



Amended And Restated

**BYLAWS
OF THE
CONNECTICUT RESOURCES RECOVERY AUTHORITY**

Revised: October 25, 2007

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ARTICLE I - AUTHORITY FOR BYLAWS

101 Authority

These Bylaws are adopted pursuant to the Act and the General Statutes Section 22a-265(6) and supplement and implement certain provisions of the Act.

ARTICLE II - DEFINITIONS

201 Definitions

Unless the context shall otherwise require, the following words and terms shall have the following meanings (if there is a conflict between these Bylaws and the Act, the Act shall govern):

- (a) "Act" means Chapter 446e of the General Statutes of Connecticut, Section 22a-257 *et seq.*, as amended from time to time, commonly known as the "Connecticut Solid Waste Management Services Act" or the Authority's enabling act.
- (b) "Ad Hoc Member" or "Ad Hoc Members" means an individual or individuals appointed pursuant to Section 22a-261(g) of the Act. Pursuant to the Act, the term "Ad Hoc Member" does not include Director.
- (c) "Authority" means the Connecticut Resources Recovery Authority, a body politic and corporate, constituting a public instrumentality and political subdivision of the State of Connecticut, created and established by the Act.
- (d) "Board" means the Board of Directors of the Authority.
- (e) "Chairperson" means the Chairperson of the Authority as referred to in Section 22a-261(c) of the Act and Article III of these Bylaws.
- (f) "Director" or "Directors" means an individual or individuals appointed to the Board pursuant to Section 22a-261 of the Act and Article III of these Bylaws. Pursuant to the Act, the term "Director" does not include Ad Hoc Member.
- (g) "Executive Session" means a meeting of the Board or a committee of the Board at which the public is excluded for one or more of the purposes described in Section 1-200(6) of the Freedom of Information Act.
- (h) "Freedom of Information Act" means Section 1-200 *et seq.* of the General Statutes, as amended from time to time, commonly known as the "Freedom of Information Act".
- (i) "General Statutes" means the General Statutes of Connecticut, Revision of 1958, as amended.

- (j) “Municipal Official” means the first selectman, mayor, city or town manager or chief financial officer of a municipality that has entered into a solid waste disposal services contract with the Authority and pledged the municipality's full faith and credit for the payment of obligations under such contract.
- (k) “President” means the President of the Authority appointed by the Chairperson with the approval of the Directors pursuant to Section 22a-261(d) of the Act who shall be the Chief Executive Officer of the Authority.
- (l) “Project” means one of the four (4) waste management systems operated by the Authority and more commonly known as:
 - (1) The Bridgeport Project;
 - (2) The Mid-Connecticut Project;
 - (3) The Southeast Project; or
 - (4) The Wallingford Project.
- (m) “Vice Chairperson” means the Vice Chairperson of the Authority elected pursuant to Article III of these Bylaws.

ARTICLE III - BOARD OF DIRECTORS

301 Authority, Membership, Terms, Vacancies

- (a) The powers of the Authority shall be vested in and exercised by the Board which may exercise all such authority and powers of the Authority and do all such lawful acts and things as are permitted by the Act or these Bylaws. The Board shall consist of eleven (11) Directors defined by the Act as follows:
 - (1) Three (3) appointed by the Governor, one (1) of whom shall be a Municipal Official of a municipality having a population of fifty thousand (50,000) or less and one (1) of whom shall have extensive, high-level experience in the energy field;
 - (2) Two (2) appointed by the president pro tempore of the Senate, one (1) of whom shall be a Municipal Official of a municipality having a population of more than fifty thousand (50,000) and one (1) of whom shall have extensive high-level experience in public or corporate finance or business or industry;
 - (3) Two (2) appointed by the speaker of the House of Representatives, one (1) of whom shall be a Municipal Official of a municipality having a population of more than fifty thousand (50,000) and one (1) of whom shall have extensive high-level experience in public or corporate finance or business or industry;

