

DARIEN ADVOCATES FOR THE EDUCATION OF THE GIFTED, INC.
AMENDED AND RESTATED BYLAWS
APPROVED: 5/5/2016

ARTICLE I

General

Section 1.01. Name. The name of the corporation is Darien Advocates for the Education of the Gifted, Inc. (hereinafter "DAEG").

Section 1.02. Principal Office. The principal office of DAEG shall be located in the State of Connecticut, Town of Darien, County of Fairfield. The books and records of DAEG may be kept at such place or places within or without the State of Connecticut as the Board of Directors may from time to time designate.

Section 1.03. Purpose. The purpose of DAEG is to engage in any lawful activity permitted under Connecticut law. Without limiting the foregoing, DAEG was formed for the purpose of acting as an advocate for gifted children in Darien Public Schools. The goals of DAEG shall be to advocate for high quality educational programs for gifted children; to inform parents, teachers, administrators, and the community about issues, and trends, which relate to the educational needs of gifted children; and to provide children with opportunities for enrichment; and to promote excellent education for all children within the Darien Public School district.

Section 1.04. Fiscal Year. The fiscal year of DAEG shall end on June 30th of each year.

ARTICLE II

Members

Section 2.01. Membership. The members of DAEG shall consist of those persons having (1) completed or otherwise satisfied established application procedures; and (2) paid in full all dues. A membership may be purchased and held in the names of one or more persons (i.e. Mr. and Mrs. Jones). Such a jointly held membership shall be entitled to only one vote on matters voted on by the members.

A bill for annual dues shall be rendered to each member prior to the period for which they are payable. Such bills shall state the amount and date upon which such dues are payable.

Section 2.02. Annual Meeting. A meeting of the members of DAEG shall be held annually in the month of May, or within a reasonable time thereafter as the Board of Directors shall determine, for the election of directors and the transaction of such other business as may properly come before the meeting.

Section 2.03. Special Meetings. DAEG shall hold a special meeting of members entitled to vote: (1) on call of the Board of Directors; or (2) if the members holding at least five per cent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date and deliver to DAEG one or more written demands for the meeting describing the purposes for which it is to be held. If a call for such special meeting is not issued within fifteen days after receipt of such members' request, such members may call the meeting. The record date for determining members entitled to demand a special

meeting is the date the first member signs the demand. Special meetings of members may be held in or out of this state as stated in the notice of such meeting. Only business within the purpose or purposes described in the meeting notice may be conducted at a special meeting of members.

Section 2.04. Place of Meetings. Meetings of the members shall be held at such place within or outside the state of Connecticut, as may be fixed in the call and notice of meeting or waiver thereof.

Section 2.05. Action Without Meeting. Any action approved by written consent signed by a majority of members then entitled to vote shall be valid, whether or not a meeting of the members has taken place. The Secretary shall file such consents with the minutes of the meetings with the members. A consent of the members executed in compliance herewith has the effect of a meeting vote and may be described as such in any document. The Secretary shall file such consent or consents, or certify the tabulation of such consents and file such certificate, with the minutes of the meetings of the members. The record date for determining members entitled to take action without a meeting is the date the first member signs the consent.

Section 2.06. Quorum and Voting Requirements. At all meetings of members a quorum shall consist of those members entitled to vote on such matter present in person or by proxy.. Unless otherwise provided in these Bylaws or the Certificate of Incorporation, the affirmative vote of the majority of the members entitled to vote thereon shall be required for approval of action on any matter by the members.

Section 2.07. Notice of Member Meetings. DAEG shall notify members entitled to vote of the date, time and place of each annual, regular and special meeting of the members no fewer than ten (10) nor more than sixty (60) days before the meeting date. DAEG is required to give notice only to members entitled to vote at the meeting.

Notice of a special meeting of members shall include a description of the purpose or purposes for which the meeting is called. Unless otherwise specified in these Bylaws, the record date for determining members entitled to notice of and to vote at an annual, regular and special meeting of the members is the day before the first notice is delivered to members. Any person having paid the required dues of DAEG after said record date will be entitled to vote at any meeting of members provided such person signs a waiver of their right to notice and delivers such waiver to DAEG.

If an annual, regular or special meeting of members is adjourned to a different date, time or place, notice need not be given of the new date, time or place if the new date, time or place is announced at the meeting before adjournment. If a new record date for the adjourned meeting is or must be fixed, however, notice of the adjourned meeting must be given to persons who are members entitled to vote as of the new record date.

