

**CONNECTICUT MULTIPLE LISTING SERVICE, INC.
BY-LAWS**

ARTICLE I - Name

This corporation shall be named the CONNECTICUT MULTIPLE LISTING SERVICE, INC., (and may sometimes be referred to as CTMLS, "the Corporation", "the MLS", or "the Service sponsored by the Connecticut Association of REALTORS® INC. ("CAR").

ARTICLE II – Purpose of the Multiple Listing Service

The Multiple Listing Service shall be a means by which authorized Participants make blanket unilateral offers of compensation to other Participants acting as buyer agents (or in other agency or non-agency capacities to whom such offers are permitted by law); by which cooperation among participants is enhanced; by which information is accumulated and disseminated to enable authorized Participants to prepare appraisals, analyses, and other valuations of real property for bona fide clients and customers; by which Participants engaging in real estate appraisal contribute to common databases; and is a facility for the orderly correlation and dissemination of listing information among the Participants so that the participants may better serve their clients and the public. Entitlement to compensation is determined by the cooperating broker's performance as a procuring cause of the sale (or lease).

The Corporation shall conform its governing documents, rules, regulations, and policies, practices, and procedures at all times to the Constitution, Bylaws, Rules, Regulations, and Policies of the NATIONAL ASSOCIATION OF REALTORS®.

ARTICLE III - Service Area

The area within which the Service shall function shall at all times be coextensive with or within the territorial jurisdiction of the Connecticut Association of REALTORS® as assigned by the National Association of Realtors®

ARTICLE IV - Participation

For purposes of these Bylaws, the following definitions shall be used:

1a. "Participants" - Participation in the Service is available to any REALTOR® principal who is an active member of the Connecticut Association of REALTORS® or any other Association of REALTORS® without further qualification except payment of required dues and fees and agreement to abide by these by-laws and the rules and regulations of the Service and completion of an orientation program of no more than three (3) classroom hours devoted to the MLS rules and regulations. However, under no circumstances is any individual or firm, regardless of membership status, entitled to Multiple Listing Service "Membership" or "Participation" unless they hold a current, valid real estate broker's license and are capable of accepting and offering compensation to and from other Participants or are licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property.

Use of information developed by or published by the Service is strictly limited to the activities authorized under a Participant's licensure(s) or certification and unauthorized uses are prohibited. Further, none of the foregoing is intended to convey "Participation" or "Membership" or any right of access to information developed by or published by the Service where access to such information is prohibited by law. A REALTOR® principal of any firm, partnership, or corporation, or the branch office manager who serves as designated broker or licensed or certified appraiser and who is designated by said firm, partnership, or corporation shall be termed the "Participant" in the Service and shall have all rights, benefits, and privileges of the Service, and shall accept all obligations to the Service for the Participant's firm, partnership, or corporation, and for compliance with the by-laws and rules and regulations of the Service by all persons affiliated with Participant who utilize the Service.

1b. "Subscribers" -Subscribers include non-principal brokers, sales associates, and licensed and certified appraisers affiliated with a Participant. Subscribers also include affiliated unlicensed administrative and clerical staff, personal assistants, and individuals seeking licensure or certification as real estate appraisers who are under the direct supervision of a Participant or the Participant's licensed designee. A Subscriber's right to utilize information is limited to those activities authorized to the Participant's office with which said Subscriber is affiliated. Said information shall not be used or made available to any non-MLS individuals or firms, nor be used by the Subscriber for any real estate activity outside of the Participant's office. These are deemed to be unauthorized uses.

1c. "Users" - Users of the Service include the Sponsoring Member, employees of the Participant who are not licensed as a real estate broker, salesperson, or appraiser but have access to the data (e.g. a secretary, office manager, unlicensed personal assistant).

ARTICLE V - Service Charges

Section 1. The amount of admission fees, dues and other charges shall be fixed from time to time by the directors of the Service.

ARTICLE VI - Rules and Regulations, and Enforcement

Section 1. The Board of Directors shall formulate rules and regulations for the general management and for the operation of the Service. All MLS Participants of the Service shall comply with such rules and regulations as if they were made a part herein. Such rules and regulations may be amended, modified or repealed by two-thirds (2/3) vote of the directors present and voting at a meeting at which a quorum is present, provided however, that any such rule or regulation is consistent with the MLS policies of the National Association of Realtors®. Written notice of the substance of any proposed change in the rules and regulations shall first have been sent to each director at least five (5) days before meeting.