- (4) Two (2) appointed by the minority leader of the Senate, one (1) of whom shall be a Municipal Official of a municipality having a population of fifty thousand (50,000) or less and one (1) of whom shall have extensive high-level experience in public or corporate finance or business or industry; and
 - (5) Two (2) appointed by the minority leader of the House of Representatives, one (1) of whom shall be a Municipal Official of a municipality having a population of fifty thousand (50,000) or less and one (1) of whom shall have extensive, high-level experience in the environmental field.
- (b) No Director may be a member of the General Assembly. Not more than two (2) Directors appointed by the Governor shall be members of the same political party. The appointed Directors shall serve for terms of four (4) years each, provided, of the Directors first appointed for terms beginning on June 1, 2002: (A) two (2) of the Directors appointed by the Governor, one (1) of the Directors appointed by the president pro tempore of the Senate, one (1) of the Directors appointed by the speaker of the House of Representatives, one (1) of the Directors appointed by the minority leader of the Senate, and one (1) of the Directors appointed by the minority leader of the House of Representatives shall serve an initial term of two (2) years and one month; and (B) the other appointed Directors shall serve an initial term of four (4) years and one month. The appointment of each Director for a term beginning on or after June 1, 2004, shall be made with the advice and consent of both houses of the General Assembly. Notwithstanding the foregoing, a Director's term shall end upon the Director's death or resignation. Any vacancy occurring other than by expiration of term shall be filled in the same manner as the original appointment for the balance of the unexpired term.

302 Appointment of Chairperson

Pursuant to Section 22a-261(c) of the Act, the Governor shall designate one of the Directors to serve as Chairperson of the Board, with the advice and consent of both houses of the General Assembly. The Chairperson of the Board shall serve as Chairperson at the pleasure of the Governor.

303 Ad Hoc Members

Pursuant to Section 22a-261(g) of the Act, if the legislative body of a municipality that is the site of a Project (i.e. a host community) passes a resolution requesting the Governor to appoint a resident of such municipality to be an Ad Hoc Member, the Governor shall make such appointment upon the next vacancy for the Ad Hoc Members representing such Project. Pursuant to Section 22a-261(g) of the Act, the Governor shall appoint with the advice and consent of the General Assembly Ad Hoc Members to represent each Project provided at least one-half (1/2) of such members shall be chief elected officials of municipalities, or their designees. Each Project shall be represented by two (2) such members. The Ad Hoc Members shall be electors from a municipality or municipalities in the area to be served by the Project and shall vote only on matters concerning such Project. The terms of the Ad Hoc Members shall be four (4) years.

304 Duties

The Directors and Ad Hoc Members shall perform the duties imposed on them by the Act and by these Bylaws.

305 Chairperson

The Chairperson shall perform the duties of a Director imposed by the Act, by these Bylaws and by resolution of the Directors, and shall preside at all meetings of the Directors.

306 Vice Chairperson

A Vice Chairperson may be elected by a majority vote of the Board. The Vice Chairperson shall preside over meetings of the Board of Directors in the absence of the Chairperson. In the absence or incapacity of the Vice Chairperson, or in case of his or her resignation or death, the Directors shall select, from their regular number, an acting Vice Chairperson during the time of such absence or incapacity or until such time as the Directors shall select a new Vice Chairperson. The Vice Chairperson shall serve until his or her successor is elected.

307 Resignation; Removal

Any appointed Director who fails to attend three (3) consecutive regular meetings of the Board or who fails to attend fifty percent (50%) of all regular meetings of the Board held during any calendar year shall be deemed to have resigned from the Board. Any director may resign at any time by delivering notice to the Authority. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Authority accepts the future effective date, the Board may fill the pending vacancy before the effective date, provided, that the successor is not permitted to take office until the effective date. The appointing authority for such Director may remove any such Director for inefficiency, neglect of duty or misconduct in office in the manner provided by Section 22a-261(1) of the Act.

308 Delegation of Powers

The Directors may, by resolution, delegate to the President such powers of the Authority, as they believe necessary, advisable or desirable to permit the timely performance of the administrative functions of the Authority and to carry out the plans, policies, procedures and decisions of the Directors, pursuant to Section 22a-277 of the Act.