A member who is present at a meeting of the members of DAEG when corporate action is taken is deemed to have assented to the action taken unless: (1) he objects at the beginning of the meeting, or promptly upon his arrival, to holding it or transacting business at the meeting; (2) his dissent or abstention from the action taken is entered in the minutes of the meeting; or (3) he delivers written notice of his dissent or abstention to the presiding officer of the meeting before its adjournment or to any other officer of DAEG immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who voted in favor of the action taken.

Section 2.08. Waiver of Notice. The members may waive any notice required before or after the date and time stated in the notice. The waiver must be in writing, signed by the member and shall be included in the minutes of DAEG.

Section 2.09. Member Voting Rights. Each member is entitled to one (1) vote on each matter voted on at a meeting of the members. Votes of the members, at any meeting, shall be taken orally. If the person(s) presiding over the meeting cannot determine the outcome of the oral vote, a subsequent vote shall be taken by written ballot.

Section 2.10. Proxies. A member may vote in person or by proxy. DAEG is entitled to accept the proxy's vote or other action as that of the member making the appointment.

Section 2.11. Termination of membership. A member shall cease to be a member upon the happening of any one of the following: (a) death, (b) written resignation sent to DAEG, (c) failure to pay dues or other indebtedness in full within sixty (60) days from the date on which they become due, or (d) expulsion for conduct described in Section 2.13 below. Termination of membership shall not discharge the indebtedness of any member to DAEG. Termination of membership under (c) above shall be automatically reinstated upon payment in full of all dues or other obligations then unpaid. Such reinstatement shall not extend the term of the original membership.

Section 2.12. Effect of Resignation. Resignations will be effective when received in writing by DAEG. Resignation shall not relieve a member of liability for any other indebtedness to DAEG.

Section 2.13. Expulsion of Members. The Board of Directors shall have the power, by a two-thirds (2/3) affirmative vote of the entire Board of Directors, to expel a member for conduct which it considers detrimental to the best interests of DAEG, provided that no such action shall be taken until such member shall have been notified in writing of charges against him and shall have been given full opportunity to be heard by the Board of Directors or any Committee thereof charged with the power to address such matters.

ARTICLE III

Management

Section 3.01. Board of Directors. The property and affairs of DAEG, shall be managed by a Board of Directors consisting of at least three (3) but no more than twelve (12) members to be elected by the members at the Annual Meeting of members for a term of one (1) year commencing on the first of the month following such election and until their successors are duly elected and qualified.

Section 3.02. Nominations. Nominations of persons for election to the Board of Directors may be made at a meeting of members by or at the discretion of the Board of Directors or by any member entitled to vote for the election of directors at the meeting who complies with the notice procedures set forth in this paragraph. Such nomination by a member shall be made only if written notice of such member's intent to make such nomination or nominations has been given to DAEG, delivered to or mailed and received at the offices of DAEG not less than two (2) days, nor more than ten (10) days prior to the meeting. Such member's notice shall set forth (1) as to each person whom the member proposes to nominate for election as a director, (a) the name, age, business address and residence address of such person, (b) the principal occupation or employment of such person, and (c)

any other information relating to such person that is required by applicable law and regulations (including without limitation such person's written consent to being named a nominee and to serving as a director if elected); and (2) as to the member giving the notice, (a) the name and address of such member, (b) a representation that the member is entitled to vote at such meeting and intends to appear in person at the meeting to nominate the person or persons specified in the notice, and (c) a description of all arrangements and understandings between the member and each nominee and any other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by the member. At the requirement of the Board of Directors, any person nominated by the Board of Directors for election as a director shall furnish to DAEG that information which would be required to be set forth in a member's notice of nomination which pertains to the nominee. The presiding officer of the meeting shall refuse to acknowledge the nomination of any person not made in compliance with this paragraph and the defective nomination shall be disregarded.

Section 3.03. Vacancies. Vacancies on the Board of Directors may be filled by majority vote of the directors then in office.

Section 3.04. Regular Meetings. Regular meetings of the Board of Directors shall be held no fewer than twice a year or at such times as the Board of Directors shall determine, from time to time, without notice.

Section 3.05. Special Meetings. Special meetings of the Board of Directors may be called by the President or by at least three (3) directors upon two (2) days' prior notice to the entire Board of Directors.

Section 3.06. Quorum. The presence of at least a majority of the members of the Board of Directors shall be required to constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors, and all matters shall be decided by the affirmative vote of a majority of the directors present, except in cases where the presence of a vote or a greater number is required by these Bylaws, the Certificate of Incorporation or by statute. In the absence of a quorum, a majority of directors present at any meeting may adjourn the same from time to time until a quorum shall be had.

