

BYLAWS OF THE
SECTION OF DERMATOLOGY
of the Connecticut State Medical Society

ARTICLE 1 - TITLE AND DEFINITION

The name of this association is the Section of Dermatology (the “Section”). The Section is a specialty Section of the Connecticut State Medical Society, Incorporated (“the Society”). The common name of the organization shall be the Connecticut Dermatology and Dermatologic Surgery Society.

ARTICLE II - PURPOSES

Section I. Purposes

The purposes of the Section shall be to extend medical knowledge and advance medical science; to elevate the standards of medical education in the specialty of Dermatology; to promote friendly discourse among physicians skilled in the specialty of Dermatology; to enlighten and direct public opinion so that the profession shall become increasingly useful to the public in the prevention and care of disease and in prolonging and adding comfort to life; and to educate third party payers regarding prevention and treatment of skin disease so that they may develop informed policies.

Mission

Our mission is:

Promoting quality and excellence of patient care in the medical field of dermatology through education, research and advocacy.

Values

The Society seeks to reflect the following values in all its programs and initiatives:

Patients first: Compassion, caring and listening are at the heart of delivering the highest-quality dermatologic care. We are working to ensure members' ability to facilitate access to dermatologic care and deliver the highest quality of care in Connecticut.

Professionalism: Adhering to an uncompromising code of clinical and ethical standards set forth by the AMA and American Academy of Dermatology. The cornerstones of these standards emphasize honesty, integrity, transparency, excellence and mutual respect.

Collaboration: Working together with other medical specialty organizations with mutual respect, collegiality and transparency. Collective and coordinated efforts through partnerships and teamwork encourage engagement, inspire ideas, create essential dialogue, and foster synergistic results.

Lifelong learning: Pursuing knowledge and continuous improvement, embodying a spirit of intellectual curiosity and interchange through self-assessment and ongoing evaluation. Promoting higher education and striving for excellence every day in every venue of the healthcare delivery system.

Rigorous inquiry and creative work: Pursuing excellence through innovation, creativity, critical evaluation and open dialogue.

Social responsibility: A dedication to the greater good. Community leadership, volunteerism and stewardship are hallmarks of our ability to contribute to public health in Connecticut, Nationally and Globally.

Section 2. Non-profit Organization

The Section is not organized, and shall never be maintained and conducted for the direct pecuniary profit of its members, officers, or employees but shall be, and remain, a scientific and educational association, and no member, officer or employee of the Section shall at any time receive or be entitled to receive any direct pecuniary profit from the operation of the Section except a reasonable compensation for services actually rendered. The Section may represent and negotiate the interests, including the financial interests, of the Section and its members before all types of organizations, including, without limitation, legislative bodies, other governmental organizations, and third party payors.

Section 3. Ethics

The Principles of Medical Ethics of the American Medical Association shall govern the conduct of members in their relations to each other and to the public.

ARTICLE III - MEMBERSHIP

Section 1. Members

Par. 1 - Membership shall be limited to those members of the Society who are eligible for membership pursuant to Section 1(d) of the Bylaws of the Society. According to the Bylaws of the Society, the sole requirements for membership in the Section shall

be: Active Membership, Life Membership, or Student Membership in good standings in the Society, and a bona fide, demonstrable interest in the work of the Section.

Par. 2 - Members who cease to be in good standing or cease to be members of the Society shall ipso facto have the same status in the Section. Any Member expelled from the Society or placed under suspension by the Society shall ipso facto have the same status in the Section, but his/her right to appeal his/her expulsion or suspension to the Society shall not be impaired thereby.

Section 2. Powers and Duties

The superintendence and management of the Section is vested in its members (referred to herein as the “Members” or the “Membership”). The Members have the powers provided by the Charter of The Connecticut State Medical Society, as amended, which include the power to make such bylaws and regulations for the due government of the Section as may be deemed necessary. The Members are the legislative body of the Section. The Members elect the general offices and certain boards and committees to conduct some of the Section’s affairs but delegate to the Executive Committee all powers necessary to act as the executive and administrative body of the Section in between meetings of the Membership Boards and committees elected by the Members shall be supervised by the Executive Committee between meetings of the Members and shall make written reports through the Executive Committee to the Members.

