

CORPORATE BYLAWS

**THE CONNECTICUT ASSOCIATION FOR THE
TREATMENT OF SEXUAL OFFENDERS, INC.**

Dated: November 8, 2000

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CORPORATE BYLAWS

THE CONNECTICUT ASSOCIATION FOR THE TREATMENT OF SEXUAL OFFENDERS, INC.

ARTICLE I

CORPORATION

SECTION 1.1 Corporate Name

The name of the Corporation shall be The Connecticut Association for the Treatment Of Sexual Offenders, Inc. (hereinafter "the Corporation").

SECTION 1.2 Corporate Offices

The Corporation shall have and continuously maintain in the State of Connecticut a registered office and a registered agent, and may have other offices within or without the State of Connecticut, at such locations as the Board of Directors may from time to time determine.

SECTION 1.3 Corporate Form and Purposes

The Corporation shall be a nonstock corporation organized under The Connecticut Revised Nonstock Corporation Act (as revised from time to time, the Act). The purposes of the Corporation and the nature of its activities shall be as set forth in the Certificate of Incorporation.

ARTICLE II

MEMBERS

SECTION 2.1 Classes of Members

There shall be three (3) classes of members of the Corporation (all of whom are referred to herein as Members), as follows: Clinical Members, all of whom together shall

constitute one class; Associate Members, all of whom together shall constitute one class; and Affiliate Members, all of whom together shall constitute one class.

SECTION 2.2 Clinical Members

An individual who (i) provides specialized sexual offender treatment, (ii) annually obtains specialized training in sexual offender treatment, with the number of hours to be determined by the Board of Directors (iii), attends one regularly scheduled meeting of the Corporation or one training event sponsored by the Corporation per year, (iv) adheres to the principles and ethical standards of the Corporation, (v) does not have a record of a criminal sexual offense conviction, and (vi) meets such other criteria and requirements for a Clinical Member as may be determined from time to time by the Board of Directors, may be admitted as a Clinical Member in the sole discretion of the Board of Directors.

SECTION 2.3 Rights of Clinical Members

Each Clinical Member shall have the right to vote for the two (2) At-Large Directors, as set forth in Section 3.2, and for certain officers of the Corporation as set forth in Section 4.1. Each Clinical Member shall also have the right to vote on all other matters as provided by these Bylaws or by law, or as may be presented by the Board of Directors to the Clinical Members for action. Clinical Members shall enjoy all other rights and privileges granted generally to members of the Corporation.

SECTION 2.4 Associate Members

An individual who (i) is training to provide treatment to sexual offenders, (ii) is under the clinical supervision of a Clinical Member, (iii) adheres to the principles and ethical standards of the Corporation, (iv) does not currently meet the criteria for Clinical Members, and (v) meets such other criteria and requirements for an Associate Member as may be determined from time to time by the Board of Directors, may be admitted as an Associate Member in the sole discretion of the Board of Directors. Associate Members may attend meetings of Members of the Corporation but shall not vote on any matter or be counted toward a quorum. Associate Members shall enjoy all other rights and privileges granted generally to Members of the Corporation.

SECTION 2.5 Affiliate Members

An individual who (i) is concerned about standards for the treatment of sexual offenders, (ii) does not directly provide treatment services, and (iii) adheres to the principles and ethical standards of the Corporation and (iv) meets such other criteria and requirements for membership for an Affiliate Member as may be determined from time to time by the Board of Directors, may be admitted as an Affiliate Member in the sole discretion of the Board of Directors. Affiliate Members may attend meetings of Members of the Corporation but shall not vote on any matter or be counted toward a quorum. Affiliate Members shall enjoy all other rights and privileges granted generally to Members of the Corporation.

SECTION 2.6 Removal of Members

If a Clinical, Associate or Affiliate Member fails at any time to meet the requirements for being a member of the applicable class, such Member shall, upon notice from the Corporation, immediately cease to be a member of the Corporation. Additionally, any Member may be expelled with cause by the Board of Directors in accordance with Section 3.9(h) of these Bylaws.

SECTION 2.7 Meetings of Members

The Members of the Corporation shall hold meetings at least three times in each calendar year, each to be held at a date, place and time determined by the Board of Directors. Additionally, an Annual Meeting of the Corporation shall be held in each calendar year, at a time and place determined by the Board of Directors. Special meetings, if any, of the Members may be held upon the request of (i) the President, (ii) a majority of the Board of Directors, or (iii) ten percent (10%) of the Clinical Members, at a time and place to be determined by the Board of Directors.

SECTION 2.8 Notice

The Secretary of the Corporation shall give notice to each Member by mail, telephone, telefax, other electronic means or personally of each regularly scheduled or special meeting of Members not less than ten (10) nor more than sixty (60) days before the date of the meeting. The schedule of regular meetings will be established at the annual meeting and distributed to the membership. Notice of any special meeting shall include a description of the purpose or purposes for which the meeting is called.