Section 3.07. Notice of Board Meetings. Except where otherwise required by statute, notice of the time and place of each special meeting of the Board of Directors shall be mailed or emailed to each director, addressed to him at his residence or usual place of business, at least two (2) days before the day on which the meeting is to be held, or be delivered personally no later than the day before the meeting is to be held.

Section 3.08. Waiver of Notice. A director entitled to notice may waive any such notice before or after the date and time stated in the notice. The waiver must be in writing, be signed by the director entitled to the notice and be delivered to DAEG for inclusion in the records of DAEG.

Section 3.09. Removal of Directors. Any director may be removed at any time, with or without cause, by the affirmative vote of a majority of all of the members at any special meeting of the members called for such purpose or by majority vote of the entire Board of Directors.

Section 3.10. Action Without Meeting. Action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board of Directors. The action shall be evidenced by one or more written

consents describing the action taken, signed by each director, and included in the minutes of the proceedings of the Board of Directors. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document. Written consents under this Section 3.10 will be deemed signed and delivered to DAEG if sent by electronic mail to all members of the Board.

A director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless: (1) he objects at the beginning of the meeting, or promptly upon his arrival, to holding it or transacting business at the meeting; (2) his dissent or abstention from the action taken is entered in the minutes of the meeting; or (3) he delivers written notice of his dissent or abstention to the presiding officer of the meeting before its adjournment or to any other officer of DAEG immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

ARTICLE IV

Officers

Section 4.01. Officers. The officers of DAEG shall consist of two Co-Presidents, two Vice Presidents, a Secretary and a Treasurer and such other officers as the Board of Directors shall determine, from time to time.

Section 4.02. Election, Term of Office, and Qualification. The officers of DAEG shall be elected at the Annual Meeting of the membership for a one (1) year term to commence on the first of the month following their election and until their successors are duly elected and qualified or until the sooner of his or her death, resignation or removal. No officer may serve more than two (2) consecutive terms in the same office without an affirmative vote of at least two-thirds (2/3) of the Board of Directors.

Section 4.03. Assistants, Employees, etc. In addition to the officers enumerated in Section 4.01 above, DAEG may have such other assistants and employees as the Board of Directors may deem necessary, including one or more Assistant Secretaries and one or more Assistant Treasurers, each of whom shall hold office for such period, have such authority, and perform such duties as the Board of Directors may determine, from time to time. The Board of Directors may delegate to any other officer the power to appoint any such assistants, agents or employees. Assistants need not be members of DAEG.

Section 4.04. Removal. Any officer may be removed at any time by the affirmative vote of a majority of the members of the Board of Directors at any special meeting called for such purpose.

Section 4.05. Resignations. Any officer may resign at any time by written notice to DAEG. Any such resignation shall be effective as of the time specified therein or, if no time is so specified, immediately.

Section 4.06. Vacancies. A vacancy in any office due to death, resignation, removal, or any other cause, shall be filled for the unexpired portion of the term by election at a special meeting of the Board of Directors.

Section 4.07. Duties of Officers. The duties and powers of the officers shall be such as described below and as usually attached to their respective offices in addition to such other duties and powers as may be assigned or specifically enumerated by the Board of Directors.

1. The Co-Presidents shall:

- (a) Preside at all meetings of the Board of Directors.
- (b) Have supervision of DAEG.
- (c) Execute appropriate papers and documents on behalf of DAEG as authorized by the Board of Directors.
- (d) Appoint the chairpersons of all Board Committees, subject to approval by the Board of Directors, and be a member *ex-officio* of all such committees.
- (e) Represent DAEG as directed by the Board of Directors.

2. The Vice Presidents shall:

- (a) In the event of the absence, resignation or incapacity of the Co-Presidents, assume the office and duties of the Co-Presidents until a suitable successor is identified. In the event of a resignation, the Board will appoint a successor as enumerated in Section 4.06 to serve the remainder of the year.
- (b) Coordinate the activities of selected committees.
- (c) Perform such other functions as designated by the Board or Co-Presidents.

3. The Secretary shall:

- (a) Prepare, or supervise the preparation of the minutes of Board meetings and of such other official meetings as may be appropriate, and have responsibility for updating, as appropriate, the legal record books of DAEG, which will be held by the Secretary.
- (b) Store and maintain important records for DAEG including the Certificate of Incorporation and records of the meeting minutes.
- (c) Carry on such correspondence for DAEG as the President or the Board shall request.
- (d) Perform such other duties as may be required by the office.