309 Standing and Special Committees

The Directors and Ad Hoc Members may delegate from time to time, as necessary or convenient, in conformity with the provisions of the Act or these Bylaws, committees comprised of three (3) or more Directors at least one (1) of whom shall be a Municipal Official, and at least one (1) of such Directors shall not be a State employee. An Ad Hoc Member shall be eligible to serve only on a special committee concerning the Project

relating to his or her appointment. Such committee or committees shall have, and may exercise, all such authority as the Directors may delegate, including the power to adopt a resolution upon a majority vote of the Members of the Committee at which a quorum is present. The Chairperson shall recommend the name of all standing committees and shall appoint a committee chairperson and all members of such committees. The Chairperson shall be an ex-officio voting member of all committees. In any committee comprised of four (4) or more Directors, a quorum for the transaction of business or the exercise of any power of a committee shall consist of fifty percent (50%) of the members of the committee other than the Chairperson. In any committee comprised of less than four (4) Directors, a quorum for the transaction of business or the exercise of any power of a committee shall consist of a majority of the members of the committee other than the Chairperson. A committee shall have the power to act by a majority of the members present at any meeting at which a quorum is in attendance. Each committee may elect a committee secretary and vice chairperson and shall maintain at all times minutes of its meetings including its considerations, deliberations, decisions and resolutions, and shall distribute copies of such minutes to committee members and to the Board as appropriate.

ARTICLE IV - OFFICERS

401 Appointment

The Board shall have the power to create positions for and employ such officers as it may deem to be in the interests of the Authority and in accordance with Section 22a-265 of the Act, and shall define the powers and duties of all such officers. All such officers shall be subject to the orders of the Board and serve at its discretion. Such officers shall include a President, appointed by the Chairperson in accordance with Section 22a-261(d) of the Act and Section 402 of these Bylaws. The Board shall be responsible for determining compensation for each officer. The act of appointment of an officer does not in and of itself create contract rights for such officer of the Authority.

402 President

The Chairperson shall, with the approval of the Directors, appoint a President of the Authority who shall be an employee of the Authority and be paid a salary prescribed by the Directors. The President shall supervise the administrative affairs and technical activities of the Authority in accordance with the directives of the Board, and shall perform all duties incident to the office of the President, including those duties imposed by the Act, by these Bylaws and by resolution of the Authority. The authorization of the President with respect to the Authority or certification as to the proceedings of the Authority or any of the official documents and papers of the Authority on file in the Authority's office shall be deemed to be conclusive and binding on the Authority.

403 Delegation

The President may, with the approval of the Directors, assign or delegate to the officers and employees of the Authority, any of the powers that, in the opinion of the President,

may be necessary, desirable or appropriate for the prompt and orderly transaction of the business of the Authority.

404 Acting President

The Directors, by a majority vote, may by resolution appoint some other person to serve as Acting President and perform the duties of the President in the event of the death, inability, absence or refusal to act of the President. Such person shall be subject to all of the same restrictions placed upon the President.

405 Chief Financial Officer

The Chairperson shall, with the approval of the Directors, appoint a Chief Financial Officer of the Authority who shall be an employee of the Authority and paid a salary prescribed by the Directors. The Chief Financial Officer shall direct the finance, accounting, budgetary, treasury and cash management functions of the Authority and shall perform such other duties as the Board shall delegate from time to time. The Chief Financial Officer shall perform his or her duties in a manner consistent with the directives of the Board, these Bylaws and all applicable statutes and regulations.

406 Secretary

The Chairperson shall, with the approval of the Directors, appoint a secretary who shall be an employee of the Authority. The Secretary shall be the custodian of the Seal of the Authority, shall keep or cause to be kept, minutes of all meetings of the Directors and Ad Hoc Members and shall have such other duties as shall be delegated to the Secretary from time to time.

407 Additional Duties

In addition to such powers and duties as are specified in the Act, these Bylaws and by the Board, the President and other officers of the Authority shall have the authority and shall be required to perform such other duties and functions which may by law and general usage pertain to the particular office and as may from time to time be required, unless the Board or the Act expressly state otherwise.

408 Standards of Conduct

An officer with discretionary authority shall discharge such authority:

- (1) In good faith;
- (2) With the care an ordinarily prudent person in like position would exercise under similar circumstances; and
- (3) In a manner the officer reasonably believes to be in the best interests of the Authority.

In discharging such duties, an officer is entitled to rely on information, opinions reports or statements, including financial statements and other financial data, if prepared or presented by:

- (1) One or more officers or employees of the Authority whom the officer reasonably believes to be reliable and competent in the matters presented; or
- (2) Legal counsel, public accountants or other persons as to matters the officer reasonably believes are within the person's professional or expert competence.