SECTION 2.9 Quorum and Voting

A majority of the members of the Board of Directors then in office and five (5) additional Clinical Members, present in person or by proxy, shall constitute a quorum for the transaction of business and, unless otherwise required by these Bylaws, the Certificate of Incorporation or the Act, the vote of a majority of the Clinical Members present in person or by proxy at any meeting duly called and held and at which a quorum is present shall constitute the act of the Members of the Corporation. Except for proxies solicited by the Board of Directors and exercised by one or more individuals designated by the Board, no person may hold more than one proxy.

SECTION 2.10 Dues and Assessments

The amount of dues, assessments or membership fees to be assessed against Members of each class shall be determined by the Board of Directors under Section 3.1.2.

ARTICLE III

BOARD OF DIRECTORS

SECTION 3.1 General Powers and Duties

Except as otherwise provided in these Bylaws or the Act, the property, business and affairs of the Corporation shall be managed by, or under the direction of, Board of Directors (the "Board"), and the Board may exercise all powers of the Corporation as are authorized by law, by the Certificate of Incorporation and by these Bylaws.

3.1.1 Participation on Committees

To the extent that the Board forms committees pursuant to Section 3.12 of these Bylaws, each Director is expected to serve on one or more of such committees.

3.1.2 Power to Levy Dues, Assessments, Fines and Penalties

The Board of Directors shall have the power to levy such dues, assessments and membership fees against Clinical, Agency, Associate and Affiliate Members as it deems appropriate from time to time, whether on an annual, one-time

or other basis. The Board shall also have the power to impose fines, penalties (up to and including termination of membership in the Corporation) and late payment charges with respect to any amounts not paid when due. Any Member who is unwilling to pay any dues, assessment or membership fee levied by the Board may terminate his, her or its membership in the Corporation by notice given within thirty (30) days after receiving notice of such levy, failing which such Member shall be liable for payment in full notwithstanding any subsequent termination of membership.

SECTION 3.2 Composition, Manner of Election, and Term

The Board of Directors shall consist of seven (7) members. The Clinical Members, acting as a class, shall elect two (2) Directors from among the membership of their class. Such election shall take place at each annual meeting of the Members. The President, President-Elect, Secretary, Treasurer and Immediate Past President of the Corporation shall be ex-officio Directors, with the right to vote and be counted toward a quorum.

Each elected Director shall serve for a one-year term or until the Director is removed, replaced or resigns as provided herein. Directors may be re-elected for any number of consecutive terms. An ex-officio Director shall continue to serve as a Director so long as he or she continues to hold the office on which the ex-officio status is based, and shall cease to be a Director immediately and automatically upon ceasing to hold such office, without the need for any action.

SECTION 3.3 Resignations

Any Director may resign at any time by giving written notice to the President or the Secretary of the Corporation, or to the Board of Directors at a meeting of the Board. Such resignation shall be effective upon receipt, unless a later date is specified in the notice.

SECTION 3.4 Removal of Directors

An elected Director may be suspended or removed for cause (i) by a vote of the Clinical Members at an annual meeting or a special meeting of the Members called for this purpose, or (ii) by the vote of the Board of Directors at an annual meeting or a special meeting called for this purpose. Cause shall be determined in the sole discretion of the Members or Directors present at such meeting. The Director subject to suspension or removal shall be given reasonable advance notice of the meeting at which such action shall be considered and a reasonable opportunity to be heard personally at such meeting.

An elected Director shall be automatically removed for failure to be present at two (2) consecutive Board meetings or a total of three (3) Board meetings in a twelve-month period. Such automatic removal may be rescinded, if circumstances warrant, by the affirmative vote of the Board; provided, however, that the affected Director shall not vote or be counted toward a quorum.

SECTION 3.5 Vacancies

A vacancy on the Board of Directors due to the death, resignation or removal of a Director shall be filled for the balance of such Director's term by the members of the Board or, if they shall fail to act within two months after the vacancy arises, by the Clinical Members. The existence of a vacancy shall not decrease the number of Directors in office for the purpose of determining a quorum.

SECTION 3.6 Compensation

No Director shall receive compensation for services as a Director, but each Director shall be entitled to reimbursement of expenses incurred as a direct result of carrying out any responsibility as a Director.

SECTION 3.7 Meetings of Board of Directors; Notice; Quorum

3.7.1 Meetings

The Board shall meet regularly at such time and place as the Board shall determine. The Secretary of the Corporation shall provide Directors with notice at least two (2) weeks in advance of such meetings. Special meetings may be called by the President of the Corporation or a majority of the Directors, and the Secretary of the Corporation shall provide notice of such special meetings at least seventy-two (72) hours in advance, or such shorter time period as may be required under extraordinary circumstances. All notices may be given by any reasonable means, whether written, electronic or oral. Each Director shall be present at all scheduled meetings of the Board, unless his or her absence results from good cause. Prior notification of any absence from meetings shall be given to all other Directors when possible.

