



BY-LAWS
OF
THAMES RIVER HERITAGE PARK FOUNDATION, INC.
A CONNECTICUT NON-STOCK CORPORATION

As of February 24, 2020

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ARTICLE I
NAME AND OFFICES

1. Name. The name of this corporation shall be the THAMES RIVER HERITAGE PARK FOUNDATION, INC. (hereinafter, the "Foundation").

2. Offices. The principal office of the Foundation shall be located in the Town of Groton, City of Groton or City of New London, Connecticut as determined by the Board of Directors. The Board of Directors is granted full power and authority to change said principal office from one location to another. The Foundation may also have offices at such other places as the Board of Directors may from time to time appoint or as the purposes of the Foundation may require.

ARTICLE II
MISSION AND PURPOSE

1. Mission. Thames River Heritage Park Foundation is a nonprofit organization whose mission and purpose is to promote, support, and sustain Thames River Heritage Park, a collection of heritage sites linked by water which capture the history and culture of life along the Thames River. (added 2/24/20) The Park will include sites of national and historical significance along the Thames River in and around the City and Town of Groton and New London. The Foundation carries out its mission in collaboration with the State of Connecticut, the United States Coast Guard, the United States Navy, local municipalities and regional authorities, and the numerous heritage sites within its area. A primary role of the Foundation is the

oversight and operation of a water shuttle system designed to transport visitors to and from sites of significance on both sides of the Thames River.

2. Vision. Thames River Heritage Park will make the heritage and culture of the Thames River region vivid and relevant to all. The Park will connect people, communities, institutions, sites and stories to the historic waterfront and natural landscape of the Thames River Estuary. (added 2/24/20)

3. Purpose. The Foundation shall be operated exclusively for charitable or educational purposes, entitling the Foundation to exemption from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). No activities, moneys or other properties of the Foundation shall ever inure to the benefit of any private individual. However, the Foundation is authorized to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its tax-exempt purposes. No part of the activities of the Foundation shall be legislative (as described in Section 501(h) of the Code), and the Foundation shall never participate in any political campaign on behalf of or against any candidate for public office. The Foundation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is exempt from taxation under Section 501(c)(3) of the Code or by an organization donation to which are deductible under Sections 170(c)(2), 2055(a) or 2522(a) of the Code.

ARTICLE III

BOARD OF DIRECTORS

1. Composition. The affairs and property of the Foundation shall be managed by a Board of Directors of not more than twenty (20). The Board of Directors shall have two classes of Directors: Ex-Officio Directors and At-Large Directors. The designations and qualifications of the Directors of such classes shall be as provided herein. Each Director shall have one vote.

(a) Ex-Officio Directors: Ex-Officio Directors shall consist of:

- i. Mayor of the City of Groton
- ii. Mayor of the Town of Groton
- iii. Mayor of the City of New London
- iv. Executive Director of the Southeastern CT Council of Governments
- v. Representative from the CT Department of Energy and Environmental Protection
- vi. Representative from the Submarine Force Library and Museum
- vii. Representative from the U.S. Naval Submarine Base New London
- viii. Representative from the U.S. Coast Guard Museum Association
- ix. Representative from the CT Department of Transportation (amended 2/24/20)
- x. Representative from the CT Office of Military Affairs (amended 2/24/20)

Each Ex-Officio Director may designate in writing an individual to attend meetings to vote and act on his or her behalf. If an individual designated as an Ex-Officio Director is precluded from serving as such by reason of legal, regulatory or other job limitations, such individual (or their designee) may attend Board of Director meetings as an advisor

and observer and may serve on any formal or informal committees the Foundation may establish from time to time.

(b) Directors-at-Large: Directors-at-Large shall consist of Board of Director members nominated and elected, as provided by these By-Laws. Directors-at-Large shall be individuals who are interested in actively supporting the mission and activities of the Foundation and are expected to make annual financial contributions and participate on Foundation committees (amended 2/24/20). The Board may elect Directors-at-Large from the general public and also shall give strong consideration to electing such members from officers or board members of organizations whose activities help to preserve and promote the history of the greater New London-Groton area.

(i) Term. The term of each Director-at-Large on the initial Board of Directors shall be for one, two or three years and thereafter Directors-at-Large shall serve three year terms or until his or her successor is elected and qualified. After two full terms or six (6) years a Director-at-Large must leave the Board of Directors for at least one year; provided, however, the years served by a Director while such Director is an officer of the Foundation shall not be included in calculating his or her term as a Director.