Section 3. Regular Meetings

The Membership shall meet annually at the time and place designated by the Executive Committee. The Members may hold one semi-annual meeting at the time and place designated by the Executive Committee. The order of business at each annual and each semi-annual meeting shall be that arranged by the President of the Section in accordance with Section 9. Business that may properly come before an annual meeting may be considered at a semi-annual meeting subject to the provisions of these Bylaws.

Section 4. Special Meetings

Special meetings of the Members shall be called by the President on written request of twenty-five or more Members, or on written request of a majority of the members of the Executive Director (or Secretary if there is no Executive Director) shall mail a notice to the last known address of each member of the Section, at least ten days before the special meeting is to be held. The notice shall specify the time and place of meeting and the purpose for which the meeting is called. No business shall be considered at a special meeting except that for which it was called.

Section 5. Open and Closed Sessions

Every regular or special meeting of the Members shall be an open session to which any person may be admitted as an observer, unless by majority vote of the membership a portion of the meeting is moved into a closed session. A closed session shall be restricted to members of the Section, to members of the staff of the Section and the Society, and to such other persons as may be admitted by majority vote of the Membership.

Section 6. Quorum

A quorum at any meeting of the Membership of the Section shall consist of forty percent (40%) of the Members in good standing with the Section at the time of the meeting. Only Members in good standing at the time of the Meeting shall have the right to participate in and vote at the meeting. At any time during a meeting that a quorum exists, the vote of a majority of the Members present shall be sufficient for the passage of any resolution or other matter. If a quorum is present at the commencement of a meeting then a quorum shall be presumed to exist throughout the meeting even though the number of Members present may change during the meeting.

Section 7. Procedure

Par. 1- Order of Business. The President, or in his or her absence, another officer, shall set the order of business for each meeting of the Members and shall have published in the agenda for that meeting the order of business to be followed.

Par. 2- Privilege of the Floor. The Members, in any session, by majority vote may extend an invitation to address the membership to any person, who in its judgment, might assist in its deliberation.

Par. 3- Resolutions. Resolutions may be introduced by any Member, in compliance with the following provisions.

(a) All resolutions, reports and similar items of business submitted in writing and received at the office of the Executive Director not later than thirty days before the date scheduled for that meeting shall be considered as regular business of the Members.

(b) Reports, recommendations, resolutions or other new business may be presented to the Members by the Executive Committee of the Section at any time and shall be considered as a regular business.

(c) Any business which does not qualify as regular business in accordance with the foregoing provisions may be accepted for consideration by a majority vote of the Members present. When business is introduced under the provision of this paragraph the vote shall

be taken without debate, except that the introducer shall be allowed not more than two minutes to explain why it should be considered as regular business.

ARTICLE IV- THE EXECUTIVE COMMITTEE

Section 1. Powers and Duties

Par. 1-General. The Executive Committee shall be the executive and administrative body of the Section in between meetings of the Membership and shall control all arrangements for all meetings of the Section.

Par. 2-Finances. The Executive Committee shall be the finance committee of the Section and shall superintend and direct all financial transactions of the Section. The Executive Committee shall prepare and submit annually to the members a budget for the operation of the Section for the ensuing fiscal year.

Section 2. Composition

The Executive Committee shall consist of the General Officers, Executive Director and any other members of the Section who are elected to the Executive Committee by the Members.

Section 3. Executive Director

Par. 1- Appointment. The Executive Committee shall appoint an Executive Director, subject to the approval of the Members.

Par. 2- Duties. The Executive Director shall exercise all such powers, shall carry out all such duties, and shall observe all such directions and restrictions as the Executive Committee may from time to time impose upon him/her, but in default thereof, the Executive Director shall manage and supervise the ordinary affairs and business of the Section, and do any and all acts and things necessary or conducive to such management. The duties of the Executive Director shall include but not thereby be limited to the following:

- (a) To Manage the Section's office, grounds, equipment and other property.
- (b) To employ such assistance as may be approved the Executive Committee and to supervise all employees of the Section.
- (c) To maintain membership and biographical records and the Section's Web page.