3.7.2 Quorum

One-half of the Directors then in office shall constitute a quorum for the transaction of business. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

3.7.3 Waiver of Notice

Notice of any meeting may be waived in writing by any Director either before or after the meeting. Attendance at any meeting by a Director shall be deemed to constitute a waiver of notice unless at the commencement of the meeting the Director objects to the transaction of business because the meeting is not lawfully convened and the Director does not thereafter vote for or assent to action taken at the meeting.

SECTION 3.8 Act of the Board

Unless otherwise required by the Certificate of Incorporation, these Bylaws or the Act, the vote of a majority of the Directors present at any meeting duly called and held and at which a quorum is present shall in all cases constitute the act of the Board of Directors. Any action by the Board may be taken without a meeting if each Director gives written consent thereto, and such consent shall be treated as a vote of the Board for all purposes.

SECTION 3.9 Actions Requiring Approval by Supermajority Vote

Approval of any of the following actions shall require the affirmative vote of two-thirds (2/3) of those Directors present and voting, a quorum being present.

- (a) The adoption, amendment or repeal of the Principles and Goals and the Code of Ethics of the Corporation;
- (b) The submission of any amendments of the Bylaws of the Corporation to the Membership for their consideration;
- (c) The removal of Officers of the Corporation with cause;
- (d) The authorization of the creation, purchase, control or development of a joint venture or any other entity or organization which may become an affiliate, subsidiary or related organization of the Corporation;
- (e) The approval of the strategic plan or the long range plan of the Corporation;
- (f) The approval of incurrence of debt by the Corporation;
- (g) The procedures and criteria for admission of Members;
- (h) The removal of Members with cause;
- (i) The hiring or firing of an executive director of the Corporation;

(j) The proposed assessment of Members for dues or other payments and the manner of determining the financial obligations of Members; and

(k) The approval of the capital and operating budget and the establishment of the corporate spending limit for the Corporation for extraordinary expenditures.

Notice of any meeting at which one of these matters will be acted on shall include notice of the proposed action.

SECTION 3.10 Telephone Participation in Meetings

One or more Directors may participate in a meeting of the Board of Directors, or a committee thereof, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section shall constitute presence in person at the meeting.

SECTION 3.11 Executive Committee

By resolution adopted by the Board of Directors, the Board may from time to time designate and create an Executive Committee, made up of members of the Board, with such powers and for such purposes as may be determined by the Board, subject to any restrictions on committee action imposed by the Act.

SECTION 3.12 Committees

By resolution adopted by the Board, the Board may from time to time designate and create one or more committees (in addition to or other than an Executive Committee), with such powers and for such purposes as may be determined by the Board, subject to any restrictions on committee action imposed by these Bylaws or the Act. Such committees shall report to the Board their findings and recommendations for actions and policies, but are not empowered to take action or establish policies unless otherwise provided by resolution of the Board. All committee members shall be appointed by the Board from its own members or otherwise, provided that at least one Director shall serve on each committee, and provided further that nonmembers shall not vote or be counted in determining a quorum with respect to any matter that may not properly be delegated by the Board to nonmembers.

The Chairperson of each committee shall be appointed annually by the President of the Corporation, subject to approval by the Board. The Chairperson shall be responsible for directing the activities of the committee so as to complete the tasks assigned to the committee by the Board and for reporting the findings and recommendations of the committee to the Board. The Chairperson and the members of each committee shall serve at the pleasure of the Board of Directors unless otherwise provided by resolution of the Board.

ARTICLE IV

OFFICERS

SECTION 4.1 Enumeration, Election and Term

The Officers of the Corporation shall consist of a President, President-Elect, Secretary and Treasurer. Each of the President-Elect, the Secretary and the Treasurer shall be elected by the Clinical Members from amongst their membership at the annual meeting of the Members, and each shall serve for a term of one (1) year and until a successor is elected. The President-Elect shall automatically become the President upon the completion of his or her term, unless the President-Elect resigns or is removed from office pursuant to these Bylaws. For purposes of these Bylaws, a term of one year" shall be defined as the period between annual meetings of the Members. An officer who is appointed between two annual meetings of the Members shall for this purpose be deemed to have served a one-year term if and only if the appointment is effective within the first half of such one-year period.

SECTION 4.2 President

The President shall preside at all meetings of the Members and the Board, shall undertake the duties assigned in these Bylaws, and shall, subject to the direction of the Board, have general supervision of the Corporation.

SECTION 4.3 President-Elect

The President Elect shall assume the duties of the President in his or her absence and shall undertake such other duties as are designated by the President or the Board.