(ii) Election. The initial Directors-at-Large shall be designated by the Thames River Heritage Park Transition Team. Succeeding Directors-at-Large shall be elected by a majority of the Board of Directors at the annual meeting of the Board of Directors. Each Director-at-Large elected shall hold office until his or her successor is qualified and elected.

2. Powers. The Board of Directors shall have the powers provided in the Connecticut Non-Stock Corporation Act, the Certificate of Incorporation of the Foundation and these By-Laws.

3. Vacancies. Vacancies and newly created Directorships resulting from any increase in the authorized number of Directors may be filled by a majority vote of the Board of Directors, and the Directors so chosen shall hold office until the next annual election and until their successors are duly elected and shall qualify, unless sooner displaced.

4. Removal. The Board of Directors may remove any director without cause if the removal is approved by a majority of the Directors then in office.

5. Annual Meetings. The Board of Directors shall hold an Annual Meeting in February of each year or such other time as set by the Board upon at least thirty (30) but not more than sixty (60) days notice. Such annual meeting shall be open to the public.

6. Special Meetings. Special meetings of the Board of Directors may be called by the President, on his or her own initiative, at any time or by written request of least three (3) Board of Directors members; provided at least two (2) days written or oral notice of the time and place be given the members of the Board of Directors.

7. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and at such place in the State of Connecticut as shall from time to time be determined by the Board of Directors with or without notice.

8. Notice. Notice of the time and place of any meeting as required to be given hereunder to the Board of Directors shall be given the Board of Directors either by oral notice, separate mailed notice or electronic transmission to the email address of each Director which the Foundation last sent emails that were not rejected, which shall state the purpose thereof. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Director at his/her address as it appears on the records of the Foundation, with postage thereon prepaid.

9. Quorum. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by the Certificate of Incorporation. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

10. Meetings: Conference by Telephone. A Director or a member of a committee of the Board of Directors may participate in a meeting of the Board of Directors or of such committee by means of conference telephone or similar electronic communications equipment enabling all Directors participating in the meeting to hear one another. Participation in such a manner shall constitute presence in person at such meeting.

11. Parliamentary Rules: All meetings will be conducted under the Roberts Rules of Order, where not inconsistent with these By-Laws.

12. Action by Unanimous Written Consent. Any action taken or to be taken by the Foundation shall be valid as a corporate action as though it had been authorized at a meeting of the Board of Directors or of any committee thereof, as the case may be, if all of the Directors, or all members of a committee of the Board of Directors, as the case may be, severally or collectively consent in writing to any such action, including a consent in writing transmitted by email or other electronic transmission that is authenticated to the satisfaction of the Secretary. The Secretary shall file such consents with the minutes of the meetings of the Board of Directors.

13. Compensation: All members of the Board of Directors shall serve without compensation for services provided to the Foundation in such capacity. However, the Board of

Directors may reimburse any member for necessary and reasonable expenses incurred in the performance of the business of the Foundation. Upon approval of the Board of Directors, directors may be compensated for services provided to the Foundation in a capacity other than as director.

ARTICLE IV

WAIVER OF NOTICES

Whenever any notice is required to be given under the provisions of the statutes or of the Certificate of Incorporation or by these By-Laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. 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 or her of notice of such meeting.

ARTICLE V

OFFICERS

1. Positions. The Officers of the Foundation shall include:
 - (a) President
 - (b) Vice-President
 - (c) Secretary
 - (d) Treasurer

2. Election. The Officers of the Foundation shall be initially appointed by the Board of Directors at its organization meeting and thereafter elected annually by a majority vote of the Board of Directors at the Annual Meeting of the Board of Directors. New offices may be created and filled at any meeting of the Board of Directors. Two or more offices may be held by the same person, except that the offices of President and Secretary may not be held by the same person.

3. Term, Resignation, Removal and Vacancies. The term of office of each Officer shall be for one (1) year from the time of his or her election until said Officer's successor shall have been duly elected by the Board of Directors, or until his or her death, or until he or she shall have resigned or shall have been removed, as provided in these By-Laws. Any Officer elected or appointed by the Board of Directors may be removed with or without cause, at any time by the affirmative vote of a majority of the Board of Directors. Any vacancy occurring in any office of the Foundation shall be filled by vote of the Board of Directors, (even though such remaining Directors are less than a quorum, though the number of Directors at a meeting is less than a quorum or though such majority is less than a quorum).