- (d) To aid and assist the officers, boards and committees of the Section in the performance of their powers and duties.
- (e) To collect Section dues.
- (f) To make necessary business arrangements, including those for commercial exhibits.
- (g) To record attendance and proceedings of all meetings of the Members, the Executive Committee, and other official meetings of the Section and to maintain records of all meetings of committees of the Section.
- (h) To maintain the Section's financial records in cooperation with the Treasurer, the Section's bankers and auditors.
- (i) To pay authorized expenditures from the funds allocated by the Treasurer.
- (j) To conduct the official correspondence of the Section including notifying members of meetings, officers of their election and terms of service, committees of their appointment, terms of office and duties.
- (k) Provide guidance services to physicians seeking professional placement in Connecticut.
- (l) To maintain working contact and cooperation with the Society.
- (m) To maintain active liaison with State government agencies.
- (n) To maintain active liaison with voluntary health agencies serving Connecticut.
- (o) To implement and coordinate the activities of the Section with respect to legislative programs.
- (p) To implement and coordinate the Section's public relations and publicity programs.

Section 4. Meetings

Par. 1 -Regular and others. The Executive Committee shall meet quarterly, and at such other times as a meeting may be called by the President of the Executive Committee or upon petition of three members of the Executive Committee as soon as possible after the Annual Meeting of the Members.

Par. 2- Quorum. A quorum shall consist of a majority of members of the Executive Committee. At any time a quorum is present the vote of a majority of the Members of the Executive Committee present shall be sufficient for the passage of any item.

Section 5. Power to Fill Vacancies.

The Executive Committee and or President shall have power to fill any vacancy which may occur in any elective office, board, or committee, for which the power or procedure to fill such vacancy is not otherwise provided, until the next annual meeting of the Members.

ARTICLE V - GENERAL OFFICERS

Section 1. Designations

The general officers of the Section shall be a President, a President-elect, a Secretary, a Treasurer, an Immediate Past President, and such other officers as the Executive Committee or the Membership shall determine from time to time to be necessary or prudent for the operation of the Section.

Section 2. Qualifications

A general officer must have been, for at least two years immediately preceding his/her election a Member of the Section.

Section 3. Term of President

The President shall be elected annually by the Members. He/she shall take office immediately after the adjournment of the annual meeting at which he/she is elected and shall serve for one year or until his/her successor is installed.

Section 4. Terms of Other General Officers

Par. 1- Election. The President-elect, the Secretary, the Treasurer and other officers (if any) shall be elected annually by the Members, each to take office immediately after the adjournment of the annual meeting at which he/she is elected and each to serve for one year or until his/her successor is installed.

Par. 2- Vacancies. In the event of a vacancy in the office of President-elect, Secretary or Treasurer, the Executive Committee and or President shall fill the vacancy by appointment of a Member of the Section to serve until the next regular meeting of the Members at which a successor shall be elected.

Section 5. Successor To The President

If the President dies, resigns or is removed from office, and a successor has not been elected by the Membership, the President-elect shall immediately become President and shall serve for the remainder of the term of his/her immediate predecessor. The President-elect shall perform the duties of the President in addition to his/her duties as President-elect, unless the Executive Committee shall appoint a new President-elect pursuant to Section 4, Par. 2 of this Article V.

Section 6. Duties of the President

The President shall be an ex-officio member of all committees. He/she shall appoint all committees not otherwise provided for in these Bylaws, subject to confirmation by the Executive Committee. He/she shall serve as representative to the Society or may delegate that responsibility to the President-elect, the Secretary or Immediate Past President. He/she shall perform such other duties as the Members or the Executive Committee shall direct.

Section 6.5 Duties of the President-elect

The President-elect shall be an ex-officio member of all committees. He/she will be responsible for all Educational program and assist the president in fulfilling all the duties of the presidency. He/she shall serve as a representative to the Society.

Section 7. Duties of the Secretary

The Secretary, in addition to the rights and duties ordinarily devolving on the secretary of a corporation by law or custom and those granted or imposed in other provisions of these Bylaws, shall perform such duties as may be specified by the Members or the Executive Committee. The Secretary shall make a report to the Annual Meeting of the Members.

Section 8. Duties of the Treasurer

The Treasurer, in addition to the rights and duties ordinarily devolving on the treasurer of a corporation by law or custom, and those granted or imposed in other provisions of these Bylaws, shall supervise the receipt of all funds due the Section, and bequests and donations made to the Section, and shall allocate funds as directed by the Executive Committee. The Treasurer shall make a report to the Annual Meeting of the Members.

Section 9. Removal of Officers

Officers may only be removed from office by vote of the Members at a meeting of the Members held in accordance with Article III. The notice for such meeting must specifically list the proposed removal.