Section 2. The Board of Directors, or a committee thereof charged with the duty to do so, shall give consideration to all written complaints having to do with a violation of the bylaws or rules and regulations of the Service in accordance with a system of penalties and written procedures

adopted by the Board of Directors. Such procedures shall provide for notice of a violation to the participant or subscriber charged, the right to representation and an opportunity to be heard.

(a) Upon written notification from a local board that a REALTOR® Participant has been terminated, suspended, or expelled from that board, MLS shall terminate service to that Participant, until MLS is advised that said Participant is a member in good standing of a local board.

(b) Upon written notification from a local board that a Subscriber is no longer affiliated as a licensee with an MLS Participant, MLS shall terminate service to that individual Subscriber until MLS is advised that said Subscriber is once again affiliated with an MLS Participant.

ARTICLE VII - Board of Directors

Section 1. The control and administration of the affairs of the Service shall be vested in the Board of Directors. No compensation shall be paid to directors for their services. Nothing herein shall be construed to preclude any director from providing services to the Service in any other capacity and receiving compensation, provided however, that director makes disclosure as required by Connecticut law and conforms to any conflict-of-interest policies adopted by the Board of Directors.

Section 2. Number, Qualification, Election and Tenure.

(a) The Board of Directors of the Corporation shall be composed of seventeen (17) Directors elected in the following manner:

Group 1: One group of five (5) Directors by vote of the Participants of those ten (10) firms which have the greatest number of members when ranked in order of number of members directly affiliated;

Group 2: One group of five (5) Directors by vote of the Participants of those firms which have the least number of members when ranked in order of number of members directly affiliated but in the aggregate have at least one-half of the membership of the Connecticut Association of REALTORS®, Inc. not already accounted for in Group 1 above;

Group 3: The remaining group of five (5) Directors by vote of those Participants who do not qualify under Group 1 or Group 2 above; and

Group 4: One Director, who shall be a Subscriber and may not be a Participant or manager.

Group 5: One Director, who shall be a chief executive officer of a local board or association, by majority vote of the chief executive officers of those local boards or associations of REALTORS® that are members of the Connecticut Association of REALTORS®, Inc., which Director may attend and speak at all meetings of Participants and the Board of Directors but who shall have no vote on any matter coming before the Board of Directors.

(b) The aggregate membership of the Connecticut Association of REALTORS®, Inc. represented by all of the Directors, with the exception of any ex-officio or non-voting Directors, must total at least thirty-five (35%) of the membership of the Connecticut Association of REALTORS®, Inc. At least one Director from the Directors of Groups 2 and 3

must be a member of a local board or association of REALTORS® located in each of the four (4) administrative regions of the Connecticut Association of REALTORS®, Inc.

(c) No more than one (1) Director may be employed or affiliated with the same firm.

(d) For purposes of the provision concerning the election of directors:

1. "number of members directly affiliated" and "membership" is to be determined with reference to the records of the Connecticut Association of REALTORS® Inc. as of December 31 of the preceding year.

2. In determining the number of Participants who may vote for each group of Directors, the number shall be rounded up. In the event that there is a tie in determining which Participants may vote for a particular group of Directors, Participants shall be ranked by name in ascending alphabetical order.

(e) The Directors, other than the Group 4 and Group 5 directors noted above, must be Participants of this Corporation and members in good standing of a local, state and National Association of REALTORS® in accordance with the member policies of the National Association of REALTORS®.

(f) The Initial Board of Directors shall serve staggered terms. For Group 1, Group 2, and Group 3, the initial Board of Directors shall contain two directors from each Group elected for one-year terms, two directors from each Group elected for two-year terms, and one director from each Group elected to three-year term. Thereafter, each Group 1, Group 2, and Group 3 Director shall hold office for three years, or until his or her successor shall have been duly elected and shall have qualified, or until his or her death, or until he or she shall resign or shall have been removed in the manner hereinafter provided. No Director shall serve more than two (2) consecutive terms. Group 4 and Group 5 Directors shall be elected to one-year terms.