SECTION 4.4 Secretary

The Secretary shall keep a record of the minutes of the meetings of the Members and of the Board of Directors, and shall give notice of all such meetings as required by the Act or these Bylaws. The Secretary shall also maintain an up-to-date roll of the membership, and publish annually a list of the Members in good standing. The Secretary shall have custody of the books, records, and papers of the Company, except such as shall be in the charge of the Treasurer or of another person authorized to have custody and possession thereof by resolution of the Board of Directors. The Secretary shall also have such other powers and perform such other duties as shall be prescribed from time to time by, or pursuant to authority delegated by, the Board of Directors.

SECTION 4.5 Treasurer

The Treasurer shall keep full and accurate accounts of the receipts and disbursements of the Corporation in books belonging to the Corporation, shall deposit all monies and other valuable effects of the Corporation in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors, and shall also have such other powers and perform such other duties as shall be prescribed from time to time by, or pursuant to authority delegated by, the Board of Directors.

SECTION 4.6 Resignation and Removal

Any officer may resign at any time by giving written notice to the President or the Secretary of the Corporation and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Any officer may be removed by the Board of Directors and/or the Clinical Members at any time, with cause. The removal of an officer shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not, in and of itself, create any contract rights.

SECTION 4.7 Vacancies

A vacancy in any office may be filled for the unexpired portion of the term by the Board of Directors or, if it fails to act within two months after the vacancy arises, by the Clinical Members.

ARTICLE V

FISCAL MATTERS

SECTION 5.1 Fiscal Year

The fiscal year of the Corporation shall be October 1 through September 30.

SECTION 5.2 Contracts

The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, as limited by these Bylaws.

SECTION 5.3 Loans

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors in accordance with these Bylaws. No loan shall be granted to any officer or Director of the Corporation.

SECTION 5.4 Checks and Drafts

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation or to the Corporation, shall be signed or endorsed by such officer or other person as an agent of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board of Directors.

SECTION 5.5 Deposits

All funds of the Corporation, not otherwise employed, shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VI

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account in accordance with generally accepted accounting principles, and correct and complete minutes of the proceedings of its Board of Directors and its Members. All books and records of the Corporation may be inspected by any Director for any proper purpose at any reasonable time. All books and records shall be kept at the Corporation's principal office.

ARTICLE VII

INDEMNIFICATION

Indemnification and advances for expenses shall be afforded to Directors of the Corporation to the fullest extent permitted by law. The Corporation shall indemnify and advance expenses to an officer, Member or employee of the Corporation who is not a Director to the same extent as a Director. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any agreement, vote of the Members, or otherwise, shall continue as to a person who has ceased to serve in the capacity as to which such person was indemnified, and shall inure to the benefit of the heirs, executors and administrators of such person. Notwithstanding anything in this Article VII to the contrary, a Member, Director, officer or employee of the Corporation shall not be entitled to indemnification with respect to any matter relating to or arising from such person's bad faith or willful misconduct.

ARTICLE VIII

AMENDMENTS

Subject to any restrictions set forth in the Act, amendments to these Bylaws may be proposed at any regularly called meeting of the Membership at which a quorum is present. Notice of any meeting at which amendments to these Bylaws will be proposed must be sent to the Membership prior to that meeting and must indicate that such action will be considered. The proposed amendments will be presented at the meeting for general discussion and possible revision. Following the meeting at which the proposed amendments are presented, copies of the proposed amendments, as agreed upon by a majority of the Clinical Members present at the meeting, shall be sent to all Clinical Members of the organization, along with ballots, which are to be returned to a designated office within fourteen (14) days. All ballots that are received within that period of time, or bear a postmark within that period of time, shall be deemed valid. The amendments shall be ratified by a simple majority of the valid ballots.

ARTICLE IX

CONFLICTING INTEREST TRANSACTIONS AND GENERAL POLICIES

SECTION 9.1 Disclosure

A Director shall disclose to the Board any conflicting interest the Director may have in a transaction, and no Director shall vote on any matter that would involve a conflicting interest of the Director. In the event that a Director questions whether such a conflicting interest exists, the issue shall be decided by a majority vote of the Directors present and voting, provided that the Director in question shall not vote and shall not be counted toward a quorum with respect to such vote.

SECTION 9.2 Standard

The relevant provisions of the Connecticut General Statutes shall be utilized by the Board of Directors in identifying and resolving issues of conflicting interests and loyalty and ethical matters. The Board may develop such more restrictive or additional protocols on conflicts of interest, loyalty and ethical matters as it determines are appropriate.

ARTICLE X

SEVERABILITY

The invalidity of any clause, Section, provision or Article of these Bylaws shall not affect the validity or enforceability of the remaining clauses, Sections, provisions and Articles.

ADOPTED: November 8, 2000