ARTICLE VI - DUES

Section 1. Prescription

Annual dues for Members shall be prescribed for the ensuing fiscal year in an amount recommended by the Executive Committee and approved by the Members and shall be an

equal per capita assessment upon each Member, except that physicians newly in practice in the state of Connecticut (in practice for no more than two years), who become Members during the spring, will be assessed one-half of the annual dues for that fiscal year and physicians newly in practice in the state of Connecticut who become Members during the latter half of the fiscal year will be assessed one-quarter of the annual dues for that fiscal year.

Section 2. Delinquency

A Member is delinquent and not in good standing if his/her dues are not paid by April 30th of the year for which dues are prescribed and shall forfeit his/her active membership in the Section if he/she fails to pay the delinquent dues within thirty days after notice of his/her delinquency has been mailed to his/her last known address by the Executive Director of the Section.

ARTICLE VII - FISCAL YEAR AND FUNDS

Section 1. Fiscal Year

The fiscal year of the Section shall commence on January first and terminate on December thirty-first of each year.

Section 2. Deposit of Funds

All funds of the Section shall be deposited promptly upon receipt in an account in the name of the Society designated for use by the Section.

Section 3. Budget

The annual budget of the Section for each fiscal year shall be prepared by the Executive Committee and shall be presented by the Treasurer to the Members for approval. The per capita assessment of dues and any other assessments for the ensuing fiscal year shall be recommended by the Executive Committee and shall be transmitted by the Treasurer to the Members for approval. No request or resolution appropriating funds of the Section shall be considered by the Members unless the Executive Committee has made prior review of such request or resolution and has been transmitted recommendation thereon to the Members.

Section 4. Fidelity Bonds

All officers of the Section and other persons responsible for the receipt, custody and disbursement of Society funds shall be bonded at the expense of the Section by such fidelity bonds as the Section shall prescribe.

ARTICLE VIII - AMENDMENTS TO BYLAWS

Section 1. Action

The Bylaws of the Section may be amended when a quorum is present by an affirmative vote of at least two-thirds of the Members present and voting at any regular or special meeting of the Members. Amendments shall take effect immediately upon adoption unless otherwise specified.

Section 2. Procedure

Proposed amendments to the Bylaws to be submitted to a meeting of the Members and shall be mailed to the Membership at least one (1) week prior to the meeting.

ARTICLE IX - PARLIAMENTARY PROCEDURE

Section 1. Rules of Order

In all matters of parliamentary procedure, the Section shall be governed by the most recent edition of Sturges Standard Code of Parliamentary Procedures, Current Edition.

Section 2. Enablement Clause

The adoption of these Bylaws rescinds and revokes all previous Bylaws of the Section and supersedes their operation.

ARTICLE X - PERSONAL LIABILITY; INDEMNIFICATION

SECTION 1 NEITHER THE BOARD OF DIRECTORS NOR ANY COMMITTEE, NOR ANY MEMBER OR OFFICER, SHALL HAVE THE POWER TO BIND THE MEMBERS OR THE INDIVIDUAL MEMBERS OF THE COMMITTEES OR THE OFFICES OF THE SOCIETY, PERSONALLY. ALL PERSONS OR CORPORATIONS EXTENDING CREDIT TO, CONTRACTING WITH, OR HAVING ANY CLAIMS AGAINST THE SOCIETY, SHALL LOOK ONLY TO THE FUNDS AND PROPERTY OF THE SOCIETY FOR PAYMENT OF ANY DEBT, DAMAGE, JUDGMENT OR DECREE, PAYABLE TO THEM FROM THE SOCIETY, SO THAT NEITHER THE MEMBERS NOR THE MEMBERS OF THE COMMITTEES NOR THE OFFICERS, PRESENT OR FUTURE, SHALL BE PERSONALLY LIABLE THEREFOR.

SECTION 2. RIGHT TO INDEMNIFICATION.