4. The President. The President shall preside at all meetings of the members and the Board of Directors, shall be a member of all committees, shall have general and active management of the business of the Foundation, and shall see that all orders and resolutions of the Board of Directors are carried into effect. Except as expressly provided by law, by the Certificate of Incorporation, or by these By-laws, she/he shall, in the name of the Foundation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

5. The Vice President. The Vice President, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties and have such other powers as the Board of Directors or the President may from time to time prescribe.

6. The Secretary. The Secretary shall attend all meetings of the Board of Directors and record all the proceedings of the meetings of the Foundation and of the Board of Directors in a book to be kept for that purpose, and shall perform like duties for the standing committees when

required. The Secretary shall give, or cause to be given, notice of all meetings and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he or she shall be. The Secretary shall circulate the minutes of the annual meeting to the Board of Directors within sixty (60) days following the annual meeting. The Secretary shall have custody of the corporate seal of the Foundation and the Secretary, or an Assistant Secretary shall have the authority to affix the same to any instrument requiring it and when so fixed, it may be attested by the Secretary's signature or by the signature of such Assistant Secretary. The Board of Directors may give general authority to any other Officer to affix the seal of the Foundation and to attest the affixing by the Officer's signature. The Secretary shall have responsibility for the books, records and papers of the Foundation relating to its organization as a Foundation and shall see that the reports, statements and other documents required by law are properly filed with the appropriate agencies and kept.

7. The Treasurer. The Treasurer shall supervise the collecting, disbursing and accounting for all funds of the Foundation under the direction of the Board of Directors, and shall cooperate with the Board of Directors in matters relating to the fiscal affairs of the organization. The Treasurer shall employ such assistants and employees as he or she shall determine may be necessary for the efficient and effective operation of the organization in accordance with the guidelines established by the Board of Directors. The Treasurer shall regularly account to the Board of Directors regarding the collection and expenditure of funds. The Treasurer shall be authorized to expend funds up to \$500 without further authority.

8. Executive Director. The Board of Directors, as and when appropriate, may select and hire an Executive Director of the Foundation. The Executive Director generally shall manage the day-to-day affairs of the Foundation and be responsible for implementing the goals, strategies

and policies set forth by the Board of Directors. The Executive Director shall attend, by invitation, meetings of the Board of Directors and committees of the Board of Directors. The Executive Director shall receive a salary to be determined by the Board of Directors.

9. Compensation. All Officers shall serve without compensation. Upon approval of the Board of Directors, Officers may be compensated for services provided to the Foundation in a capacity other than as Officer.

ARTICLE VI

COMMITTEES

1. Executive Committee. There shall be an Executive Committee consisting of the President, Vice President, Secretary and Treasurer of the Foundation, and such additional Directors as the Board of Directors may determine at the annual meeting. The Executive Committee shall possess and may exercise in the intervals between meetings of the Board of Directors all such powers of said Board of Directors as can be delegated. The Executive Committee shall also be empowered to approve, by a majority vote of those members of the Executive Committee present at a special meeting called for such purpose, the termination of the Executive Director by the President.

The Executive Committee shall keep a record of the proceedings and shall report to the Board of Directors at the next regular or special meeting of the Board of Directors. The records of the Executive Committee's proceedings shall be open to the inspection of any Director during business hours.

The Executive Committee shall meet as often as necessary to fulfill its duties and responsibilities as determined by the President, or an Executive Committee meeting shall be called

by the President and Secretary upon the written request of two (2) members of the Executive Committee. Any Director may attend a meeting of the Executive Committee.

At any meeting of the Executive Committee, not less than three (3) of the members of the Executive Committee shall constitute a quorum for the transaction of business. The act of the majority of the committee members present at a meeting at which there is a quorum shall be the act of the Executive Committee.

Each member of the Executive Committee entitled to vote or execute consents, waivers or releases may do so either in person or through any other member of the Executive Committee authorized by a written proxy executed by the member who is not present. Proxies may be either general or specific at the option of the person who executes the proxy.

2. Finance and Audit Committee. There shall be a Finance and Audit Committee of not less than three (3) nor more than five (5) Directors, a majority of whom shall not be a member of the Executive Committee. The Finance and Audit Committee shall be appointed by the Board of Directors at the annual meeting and vacancies on the Finance and Audit Committee shall be filled by the Board of Directors at the first regular or special meeting of the Board of Directors after the vacancy occurs. The Finance and Audit Committee shall oversee the finances of the Foundation and, annually shall have an audit or examination of the books, records, accounts and affairs of the Foundation made by certified public accountants selected by the Finance and Audit Committee in accordance with the laws of the State of Connecticut. The Finance and Audit Committee shall have authority to determine what further audits or examinations of the Foundation or its affairs shall be made, the extent thereof and by whom the same shall be made and to arrange therefor.