4. The Treasurer shall:

- (a) Oversee all funds of DAEG that are under the direction of the Board of Directors.
- (b) Oversee and prepare the budget of DAEG, and the operating expenditures of DAEG as contemplated by the budget or as otherwise approved by the Board of Directors.
- (c) Submit a semi-annual report of all receipts and expenditures and assets on hand each July and January and make such other reports as may be required by law or requested

by the Board.

- (d) Present the budget at the Annual Meeting of the Board of Directors.
- (e) Have such other powers and duties as generally pertain to the office.

ARTICLE V

Committees

Section 5.01. Executive Committee. The Board of Directors may, at a meeting at which a quorum is present, by resolution adopted by the affirmative vote of a majority of the Directors present, establish an Executive Committee. The executive committee shall consist of the officers of DAEG and any other board members designated and agreed upon by a majority vote of the Board of Directors. The executive committee members shall hold office at the pleasure of the Board of Directors and until the next Annual Meeting of the Board of Directors.

The Executive Committee of the Board of Directors shall oversee the duties which the Board of Directors by proper resolution, appoint and delegate to them. The Executive Committee may not (a) amend the Bylaws of DAEG or (b) vote to dissolve DAEG. A majority of the membership of the Executive Committee shall constitute a quorum. All actions taken by the Executive Committee shall be reported to the Board. The Board of Directors may remove any Executive Committee member with or without cause, by a majority vote of the entire Board of Directors.

Section 5.02. Nominating Committee. There shall be a Nominating Committee composed of at least four (4) persons selected by the Board of Directors. Such committee shall consider and make nominations for election to the Board of Directors and for the election of officers of the DAEG before the Annual Meeting of the members and shall also make nominations with respect to the interim election of officers or directors. Such a committee shall also be responsible for providing an orientation guide for new board members and information to new board members.

Section 5.03 . Barbara Harrington Fund Committee. There shall be a Barbara Harrington Fund Committee led by the Barbara Harrington Fund co-chairs and including but not limited to Treasurer, Co-Presidents and other members of the Board of Directors. The purpose of this committee will be to review the Barbara Harrington grant applications as well as approve the awarding of grants.

Section 5.04. Other Committees. The Board of Directors may appoint additional committees from time to time for any appropriate purpose.

Section 5.05. Committee Meetings. All committees shall meet as needed and make recommendations to the Board.

Section 5.06. Board Power Over Committees. The Board shall have general supervision and control over all committees, however appointed, and may remove or supersede at its discretion any or all acts of any committee.

Section 5.07. Committee Quorum. The chairperson of each committee shall give notice to each committee member of the time and place of the meetings. A majority of the members of each committee shall constitute a quorum. When no quorum is present, business may be

transacted subject to approval by a majority of the members of the committee within ten days of the meeting.

ARTICLE VI

Conflicts of Interest

Section 6.01. Policy. A director or officer shall disclose to the Board of Directors any potential conflicts of interest in connection with proposed actions of DAEG. When any such conflict of interest is relevant to a matter requiring action by the Board of Directors, or a committee thereof, such interested director or officer shall not vote on the matter. Moreover, the interested director or officer shall retire from the room in which the Board of Directors, or committee thereof, is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, the interested director or officer shall provide the Board of Directors or committee with any and all material information related to such proposed action.

Section 6.02. Disclosure. The minutes of the meeting of the Board of Directors or committee shall reflect that a conflict of interest was disclosed and that the interested director or officer was not present during the final discussion or vote and did not vote. When there is a doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors, or committee thereof, excluding the interested director or officer concerning whose situation the doubt has arisen.

ARTICLE VII

Indemnification

Section 7.01. Liability for Monetary Damages. A director of DAEG shall not be personally liable to DAEG or its members for monetary damages for breach of duty as a director if such breach did not (a) involve a knowing and culpable violation of law by the director, (b) enable the director or an associate, as defined in Section 33-840 of the Act, to receive an improper personal economic gain, (c) show a lack of good faith and a conscious disregard for the duty of the director to DAEG under circumstances in which the director was aware that his conduct or omission created an unjustifiable risk of serious injury to DAEG, or (d) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to DAEG.