An officer cannot so rely in good faith if he has knowledge concerning the matter in question that makes reliance otherwise permitted by this section unwarranted.

409 Resignation

An officer may resign at any time by delivering notice to the Authority. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Authority accepts the future effective date, the Board may fill the pending vacancy before the effective date, provided, that the successor is not permitted to take office until the effective date. An officer's resignation does not affect the Authority's contract rights, if any, with the officer.

ARTICLE V - MEETINGS OF BOARD OF DIRECTORS

501 Regular Meetings

In accordance with Section 22a-263 of the Act, the Directors and Ad Hoc Members of the Authority shall meet at least monthly at the call of the Chairperson for the transaction of any lawful business of the Authority. The monthly meetings shall be held at such time and place as shall be designated in a written or printed notice of meeting given to the Directors and Ad Hoc Members at least three days prior thereto by the Chairperson or Vice Chairperson or President acting on behalf of the Chairperson. A schedule of regular monthly meetings of the Directors shall be filed not later than January 31 of each year in the office of the Secretary of the State and no meeting shall be held sooner than thirty (30) days after such schedule has been filed. A schedule of regular monthly meetings of the Directors and Ad Hoc Members shall be made available to the public through the internet by posting such schedule not more than seven (7) days after the schedule of meetings is established. The Board may permit any or all Directors to participate in a meeting by any means of communication by which all Directors participating may simultaneously hear each other during the meeting so long as the public is able to participate in such meeting.

502 Special Meetings

The Chairperson may, when he or she deems it expedient, and shall, whenever requested by any three Directors, call a special meeting of the Board for the purposes of transacting

any business designated in the notice. A written or printed notice for a special meeting shall be given to each Director and Ad Hoc Member at least twenty-four hours prior to the hour appointed for such special meeting. At such special meeting, no business shall be considered other than as designed in the notice. A notice of a call of a special meeting of the Directors and Ad Hoc Members shall be filed with Secretary of the State's Office as required by General Statutes Section 1-225(d). The Board may permit any or all Directors to participate in a meeting by any means of communication by which all Directors participating may simultaneously hear each other during the meeting so long as the public is able to participate in such meeting.

503 Notice of Monthly or Special Meeting; Waiver

Notices of each meeting of the Authority shall be in writing and may be given by U.S. mail, facsimile, e-mail, or other delivery to each Director and Ad Hoc Member in person or addressed to the last known business or residence address of such Directors and Ad Hoc Members. Whenever any notice is required to be given by law or by these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent thereto. If any person present at a meeting does not protest the lack of proper notice, prior to or at the commencement of the meeting, such person shall be deemed to have waived notice of such meeting.

504 Quorum; Transaction of Business

- (a) Six (6) Directors of the Authority shall constitute a quorum for the transaction of any business or the exercise of any power of the Authority, provided, at least two (2) Directors appointed to the Board in their capacity as a Municipal Official pursuant to Section 22a-261(c) of the Act shall be present in order for a quorum to be in attendance. Only Directors, and not Ad Hoc Members, shall be counted in determining whether a quorum is present. For the transaction of any business or the exercise of any power of the Authority, and except as otherwise provided in the Act or these Bylaws, the Authority shall have power to act by a majority of the Directors present at any meeting at which a quorum is in attendance.
- (b) The following actions require the affirmative vote of at least two-thirds (2/3) of the Directors:
 - (1) Adoption of the annual plan of Solid Waste Management Operations prepared in conjunction with the Department of Environmental Protection pursuant to Section 22a-264 of the Act;
 - (2) Establishment of the maximum number of employees of the Authority prior to employing more than forty-five (45) persons;
 - (3) Adoption of rules and procedures for purchasing and contracting operations pursuant to Section 22a-266(c) of the Act; and

- (4) Adoption of contracts involving a period of over five (5) years in duration or for which the annual consideration is greater than fifty thousand dollars (\$50,000) pursuant to Section 22a-268 of the Act.
- (c) The affirmative vote of at least two-thirds (2/3) of the Directors present and eligible to vote are required for the adoption of a resolution to sit in Executive Session pursuant to the Freedom of Information Act and Section 507 of these Bylaws.
- (d) The affirmative vote of at least two-thirds (2/3) of the Directors and Ad Hoc Members present and eligible to vote are required for the addition of an agenda item at a regular meetings of the Board for subsequent business not already included in the meeting agenda on file at the principle office of the Authority twenty-four (24) hours in advance of such meeting.