THE DIRECTORS SHALL INDEMNIFY ANY PERSON WHO WAS, IS , OR IS THREATENED TO BE MADE A NAMED DEFENDANT OR RESPONDENT IN A PROCEEDING, WHETHER CIVIL,

CRIMINAL , ADMINISTRATIVE, OR INVESTIGATIVE, INCLUDING ALL APPEALS, BY REASON OF THE FACT THAT PERSON IS OR WAS A DIRECTOR, OFFICER, EMPLOYEE, MEMBER OF AGENT OF THE DIRECTORS. INDEMNIFICATION SHALL BE AGAINST ALL REASONABLE EXPENSES, INCLUDING WITHOUT LIMITATION, ATTORNEYS' FEES, COURT COSTS, EXPERT WITNESS FEES, JUDGMENTS, DECREES, FINES, PENALTIES, AND REASONABLE EXPENSES ACTUALLY INCURRED BY THE PERSON IN CONNECTION WITH THE PROCEEDING, EXCEPT THAT IF THE PERSON IS FOUND LIABLE TO THE CORPORATION OR IS FOUND LIABLE ON THE BASIS THAT HE OR SHE IMPROPERLY RECEIVED PERSONAL BENEFIT, INDEMNIFICATIONS SHALL BE LIMITED TO REASONABLE EXPENSES ACTUALLY INCURRED BY THE PERSON IN CONNECTION WITH THE PROCEEDING, AND SHALL NOT BE MADE IN RESPECT OF ANY PROCEEDING IN WHICH THE PERSON SHALL HAVE BEEN FOUND LIABLE FOR WILLFUL OR INTENTIONAL MISCONDUCT IN THE PERFORMANCE OF HIS OR HER DUTY TO THE DIRECTORS.

SECTION 3. LIMITATIONS ON INDEMNIFICATION

A. NO INDEMNIFICATIONS SHALL BE MADE FOR OBLIGATIONS RESULTING FROM A PROCEEDING IN WHICH THE PERSON IS FOUND LIABLE ON THE BASIS THAT PERSONAL BENEFIT WAS IMPROPERLY RECEIVED BY HIM OR HER, OR FROM A PROCEEDING IN WHICH THE PERSON IS FOUND LIABLE TO THE DIRECTORS.

B. INDEMNIFICATION UNDER THIS BYLAW SHALL BE AVAILABLE ONLY AFTER A DETERMINATION HAS BEEN MADE THAT THE PERSON ACTED IN GOOD FAITH AND:

- i. IN THE CASE OF CONDUCT IN AN OFFICIAL CAPACITY, REASONABLY BELIEVED HIS OR HER CONDUCT TO BE IN THE BEST INTERESTS OF THE DIRECTORS, OR
- ii. IN ALL OTHER CASES, REASONABLY BELIEVED HIS OR HER CONDUCT TO BE AT LEAST NOT APPROVED TO THE BEST INTERESTS OF THE DIRECTOR.

THE TERMINATION OF ANY ACTION, SUIT, OR PROCEEDING BY JUDGMENT, ORDER, SETTLEMENT, CONVICTION, OR ON A PLEA OF NOT GUILTY OR ITS EQUIVALENT, SHALL NOT OF ITSELF BE DETERMINATIVE THAT THE PERSON FAILED TO ACT IN ACCORDANCE WITH THESE REQUIREMENTS. A PERSON SHALL BE DEEMED TO HAVE BEEN FOUND LIABLE IN RESPECT OF ANY CLAIM, ISSUE, OR MATTER ONLY AFTER THE PERSON SHALL HAVE BEEN SO ADJUDGED BY A COURT OF COMPETENT JURISDICTION AFTER EXHAUSTION OF ALL APPEALS FROM THE JUDGMENT.

C. THE DETERMINATION OF INDEMNIFICATION REQUIRED BY PARAGRAPH (b) ABOVE, MUST BE MADE:

- i. BY MAJORITY VOTE OF A QUORUM OF DIRECTORS NOT NAMED AS DEFENDANTS OR RESPONDENTS IN THE PROCEEDING; OR
- ii. IF SUCH A QUORUM CANNOT BE OBTAINED, BY A MAJORITY VOTE OF A COMMITTEE OF THE BOARD OF DIRECTORS, DESIGNATED BY MAJORITY VOTE OF ALL DIRECTORS, CONSISTING OF TWO OR MORE DIRECTORS NOT NAMED DEFENDANTS OR RESPONDENTS IN THE PROCEEDING; OR
- iii. BY SPECIAL LEGAL COUNSEL SELECTED BY THE BOARD OF DIRECTORS OR BY A COMMITTEE OF THE BOARD BY VOTE AS SET FORTH IN SUBPARAGRAPHS (i) OR (ii) ABOVE, OR IF SUCH A QUORUM CANNOT BE OBTAINED AND SUCH A COMMITTEE CANNOT BE ESTABLISHED, BY A MAJORITY VOTE OF ALL DIRECTORS.