3. Governance and Nominating Committee. There shall be a Governance and Nominating Committee selected by the Board of Directors at the annual meeting of the Board of Directors. The Governance and Nominating Committee shall consist of three (3) Directors. The Governance and Nominating Committee shall nominate a slate of Officers and Directors for presentation at the annual meeting and shall assist in the orientation of new Directors. It also from time to time shall review and may recommend changes to the charter documents of the Foundation, its governance structure, and the strategic planning process of the Foundation.

4. Water Taxi Committee. This Committee will plan and oversee operations of the water taxi that will transport people among selected sites within the Thames River Heritage Park and supervise any contractor the Foundation selects to operate the water taxi. This Committee also will be responsible for recommending contractors to maintain and store the vessels operated as water taxis.

5. Marketing and Communications Committee. This Committee will oversee development and implementation of the marketing plan, including identifying potential markets, their needs, how to meet those needs with products/services/ programs, and how to promote/sell the programs. This Committee also will recommend public relations policies, and how to enhance the image of the Park, including communications with the press.

6. Program Committee. This Committee guides development of programs and service delivery mechanisms; may include evaluation of programs and services; link between the board and the staff on program activities.

7. Development Committee. This committee leads fundraising efforts for the Foundation including grant exploration, corporate requests, annual Board appeal and fundraising campaigns and events. (added 2/24/20)

8. Authority. Each committee shall have such purposes, powers and authorities as may be provided herein, in the resolution creating such committee, or in resolutions of the Board of Directors adopted from time to time at the suggestion of such Committee.

9. Committee Vacancies. Vacancies on Committees shall be filled by the Board of Directors.

10. Non-Director Committee Members. Other than the Executive Committee, Finance and Audit Committee and Governance and Nominating Committee, each of which shall consist solely of Directors, the Board of Directors or a Committee, with the approval of the Board of Directors, may appoint interested members of the public, who have special interests, skills or experience in an area of a committee's responsibility, to serve on such committee.

11. Other Committees. In addition to any committee authorized and constituted under Article VI of these By-Laws, the Board of Directors may, by resolution passed by a majority of the whole Board of Directors, designate one or more committees, of the Board of Directors or the Foundation, each committee to consist of the Directors of the Foundation and/or interested members of the public with special interest, skills or experience in the affairs and tasks of such committee. Any such committee, to the extent provided in the resolution, may have and exercise the powers of the Board of Directors in the management of the business and affairs of the Foundation or may be only an advisory committee. The President of the Foundation shall be a member of all committees. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors.

12. Committee Minutes. Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors when required.

13. Limitations on Powers. Notwithstanding any provision of this Article or these By-Laws to the contrary, no Committee shall have any power to: (a) fill vacancies on the Board of Directors or any of its Committees; (b) amend the Certificate of Incorporation; (c) adopt, amend or repeal the By-Laws; (d) approve a plan of merger, approve a sale, lease, exchange or other disposition of all, or substantially all, of the Foundation's property, other than in the usual and regular course of business; or (e) approve a proposal to dissolve the Foundation.

ARTICLE VII

AMENDMENTS

1. Amendments. These By-Laws may be amended or repealed or new By-Laws may be adopted at any regular or special meeting of the Board of Directors by resolution adopted by the affirmative vote of Directors holding a majority of the Directorships or by the unanimous written consent of the Directors without a meeting, provided that in the event of action at a meeting the proposed action shall be stated in the notice of such meeting along with the full text of the proposed amendments.

2. Proposals to Amend. Proposals to amend these By-Laws shall be prepared by a committee, appointed by the President for the purpose of drafting necessary or desired changes, or may be submitted to the President by petition bearing the signature of at least five (5) members of the Board of Directors.

ARTICLE VIII

FISCAL AFFAIRS

1. Fiscal Year. The fiscal year of the Foundation shall begin on January 1 and shall end on December 31 of each year.

2. Authority to Execute Checks. The Board of Directors may provide by office or by individual name the persons who shall have authority to execute checks on the checking accounts of the Foundation and may provide that two signatures be required for the execution of checks above an amount selected by the Board of Directors; however, the Foundation may not borrow funds except upon the signature of the President and Treasurer and upon direction of majority vote of the Board of Directors.

3. Deposits. All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies, or other depositories as the Board of Directors may select.