505 Temporary Borrowing for Mid-Connecticut Project

Pursuant to Section 22a-268d of the Act, a two-thirds (2/3) vote of the Directors appointed pursuant to Section 301(a), (1) through (5) of these Bylaws, with the subsequent approval of the State Treasurer and the Secretary of the Office of Policy and Management, may authorize a temporary borrowing from the State of Connecticut of up to ninety-three million dollars (\$93,000,000) for the purposes of supporting the repayment of debt issued by the Authority on behalf of the Mid-Connecticut Project.

506 Organization

At each meeting of the Directors and Ad Hoc Members, the Chairperson, or in his or her absence the Vice Chairperson, or in the absence, abstention or recusal of both, a Director chosen by a majority of the Directors then present, shall act as presiding officer of said meeting. The Secretary or another officer or employee of the Authority designated by the President shall act as secretary of the meeting. The secretary of each meeting shall prepare and maintain or cause the preparation and maintenance of the minutes of all business transacted at such meeting.

507 Executive Session

- (a) The Directors may make a determination to sit in Executive Session. An affirmative vote of at least two-thirds (2/3) of the Directors present and eligible to vote on such matter, taken at a public meeting and stating the reasons for such Executive Session, shall be necessary to approve such a resolution. The purpose and the conduct of the executive session shall be in accordance with the Freedom of Information Act and these Bylaws.
- (b) The members of any committee of the Board may make a determination to sit in Executive Session. An affirmative vote of at least two-thirds (2/3) of the committee members present and eligible to vote on such matter, taken at a public meeting and stating the reasons for such Executive Session, shall be necessary to approve such a resolution. The purpose and the conduct of the Executive Session shall be in accordance with the Freedom of Information Act and these Bylaws.

- (c) An Executive Session may be called for one or more of the following purposes:
- (1) Discussion concerning the appointment, employment, performance, evaluation, health or dismissal of a public officer or employee, provided that such individual may require that discussion be held at an open meeting;
 - (2) Strategy and negotiations with respect to pending claims or pending litigation to which the Authority or a member thereof, because of the member's conduct as a member of such agency is a party until such litigation or claim has been finally adjudicated or otherwise settled;
 - (3) Matters concerning security strategy or the deployment of security personnel, or devices affecting public security;
 - (4) Discussion of the selection of a site or the lease, sale or purchase of real estate when publicity regarding such site, lease, sale, purchase or construction would cause a likelihood of increased price until such time as all of the property has been acquired or all proceedings or transactions concerning same have been terminated or abandoned; and
 - (5) Discussion of any matter which would result in the disclosure of public records or the information contained therein described in Section 1-210.

508 Recessed Meeting

The Directors and Ad Hoc Members may recess a regular or special meeting. A Director or Ad Hoc Member absent from a regular or special meeting at which a resolution is passed for a recessed meeting shall be notified at least one hour prior to the hour appointed for such reconvening of the recessed meeting.

509 Method of Voting

Unless otherwise required by the General Statutes, voting by the Directors and Ad Hoc Members shall be by voice vote or roll call at the discretion of the Chairperson. A tally of votes shall be taken and recorded in the Minutes of the meeting. A Director who is present at a meeting of the Board or a committee of the Board when corporate action is taken is deemed to have assented to the action unless:

- (1) The Director's dissent or abstention from the action taken is entered in the minutes of the meeting; or
- (2) The Director delivers written notice of dissent or abstention to the Chairman before the adjournment of the meeting or to the Authority immediately after adjournment of the meeting.

The right of dissent or abstention shall not be available to a Director who votes in favor of the action taken.

510 General Standards of Conduct for Directors, Ad Hoc Members

Each Director and Ad Hoc Member shall discharge his or her duties as a Director or Ad Hoc Member respectively, including duties as a member of any committee:

- (1) In good faith;
- (2) With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- (3) In a manner such individual reasonably believes to be in the best interests of the Authority.