(g) The election of Directors shall take place at the time of the annual meeting. The Secretary shall transmit the report of the Nominating Committee, by regular mail or electronically, to each Participant at least forty-five (45) days preceding the election. Additional candidates for each place to be filled on the Board of Directors may be placed in nomination by petition signed by at least fifty (50) of the Participants at least fifteen (15) days prior to the election. The Secretary shall send notice of such additional nominations to all Participants by regular mail or electronically at least ten (10) days prior to the election. Election shall be by vote of written or electronic ballot bearing the name of each candidate and the Group of Directors to which the candidate seeks election. Written ballots may be voted by mail and electronic ballots may be returned either by mail or electronically to such place and by such date as may be set forth on such ballot.

Section 3. Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly and may be held without notice at such time and at such place as shall be determined from time to time by the Board of Directors.

Section 4. Special Meetings. Special Meetings of the Board of Directors may be called by the President or any five (5) Directors. The persons or person authorized to call special meetings of the Board of Directors may fix a reasonable time and place for holding them.

Section 5. Telephone and Electronic Meetings. Directors may participate in meetings of the Board of Directors by means of a conference telephone or similar communications equipment by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person at such a meeting.

Section 6. Action Without Meeting. Any action of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken signed by all of the Directors is filed in the minutes of the Board of Directors. Such consent shall have the same effect as a unanimous vote.

Section 7. Notice and Waiver. Notice of any special meeting shall be given at least ten (10) days but no more than thirty (30) days prior thereto by written notice delivered personally, by mail or by e-mail to each Director. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail with postage prepaid. If notice is given by e-mail, such notice shall be deemed to be delivered when the e-mail is delivered to the Director's e-mail server. Any Director may waive notice of any meeting, either before, at, or after such meeting by signing a waiver of notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting or the manner in which it has been called or convened, except when a Director states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 8. Quorum and Voting. A majority of Directors in office shall constitute a quorum for the transaction of business unless otherwise specified in the Articles of Incorporation or the Bylaws. Ex-officio and non-voting members of the Board of Directors shall not be counted in determining a quorum. Unless otherwise provided in the Articles of Incorporation or these Bylaws, the vote of a majority of Directors present at a meeting at which a quorum is present shall constitute the action of the Board of Directors. If less than a quorum is present, then a majority of those Directors present may adjourn the meeting from time to time without notice until a quorum is present.

Section 9. Vacancies. Any vacancy occurring in the Board of Directors may be filled by appointment of the President, with the approval of the Board of Directors, provided the Participant appointed meets the qualifications of the Group of Directors to which the Participant has been appointed, and such appointee shall serve until the election of a replacement Director.

Section 10. Removal.- Any Director may be removed from office, for cause, by a vote of either:
(a) two-thirds (2/3) of all the eligible voting Directors of the Service or
(b) the Sponsoring Member.

The term "eligible voting Directors" shall mean all of the Directors of the Service, and not only the Directors present at any meeting.

For the purpose of this Section 10 of Article VII, “cause” shall be defined as

- (a) a breach of such Director’s fiduciary duty to the Service;
- (b) conviction or entering a plea of nolo contendere to a felony;
- (c) conviction or entering a plea of nolo contendere to a misdemeanor relating to larceny, theft, fraud, or a similar a involving the deprivation of property;
- (d) violation of the Minimum Attendance Requirement set forth in these Bylaws; and
- (e) actions or votes which are *ultra vires*, result in the Corporation being *ultra vires*, are prohibited by Connecticut law or which may adversely affect the Sponsoring Member’s federal tax exemption.

As a condition precedent to the removal of a Director under this Section 10 of Article VII, the Board of Directors must first approve a motion to consider such Director for removal at a meeting (at which a quorum is in attendance) by a majority vote of those members voting, which motion shall set forth the specific acts of such Director that are considered to constitute “cause” and shall further place such Director’s removal on the agenda at a future Board meeting of the Service to occur not less than forty-five (45) days and not more than seventy-five (75) days after the date of the meeting at which the motion to consider such Director for removal was approved. The Service shall provide written notice of such contemplated action, including the specific allegation of cause and the date of the meeting at which removal shall be voted upon to the Director by registered mail, return receipt requested, at the address appearing in the records of the Service at least thirty (30) days prior to the date of the scheduled meeting. The Director shall be given an opportunity to be heard, either personally and/or through an attorney or other representative at the meeting. If a Director is removed, the vacancy shall be filled in accordance with provisions in these Bylaws for vacancies.