AUTHORIZATION OF INDEMNIFICATIONS AND DETERMINATION OF ALL REASONABLENESS OF EXPENSES SHALL BE MADE IN THE SAME MANNER AS THE DETERMINATION THAT INDEMNIFICATION IS PERMISSIBLE, EXCEPT THAT IF THE DETERMINATION THAT INDEMNIFICATION IS PERMISSIBLE IS MADE BY SPECIAL LEGAL COUNSEL, AUTHORIZATION OF INDEMNIFICATIONS AND DETERMINATION OF REASONABLENESS OF EXPENSES SHALL BE MADE IN THE MANNER SPECIFIED IN SUBPARAGRAPH (ii) ABOVE, FOR THE SELECTION OF SPECIAL LEGAL COUNSEL.

SECTION 4. INDEMNITY FOR SUCCESSFUL DEFENSE.

IN SPITE OF ANY LIMITATIONS SET FORTH IN SECTION 2 AND 3, ABOVE, TO THE EXTENT THAT ANY PERSON HAS BEEN WHOLLY SUCCESSFUL ON THE MERITS OR OTHERWISE IN DEFENSE OF A PROCEEDING REFERRED TO IN THOSE SECTIONS, THAT PERSON SHALL BE INDEMNIFIED AGAINST ALL REASONABLE EXPENSES INCURRED BY HIM OR HER, INCLUDING, WITHOUT LIMITATION, ATTORNEYS' FEES, COURT COSTS, AND EXPERT WITNESS FEES.

SECTION 5. ADVANCEMENT OF EXPENSES

REASONABLE EXPENSES INCURRED BY A DIRECTOR, OFFICER, EMPLOYEE, OR AGENT OF THE DIRECTORS WHO WAS, IS, OR IS THREATENED TO BE MADE A NAMED DEFENDANT OR RESPONDENT IN AN ACTION, SUITE, OR PROCEEDING MAY BE PAID OR REIMBURSED BY THE DIRECTORS IN ADVANCE OF THE FINAL DISPOSITION AS AUTHORIZED BY THE BOARD OF DIRECTORS. BEFORE AUTHORIZING THE ADVANCE, THE BOARD OF DIRECTORS MUST DETERMINE THAT UNDER THE FACTS THEN KNOWN INDEMNIFICATION WOULD NOT BE PRECLUDED UNDER THESE BYLAWS. IN ADDITION, THE BOARD MUST RECEIVE:

A. A WRITTEN AFFIRMATION BY THE DIRECTOR, OFFICER, EMPLOYEE, OR AGENT INVOLVED OF THAT PERSON'S GOOD FAITH BELIEF THAT SHE HAD MET THE STANDARD OF CONDUCT NECESSARY UNDER THESE BYLAWS FOR INDEMNIFICATION; AND
B. A WRITTEN UNDERTAKING BY OR ON BEHALF OF THE DIRECTOR, OFFICER, OR EMPLOYEE INVOLVED TO REPAY THE EXPENSES IF IT IS ULTIMATELY DETERMINED THAT HE OR SHE HAD NOT MET THE STANDARD OF CONDUCT NECESSARY UNDER THESE BYLAWS FOR INDEMNIFICATION.

SECTION 6. INDEMNIFICATION NOT EXCLUSIVE.

THE INDEMNIFICATION PROVIDED BY THIS ARTICLE SHALL NOT BE DEEMED TO BE EXCLUSIVE OF ANY OTHER RIGHTS TO WHICH ANY PERSON INDEMNIFIED MAY BE ENTITLED UNDER ANY REGULATION, AGREEMENT, VOTE OF THE DISINTERESTED DIRECTORS OR OTHERWISE. THE INDEMNIFICATION PROVIDED BY THIS ARTICLE SHALL NOT BE DEEMED EXCLUSIVE OF ANY OTHER POWER TO INDEMNIFY OR RIGHT TO INDEMNIFICATION THAT THE DIRECTORS OR ANY PERSON REFERRED TO IN THIS ARTICLE MAY HAVE OR ACQUIRE UNDER THE LAWS OF THE STATE OF CONNECTICUT. INDEMNIFICATIONS SHALL CONTINUE AND INURE TO THE BENEFIT OF THE HEIRS, EXECUTORS, AND ADMINISTRATORS OF ANY PERSON ENTITLED TO INDEMNIFICATION UNDER THIS ARTICLE.