Section 7.02. Permissible Indemnification. DAEG may indemnify an individual who is a party to a proceeding because he is a director against liability incurred in the proceeding if: (1) (a) he conducted himself in good faith; (b) he reasonably believed (i) in the case of conduct in his official capacity, that his conduct was in the best interest of DAEG; and (ii) in all other cases, that his conduct was at least not opposed to the best interests of DAEG; and (c) in the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful; or (2) he engaged in conduct for which broader indemnification has been made permissible or obligatory under a provision of DAEG's Certificate of Incorporation.

Unless otherwise required by statute, DAEG may not indemnify a director: (1) in connection with a proceeding by or in the right of DAEG except for reasonable expenses incurred in connection with the proceeding if it is determined that the director has met the relevant standard of conduct; or (2) in connection with any proceeding with respect to conduct for which he was adjudged liable on the basis that he received a financial benefit to which he was not entitled, whether or not involving action in his official capacity.

Section 7.03. Mandatory Indemnification. DAEG shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he was a party because he was a director of DAEG against reasonable expenses incurred by him in connection with the proceeding.

Section 7.04. Advance of Expenses. DAEG may, before final disposition of a proceeding, advance funds to pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding because he is a director if he delivers to DAEG: (1) a written affirmation of his good faith belief that he has made the relevant standard of conduct described in Section 33-1117 of the Act, or that the proceeding involved conduct for which liability has been limited under a provision of DAEG's Certificate of Incorporation as authorized by subdivision (4) of subsection (b) of Section 33-1026 of the Act; and (2) his written undertaking to repay any funds advanced if he is not entitled to mandatory indemnification under section 33-1118 of the Act and it is ultimately determined under Section 33-1120 or 33-1121 of the Act that he has not met the relevant standard of conduct described in Section 33-1117. Such undertaking must be an unlimited general obligation of the director but need not be secured and may be accepted without reference to the financial ability of the director to make repayment.

Authorization of indemnification shall be made by the Board: (a) if there are two or more disinterested directors, by a majority vote of all the disinterested directors, a majority of whom shall for such purpose constitute a quorum, or by a majority of the members of a committee of two or more disinterested directors appointed by such a vote; or (b) if there are fewer than two disinterested directors, by the vote necessary for action by the Board in accordance with Section 33-1100 of the Act, in which authorization directors who do not qualify as disinterested directors may participate.

Section 7.05. Officers and Employees. DAEG may indemnify and advance expenses to an officer, employee or agent of DAEG who is a party to proceeding because he is an officer, employee or agent of DAEG to the same extent as a director, and if he is an officer, employee or agent but not a director, to such further extent, consistent with public policy, as may be provided by contract, DAEG's Certificate of Incorporation, these Bylaws or resolution of the Board of Directors. The terms of this paragraph shall apply to an officer, employee or agent who is also a director if the basis on which he is made a party to the proceeding is an act or omission solely as an officer, employee or agent.

Section 7.06. Amendment, Modification or Repeal. If the Act is hereafter amended to authorize, with or without the approval of DAEG's members, further reductions in the liability of DAEG's directors for breach of duty, then a director of DAEG shall not be liable for any breach to the fullest extent permitted by the Act as so amended. Further, any repeal or modification of the foregoing provisions, by amendment of this Article or by operation of law, shall not adversely affect any right or protection of a director of DAEG with respect to any acts or omissions of such director occurring prior to such repeal or modification.

ARTICLE VIII

Dissolution

Section 8.01. Dissolution. DAEG may be dissolved by affirmative vote of two-thirds (2/3) of the members of the Board of Directors and thereafter the business and affairs of DAEG shall be wound up and assets distributed in accordance with the Connecticut Revised Nonstock Corporation Act (the "Act") and in accordance with these Bylaws.

Section 8.02. Assets. Upon dissolution, the assets of DAEG will be distributed to any organization or organizations established to perform the purposes for which DAEG was formed in accordance with its Certificate of Incorporation and these Bylaws, in such proportion and for such purposes as the Board of Directors shall determine.

ARTICLE IX

Amendments

Section 9.01. Amendments. These Bylaws of DAEG shall be subject to alteration, amendment or repeal, and new Bylaws not inconsistent with any provision of the Certificate of Incorporation or statute, may be made, either by the members of DAEG at any annual or special meeting of the members, or by the affirmative vote of at least two-thirds (2/3) of the entire Board of Directors at any regular or special meeting of the Board of Directors, provided that notice of the proposals to make, alter, amend or repeal such Bylaws be included in the notice of such meeting, and provided further that no such alteration, amendment or repeal by the Board of Directors shall be effective until the expiration of thirty (30) days after such notice of such action has been emailed to all members and posted on the DAEG website.