4. Gifts. The Board of Directors may accept on behalf of the Foundation any contribution, gift, bequest, or devise for any purpose of the Foundation.

ARTICLE IX

INDEMNIFICATION AND EXCULPATION

1. Indemnification. The Foundation shall indemnify and may insure each person who may serve or has served at any time as a Director, Officer, agent and/or employee of the Foundation in the manner and to the fullest extent permitted by law pursuant to Sections 33-116 to 33-1125 of the Connecticut General Statutes against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed

action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for such person with respect to a liability that (A) involved a knowing and culpable violation of law (B) enabled such Director or Officer (or such person's "associate", as such term is defined in section 33-840) to receive an improper personal gain, (C) showed a lack of good faith and a conscious disregard for the duty of the Director or Officer to the Foundation under circumstances in which he or she was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the Foundation, or (D) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the Director or Officer's duty to the Foundation.

2. Advance for Expenses. Expenses incurred by a Director or Officer in defending a civil or criminal action, suit, or proceeding shall be paid for or reimbursed by the Foundation to the fullest extent permitted by law in advance of the final disposition of such action, suit or proceeding upon receipt of both (i) a written affirmation by such Director or Officer of his or her good faith belief that he or she has met the relevant standard of conduct under Section 33-1117 of the Connecticut General Statutes or that the proceeding involves conduct for which liability has been limited by Article V of the Foundation's Certificate of Incorporation and (ii) an undertaking by or on behalf of such Director or Officer to repay such amount if it shall be ultimately determined that such Director or Officer is not entitled to be indemnified by the Foundation. Such expenses (including attorneys' fees) incurred by other employees and agents of the Foundation may be so paid upon the terms and conditions, if any, as the Board deems appropriate.

3. The indemnification and advancement of expenses provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The rights under this section shall be in addition to and not exclusive of all other rights

to which any person may be entitled. No amendment or repeal of the provisions of this section which adversely affects the right of an indemnified person under this section shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal. This section constitutes a contract between the Foundation and the indemnified officers, directors, and employees.

ARTICLE X

CONFLICTS OF INTEREST

1. "Conflict of Interest". Conflicts of interests are those circumstances in which the personal or business interests of a director, officer or employee, or of one of their family members, may actually or potentially conflict with the interests of the Foundation. The term "conflict of interest" includes, without limitation, (i) the reasonable possibility that the matter involves an arrangement to provide compensation or any financial or tangible benefit or payment, directly or indirectly, to a director or any other "disqualified person" (as defined in section 4958(f)(1) of the Internal Revenue Code, including, without limitation, a person or entity related or controlled by the director as defined in Section 33-1127 of the Connecticut General Statutes), (ii) engaging or seeking to engage in, any transaction with the Foundation that involves the purchase, sale or leasing of property, the granting or lending of money, or the provision of services, (iii) using information relating to the Foundation's operations for personal or business advantage, (iv) holding any ownership or management interest in any organization that provides property, goods or services to the Foundation, or otherwise does or seeks to do business with the Foundation, (v) disclosing confidential information of the Foundation without authorization of the Board of Directors, (vi) accepting a gift, entertainment or other favor of more than nominal value from any pension or organization that has received or seeks to receive a benefit from the Foundation, does

or seeks to transact business with the Foundation, or otherwise transacts or seeks to transact business with the Foundation, except entertainment received in the ordinary course of performing services for the Foundation, (vii) exploiting any opportunity within the scope of the Foundation's activities without first offering it to the Foundation and (viii) having any interest in any organization with a mission in conflict with the Foundation's mission. In the event that there is a question of whether a conflict exists, the issue shall be determined by a majority vote of the Directors, other than the affected Director, present and voting.

2. Compliance. The Board of Directors shall comply with the provisions of Sections 33-1127 through 33-1130 of the Connecticut General Statutes, as amended, regarding "conflicting interest" transactions. The Board of Directors may adopt appropriate policies and procedures to implement this Section, and such policies and procedures may only be amended by the same vote required to amend these By-laws.

3. Disclosure. Any Director for whom there may exist a conflict of interest shall disclose such possible conflict of interest to the Board of Directors.

4. Recusal of Interested Director. No Director shall discuss or vote on any matter that would involve a conflict of interest. Any Director for whom there may exist a conflict of interest shall refrain from discussion or vote on any such matter and shall not be present in the room at the time of such vote.

Adopted by the Board of Directors as of February 24, 2020.

Pamela Aey Adams, Secretary