Section 11. Minimum Attendance Requirement. Absence by an elected Director from three (3) consecutive meetings during any calendar year without prior written notice for such absence shall be deemed sufficient cause for removal by the Board of Directors.

ARTICLE VIII – Officers

Section 1. Officers. The Officers of this Corporation shall be a President, Vice President, Secretary and Treasurer, each of whom shall be elected by and from the Board of Directors. No person shall hold than more than one office. A failure to elect any Officer shall not affect the existence of the Corporation. All Officers must be Directors of the Corporation.

Section 2. Election and Term of Office. The Officers of the Corporation shall be elected annually by majority vote of the Directors present at the annual meeting of the Board of Directors from the candidates nominated by the Nominating Committee and from candidates nominated at the meeting. The results of the election of Officers shall be announced to the Participants. The Officers shall be installed at the first regular meeting of the Board of Directors the following January. Each Officer shall hold office from the end of the meeting at which the Officer is installed for one (1) year, or until his successor shall have been duly elected and shall have qualified, or until his death, or until he shall resign or shall have been removed in the manner hereinafter provided. No officer shall serve more than three consecutive terms.

Section 3. Removal. Any Officer may be removed from office at any time, with cause, on the affirmative vote of a majority of the Board of Directors whenever, in its judgment, the best interests of the Corporation will be served thereby. Removal shall be without prejudice to any contract rights of the person so removed but election of an Officer shall not of itself create contract rights.

Section 4. Vacancies. Vacancies in offices, however occasioned, shall be filled by election by the Board of Directors at a special meeting or at the next regular meeting of the Board of Directors for the unexpired terms of such Officers.

Section 5. Duties. The President shall preside at all meetings of the Board of Directors and of the Participants. Subject to the foregoing, the Officers of the Corporation shall have such powers and duties as usually pertain to their respective offices and such additional powers and duties specifically conferred by law, by the Articles of Incorporation, by these Bylaws, or as may be assigned to them from time to time by the Board of Directors.

Section 6. Delegation of Duties. In the absence or disability of any Officer of the Corporation or for any other reason deemed sufficient by the Board of Directors, the Board may delegate his powers or duties to any other Officer or to any other Director.

Section 7. Chief Executive Officer. The Board of Directors shall appoint a Chief Executive Officer as the chief administrative officer of the Corporation to have general supervision over the activities and operations of the Corporation. The Chief Executive Officer shall have the authority to hire, supervise, evaluate and terminate other staff, if any, and shall perform such other duties as prescribed by the Board of Directors. The Chief Executive Officer need not be a Participant or Director of the Corporation. The salary, compensation and terms of employment of the Chief Executive Officer shall be approved by the Board of Directors.

ARTICLE IX - Meetings

Section 1. General Participant meetings of the Service shall be called by the President whenever the President shall deem such meetings necessary or desirable or whenever requested by a majority of the Board of Directors or by written petition of 20% of the Participants. At the Annual Meeting, an MLS report will be given to the general membership.

An annual meeting of the Participants shall be held at the time and at a place within the State of Connecticut designated by the Board of Directors of the Corporation. The annual meeting of Participants for any year shall be held no later than thirteen (13) months after the last annual meeting of Participants.

Unless otherwise required in the Articles of Incorporation, one-tenth (1/10) of the Participants appearing in person or by proxy shall constitute a quorum at a meeting of Participants. If a quorum is present, unless otherwise provided by law or in the Articles of Incorporation, the affirmative vote of a majority of the Participants at the meeting entitled to vote on the subject matter shall be the act of the Participants unless these Bylaws permit electronic voting in which

case the affirmative vote of at least one-fifth (1/5) of the Participants shall be the act of the Participants. After a quorum has been established at a Participants' meeting, the subsequent withdrawal of Participants, so as to reduce the number of Participants entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof. If a quorum is not present when a meeting starts, then a majority of the Participants at the meeting may adjourn the meeting from time to time without further notice until a quorum is present.