SECTION 7. INSURANCE

THE DIRECTORS MAY PURCHASE AND MAINTAIN INSURANCE OR ANOTHER ARRANGEMENT ON BEHALF OF ANY PERSON WHO IS OR WAS A DIRECTOR, OFFICER, EMPLOYEE, OR DESIGNATED AGENT OF THE DIRECTORS OR WHO IS OR WAS SERVING AT THE REQUEST OF THE DIRECTORS AS A DIRECTOR, OFFICER, PARTNER, VENTURER, PROPRIETOR, EMPLOYEE, AGENT, OR SIMILAR FUNCTIONARY OF ANOTHER FOREIGN OR DOMESTIC CORPORATION, PARTNERSHIP, JOINT VENTURE, SOLE PROPRIETORSHIP, TRUST, EMPLOYEE BENEFIT PLAN, OR OTHER ENTERPRISE, AGAINST ANY LIABILITY ASSERTED AGAINST AND INCURRED BY THAT PERSON IN HIS OR HER STATUS AS SUCH, WHETHER OR NOT THE DIRECTORS WOULD HAVE THE POWER TO INDEMNIFY HIM OR HER UNDER THE PROVISIONS OF THIS ARTICLE. IF THE INSURANCE OR OTHER ARRANGEMENT IS WITH A PERSON OR ENTITY THAT IS NOT REGULARLY ENGAGED IN THE BUSINESS OF INSURANCE COVERAGE, THE INSURANCE OR ARRANGEMENT MAY PROVIDE FOR PAYMENT OF A LIABILITY WITH RESPECT TO WHICH THE DIRECTORS WOULD NOT HAVE THE POWER TO INDEMNIFY THE PERSON ONLY IF INCLUDING COVERAGE FOR THE ADDITIONAL LIABILITY HAS BEEN APPROVED BY THE DIRECTORS. WITHOUT LIMITING THE DIRECTOR'S POWER TO PROCURE OR MAINTAIN

ANY KIND OF INSURANCE OR OTHER ARRANGEMENT, THE DIRECTORS, FOR THE BENEFIT OF PERSONS IT HAS INDEMNIFIED, MAY:

- a. CREATE A TRUST FUND;
- b. ESTABLISH ANY FORM OF SELF-INSURANCE;
- c. SECURE ITS INDEMNITY OBLIGATION BY GRANT OF A SECURITY INTEREST OR OTHER LIEN ON THE DIRECTOR'S ASSETS; OR
- d. ESTABLISH A LETTER OF CREDIT, GUARANTY, OR SURETY ARRANGEMENT.

THE INSURANCE OR OTHER ARRANGEMENT MAY BE PROCURED, MAINTAINED, OR ESTABLISHED WITHIN THE EXECUTIVE BOARD OF DIRECTORS OR WITH ANY INSURER OR OTHER PERSON DEEMED APPROPRIATE BY THE BOARD OF DIRECTORS REGARDLESS OF WHETHER ALL OR PART OF THE STOCK OR OTHER SECURITIES OF THE INSURER OR OTHER PERSON ARE OWNED IN A WHOLE OR IN PART BY THE DIRECTORS. IN THE ABSENCE OF FRAUD, THE JUDGMENT OF THE BOARD OF DIRECTORS AS TO THE TERMS AND CONDITIONS OF THE INSURANCE OR OTHER ARRANGEMENTS AND THE IDENTITY OF THE INSURER OR OTHER PERSON PARTICIPATING IN AN ARRANGEMENT SHALL BE CONCLUSIVE, AND IN THE INSURANCE OR ARRANGEMENT SHALL NOT BE VOIDABLE AND SHALL NOT SUBJECT THE DIRECTORS APPROVING THE INSURANCE OR ARRANGEMENT TO LIABILITY, ON ANY GROUND, REGARDLESS OF WHETHER DIRECTORS PARTICIPATING IN THE APPROVAL ARE BENEFICIARIES OF THE INSURANCE OR ARRANGEMENT. (reviewed 9-18-25)