In discharging a Director's or Ad Hoc Member's duties, such individual is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:

- (1) One or more officers or employees of the Authority whom the Director or Ad Hoc Member reasonably believes to be reliable and competent in the matters presented;
- (2) Legal counsel, public accountants or other persons as to matters the Director or Ad Hoc Member reasonably believes are within the person's professional or expert competence; or
- (3) A committee of the Board of which the Director or Ad Hoc Member is not a member if the Director or Ad Hoc Member reasonably believes the committee merits confidence.

A Director or Ad Hoc Member is not acting in good faith if he or she has knowledge concerning the matter in question that makes reliance, otherwise permitted, unwarranted.

511 No Invalidity

Failure to follow any procedure provided for in these Bylaws shall not render any action taken by the Directors ineffective unless it is ineffective under law. It is intended that these Bylaws be consistent with the Act and with the Freedom of Information Act. If any inconsistency should nevertheless appear, the provisions of the applicable law shall control.

ARTICLE VI - PERSONNEL AND PROCUREMENT POLICIES

601 Personnel and Procurement Policies

The Directors shall establish from time to time such rules and regulations as may be necessary to provide an adequate and systematic procedure for handling the personnel

affairs of the administrative staff of the Authority and for handling the procurement policies of the Authority.

ARTICLE VII - FINANCIAL INFORMATION

701 Fiscal Year

The Fiscal Year of the Authority shall commence on the first day of July and end on the last day of the following June.

702 Budget Process

Each proposed budget shall be forwarded by management to the Authority's Finance Committee for comment, review and recommendations prior to its submission to the Directors for adoption.

Each proposed budget, if and as amended by the Authority's Finance Committee, shall be forwarded to the Directors in the standard monthly Board package for adoption in accordance with the solid waste contract terms and respective bond indentures.

The Directors shall evaluate and adopt the ensuing fiscal year budgets as follows:

- (1) Authority General Fund and Capital Improvement Budget – no later than the regular meeting of the Directors in February;
- (2) Southeast Project Operating Budget – no later than the regular meeting of the Directors in December;
- (3) Bridgeport Project Operating Budget – no later than the regular meeting of the Directors in January or by January 31st;
- (4) Wallingford Project Operating Budget – no later than the regular meeting of the Directors in January or by January 31st; and
- (5) Mid-Connecticut Operating Budget – no later than the regular meeting of the Directors in February or by March 2nd.

Such proposed budgets shall contain an estimate of all revenues and receipts anticipated from all sources in the ensuing fiscal year, the estimated expenditures necessary for the operation of the various activities of the Authority for that year and a balanced relation between the total estimated expenditures and total anticipated revenues and receipts. The Directors shall review the proposed budget, modify it where appropriate, and then adopt a final budget no later than the budget deadlines established for each Project agreement. After adoption of the final budget, the President shall ensure the proper allocation of the budget to an established chart of accounts. Budget appropriations allocated to the accounts of the Authority shall not be exceeded without the prior approval of the Directors. The President may transfer funds within the line items for each Project without

limit as long as each line item of each Project and the grand total of each fund is not exceeded without the prior approval of the Directors.

An Ad Hoc Member shall be eligible to vote only on the budget concerning the Project relating to his or her appointment.

703 Director Expenses

As provided by Section 22a-261(e) of the Act, Directors and Ad Hoc Members shall be entitled to reimbursement by the Authority for actual and necessary expenses incurred during the performance of their official duties. All reimbursements shall be made in a manner consistent with the Authority's Travel Policy and Expense Reporting.

ARTICLE VIII - AMENDMENT OR REPEAL OF BYLAWS

801 Amendment or Repeal

These Bylaws may be repealed or amended, or new Bylaws may be adopted, only by the affirmative vote of the majority of a quorum of the full Board of Directors of the Authority at any regular or special meeting in a manner consistent with the Act. Action by the Board to adopt or amend a bylaw that changes a required voting requirement for the Board not fixed by the Act must meet the same quorum requirement and be adopted by the same vote required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater. The Authority may adopt rules for the conduct of its business, and the adoption of such rules shall not constitute an amendment of these Bylaws, unless specifically so stated.