Section 2. Notice of all general meetings shall be provided to all Participants at least three (3) days prior to date of the meeting.

Section 3. Meetings of the Board of Directors shall be called by the President whenever the President shall deem such meetings necessary or desirable or whenever the President is requested to do so by a majority of the Board of Directors, the President of the Sponsoring Member or by written petition of twenty (20) percent of the Participants. Notice of meetings of the Board of Directors shall be provided to each member of the Board of Directors at least three (3) days prior to the date of the meeting.

Section 4. All meetings of the Service shall be conducted under the procedure governed by the current edition of ROBERT'S RULES OF ORDER.

ARTICLE X - Executive and Other Committees

Section 1. Standing Committees. The Nominating Committee shall be the only standing committee.

Section 2. Nominating Committee. The Nominating Committee shall consist of at least three (3) and no more than (5) Directors. The President of this Corporation shall appoint the chairman of the Nomination committee at least ninety (90) days before the election of Officers and Directors. The Nominating Committee shall seek and nominate candidates for Director. The Nominating Committee shall select one candidate for each place to be filled on the Board of Directors. The Nominating Committee shall also serve to examine questions concerning the credentials of any candidate for Director in order to determine whether the candidate meets the criteria for election to a particular Group of Directors. The Nominating Committee shall ensure that all candidates are assigned to the appropriate Group of Directors for which that candidate is eligible.

Section 3. Creation of Committees. The Board of Directors may, by resolution passed by a majority of the whole Board of Directors, designate one or more committees composed of Directors and/or Participants.

Section 4. Committees. Committees shall have such functions and may exercise such power of the Board of Directors as can be lawfully delegated and to the extent provided in the resolution or resolutions creating such committee or committees.

Section 5. Committee Chair. The President shall appoint all committee chairs. The President may, with or without cause, revoke any such appointments at will and make new appointments.

Section 6. Ex Officio Member. The President and the Chief Executive Officer shall be ex-officio members of all committees.

Section 7. Meetings. Regular meetings of the committees may be held without notice at such time and at such place as shall from time to time be determined by the committees, and special meetings of the committees may be called by the Chair or any two (2) members thereof upon three (3) days' notice to the other members of such committee, or on such shorter notice as may be agreed to in writing by each of the other members of such committee, given either personally or in the manner provided in these Bylaws pertaining to notice for meetings.

Section 8. Vacancies. A vacancy or vacancies on a committee shall be filled by the chair of the committee.

Section 9. Quorum. At all meetings of the committees, one third (1/3) of the committee's members shall constitute a quorum for the transaction of business.

Section 10. Manner of Acting. The acts of a majority of the members of a committee present at a meeting at which there is a quorum shall be the act of such committee.

Article XI - BOOKS, RECORDS AND REPORTS

Section 1. Minutes, Books and Records. The Corporation shall keep correct and complete minutes of the proceedings of its Participants, Board of Directors, committees of Directors, and other committees, and shall keep correct and complete books and records of account, and the Chief Executive Officer shall keep membership records containing the name, firm name, local association of Realtors® affiliation and address of each Participant.

Section 2. Report to Participants. The Corporation shall send an annual report to the Participants of the Corporation not later than four months after the close of each fiscal year of the Corporation. Such report shall include a balance sheet as of the close of the fiscal year of the Corporation and a revenue and disbursement statement for the year ending on such closing date. Such financial statements shall be prepared from the books of the Corporation, in conformity with generally accepted accounting principles applied on a consistent basis.

Section 3. Inspection of Corporate Records. The Sponsoring Member and any person who is a Participant of the Corporation shall have the right, for any proper purpose and at any reasonable time, on written demand stating the purpose thereof, to examine and make copies from the relevant books and records of accounts, minutes, and records of Participants of the Corporation. Upon the written request of any Participant, the Corporation shall mail to such Participant a copy of the most recent balance sheet and revenue and disbursement statement. If such request is received by the Corporation before such financial statements are available for its last fiscal year, the Corporation shall mail such financial statements as soon as they become available. In any event, the financial statements must be mailed within sixty (60) days after the close of the last

fiscal year. Additionally, balance sheets and revenue and disbursement statements shall be filed in the registered office of the Corporation in Connecticut, shall be kept for at least seven years, and shall be subject to inspection during business hours by the Sponsoring Member and any Participant, in person or by agent.

