Board at each meeting as to all matters, except as to routine matters, reported to it since the last meeting of the Board.

A quorum of the Executive Committee shall be five (5) members. The affirmative vote of at least four (4) members of the Executive Committee shall be required for it to take action.

3. Audit Committee. The Audit Committee shall consist of at least three (3) persons, all of whom shall be Trustees. It shall be the duty of the Audit Committee to cause to be performed at least annually an audit of the Corporation's financial records conducted by an outside auditor, and to require that each such audit be conducted with due care and be sufficiently thorough. The results of such audit shall be reported at least annually to the Board and the Executive Committee. The Audit Committee shall recommend annually to the Board the auditor to perform said audits, with the final selection of such auditor to be made by the Board. The Audit

Committee shall perform such other duties as may be assigned to it by the Board.

4. Budget and Finance Committee. The Budget and Finance Committee shall review and advise the Executive Committee at least annually concerning the income and expenditures of the Corporation. Annually in June the Budget Committee shall submit to the Executive Committee for its consideration a budget of income and expenses for the coming fiscal year.

5. Investment Committee. The Investment Committee shall consist of at least three (3) persons, all of whom shall be Trustees. The Investment Committee shall carefully oversee the investment and pension funds of the Corporation, shall establish investment objectives, and shall have the power to authorize sales and investments of said funds.

6. Building Committee. The Building Committee shall have general charge and supervision over the use, protection, care and maintenance of all of the real and personal property of the Corporation.

7. Development Committee. The Development Committee shall assess, advise and plan for the Corporation concerning forms of fundraising and priorities with respect thereto.

8. Human Resources Committee. The Human Resources Committee shall review and report to the Corporation on all aspects of the human resources function.

9. Governance/Nominating Committee.

(A) The Governance/Nominating Committee shall consist of the Chair, and a maximum of five (5) other persons all of

whom shall be Trustees. Its responsibility shall be to nominate persons for the positions of Trustees, Emeritus and Honorary Trustees, Officers and Overseers. It shall also periodically review the governance of the Corporation. All Governance/Nominating Committee members shall be subject to the confirmation of the Board as above provided.

(B) From time to time the Chair of the Governance/Nominating Committee shall invite the Mayor of the City of Hartford, Connecticut (or if there be no Mayor, that person serving in the closest equivalent position) to recommend persons, resident in the City of Hartford, as potential Trustees of the Corporation. It shall be entirely in the discretion of the Committee and the Board as to whether to act favorably upon any such mayoral recommendations, and at no time shall there be more than two (2) Trustees serving primarily or entirely as the result of such mayoral recommendations.

10. Program Committee. The Program Committee shall assess, advise and plan for all programming for the use of the Bushnell facilities of the Hall.

11. Education Committee. The Education Committee shall assess and advise concerning all education programs of the Corporation.

12. Consultation. Any committee may consult outside parties deemed to possess useful expertise.

13. Quorum. Except as specifically herein otherwise provided, one-third (1/3) of the members of any Committee shall constitute a quorum for the transaction of business by that

Committee, provided that at least two (2) members of a Committee must be present at any meeting for a quorum to be constituted.

14. Vote Required for Action. The act of a majority of the members of any Committee present at a meeting at which a quorum is present at the time of the act shall be the act of such Committee, unless the act of a greater number is required by these bylaws, by resolution of the Board or by applicable law.

15. Reporting. All Committees shall be responsible for presenting and informing the Executive Committee, in writing, of any action taken in Committee. Minutes shall be kept of all Committee meetings. The doings of the Committees shall be reported by the Executive Committee to the full Board.

16. Telephonic, etc., Meetings; Action Without Meeting, Notice, Waiver of Notice. The provisions of ARTICLE II, Sections 12, 13, 14 and 15 shall apply to Committees, except that only two (2) days written notice need be given to each Committee member for Committee meetings.

17. Removal of Committee Members. The Chair of any Committee or any member thereof, may be removed by the same action required for appointment to and confirmation of such a position.

## ARTICLE V

### BOARD OF OVERSEERS

The Corporation shall have a Board of Overseers, the number and terms of membership and responsibilities of which shall be



established from time to time by the Board. The Chair of the Board of Overseers shall be a Trustee. The Board of Overseers shall be advisory in nature.

## ARTICLE VI

### SEAL

The seal of the Corporation shall be an imprint of a circular die, bearing on the outer circle the name of the Corporation and in the center the words "Corporate Seal." The seal, which shall be kept at the principal office of the Corporation, shall be affixed to all instruments executed in the name of the Corporation when so required.

ARTICLE VII

AMENDMENTS

These Bylaws may be amended or repealed at any duly called and held meeting of the Board, by the affirmative vote of Trustees holding a majority of the Trusteeships at the time, provided: (i) notice of such proposed action shall have been given in the call for such meeting; (ii) no amendment shall be effective which shall cause the Corporation to lose its status as an exempt organization under Section 501(a) of the Internal Revenue Code, as an organization described in Section 501(c)(3) of said Code, and (iii) any amendment which shall change a quorum or voting requirement shall require such greater vote as shall be required by the Revised Connecticut Nonstock Corporation Act. These Bylaws shall be reviewed and amended as necessary at least every ten (10) years.