ARTICLE IX - INDEMNIFICATION OF OFFICERS OR DIRECTORS

901 Indemnification

The Authority shall indemnify any Officer, Director, representative or Ad Hoc Member who is a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, administrative or investigative by reason of the fact that he or she is or was serving as Director, Officer, representative or Ad Hoc Member of the Authority, against judgments, fees, amounts paid in settlement and expenses, including attorneys' fees, actually and reasonably incurred by him and the person whose legal representative he or she is, in connection with such action, suit or proceeding, or any appeal therein - as long as the Officer, Director, representative, or Ad Hoc Member was not wanton or willful. The Authority shall not so indemnify any such person unless it shall be concluded:

- (1) By the Directors, by a consent in writing signed by a majority of those Directors who were not parties to such action, suit or proceeding; or

- (2) By independent legal counsel selected by a consent in writing signed by a majority of those Directors who were not parties to such action, suit or proceeding,

that such person, and the person whose legal representative he or she is, acted in good faith and in a manner he or she reasonably believed to be within his or her statutory authority, and he or she was not wanton or willful, including without limitation, Section 22a-261(n) of the Act. In the event that there are less than three Directors not parties to the action, suit or proceeding in question, then the matter of indemnification shall be submitted to an independent third party selected unanimously by the remaining Directors, or, if this is not possible, by a majority vote of the entire Board, subject to the qualification that, so long as there is at least one Director not a party to the action or proceeding, a third party will not be chosen unless deemed acceptable to that Director.

902 Payment of Current Expenses

Expenses which may be indemnified under Article IX, Section 901 of these Bylaws incurred in defending an action, suit or proceeding, may be paid by the Authority in advance of the final disposition of such action, suit or proceeding upon agreement by or on behalf of the Officer, Director, representative, Ad Hoc Member, employee or agent, or his or her legal representative, to repay such amount if he or she is later found not entitled to be indemnified by the Authority as authorized in Section 901 above. Such reimbursement shall be in a manner consistent with Section 1-125 of the General Statutes.

ARTICLE X - SEAL, PLACE OF BUSINESS AND RECORDS

1001 Seal of the Authority

- (a) The official seal of the Authority shall be circular in form and shall have inscribed thereon the following words and figures: "Connecticut Resources Recovery Authority, 1973" and such additional matter as may be approved from time to time by the Directors of the Authority pursuant to the Act.
- (b) In the execution on behalf of the Authority Of any instrument document, writing, notice or paper, it shall not be necessary, unless specifically required by law, to affix the official seal of the Authority, and such instrument, document, writing, notice, or paper when executed without the seal affixed shall be of the same force and effect and is binding on the Authority as if the official seal had been affixed in each instance. The use of the seal shall be symbolic only.
- (c) The official seal need not be impressed on any instrument, document, writing, notice, or paper, but the same shall be sufficiently sealed if the official seal or a facsimile thereof is engraved, imprinted or otherwise reproduced thereon.
- (d) The Secretary, or in the absence of the Secretary, a designee appointed by the President or Chairperson, may certify as to the official seal or its facsimile as of

any date or with respect to any instrument, document, writing, notice, or paper, and any such certification shall be conclusive as to the form of the official seal and that any instrument, document, writing, notice, or paper has been duly and properly sealed by the Authority.

1002 Office of the Authority

The main office of the Authority shall be maintained at 100 Constitution Plaza, Hartford, Connecticut, or at such other place or places within the State as the Authority may designate. The Authority shall not be required to hold any of its meetings at such office. The Authority may maintain other offices in the State.

1003 Records of the Authority

The records of the Authority shall be kept and maintained pursuant to Section 22a-263 of the Act and in such a manner and for that period of time as the Directors, acting upon the advice of the Authority's counsel and accountants deem appropriate. The written records of the Authority will be made available to the public as required by the Freedom of Information Act. Records of the Authority shall be maintained in accordance with State of Connecticut guidelines.

REVISION

Approved By: Board of Directors
Effective Date: June 20, 2003

REVISION

Approved By: Board of Directors
Effective Date: September 25, 2003

REVISION

Approved By: Board of Directors
Effective Date: March 24, 2005

REVISION

Approved By: Board of Directors
Effective Date: October 25, 2007