Section 4. Annual audit. The Officers and Directors shall cause the books of account, records, and operations of the Corporation to be audited at least annually by a certified public accountant admitted to practice in the state of Connecticut and shall report to the Members when the audit has been completed in accordance with this Section.

ARTICLE XII – Offices

The principal office of the Service shall be located in the State of Connecticut, or at such other place or places that the Board of Directors may from time to time designate.

Article XIII-SERVICE CENTERS

Section 1. Establishment of Service Centers. The Corporation shall establish Service Centers with the following boards or associations of Realtors®: Greater Hartford Association of Realtors® Inc.; Greater New Haven Association of Realtors® Inc.; Middlesex Shoreline Association of Realtors® Inc.; Greater Waterbury Board of Realtors® Inc.; Litchfield County Board of Realtors® Inc.; Eastern Connecticut Association of Realtors® Inc.; Northern Fairfield Association of Realtors® Inc.; Mid-Fairfield Association of Realtors® Inc.; Greater Fairfield Association of Realtors® Inc.; Ridgefield Association of Realtors® Inc.; Greater Bridgeport Board of Realtors® Inc.; Greater New Milford Board of Realtors® Inc. and Stamford Board of Realtors® Inc. provided however, that such board or association has agreed to become a Service Center of the Corporation.

The Corporation may also establish Service Centers with other REALTOR® Associations in Connecticut as may be in the best interests of serving the Participants.

Section 2. Service Center Agreement. Each entity wishing to become a Service Center shall execute a written agreement with the Corporation in form attached hereto as Exhibit A or in such other form as the Corporation and prospective Service Center shall agree.

Section 3. Not Liable for Debts. This Corporation shall not be liable for any of the debts or obligations of any Service Centers. The Service Centers are separate and independent entities.

Article XIV - Basic Agreement For Multiple Listing Service

Every Participant who places or causes to be placed a listing for the sale, lease or exchange of real property on any multiple listing service established and operated by the Corporation agrees, as a condition of membership, to offer a cooperating broker fee, calculated as either a dollar amount or a percentage (greater than zero), to cooperating Participants who are acting as lawful buyer agents and are the procuring cause, as defined by Connecticut law, of the successful

transaction. A "successful transaction" is a real estate purchase that closes title or a lease that is executed.

The Board of Directors may adopt rules or regulations to provide for additional terms and conditions to this Basic Agreement.

ARTICLE XV - Fiscal Year

The fiscal year of the Service shall begin on the first day of January in each year and end on the last day of December of such year.

ARTICLE XVI - Amendments

Section 1. These by-laws may be amended at any meeting of the Directors by an affirmative vote of two-thirds (2/3) of all of the total number of directors of the Service eligible to vote, provided that written notice of the substance of any proposed amendment shall first have been sent to each director at least five (5) days in advance of the meeting.

No amendment to Articles II, VII Sections 2 and 10, XIV, XVI or XVIII of these Bylaws shall be made without the approval of the Sponsoring Member.

ARTICLE XVII- Indemnification

Section 1. The Service shall, except to the extent prohibited by law, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Service) by reason of the fact that such person is or was a director or an officer, director, employee or agent of the Service, or is or was serving at the request of the Service as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interest of the Service, and, with respect to any criminal action or proceeding, such person had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner in which such person reasonably believed to be in or not opposed to the best interest of the Service, and with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

ARTICLE XVIII - Dissolution

In the event the Service shall at any time terminate its activities, the Board of Directors of the Service shall consider and adopt a plan of liquidation and dissolution with the approval of two-thirds (2/3) of all of the total number of directors of the Service eligible to vote. Such plan shall

not be implemented until approved by affirmative vote of at least two-thirds (2/3) of the Participants present at a meeting of Participants at which a quorum, as defined in Article IX, is present and approved by the Sponsoring Member. Said plan shall provide for the collection of assets, the payment of liabilities, and the distribution of any remaining assets in accordance with Connecticut law.

6/21/06