

GOVERNANCE PROCEDURES  
OF  
THE CONNECTICUT INNOCENCE FUND, ADVISORY COMMITTEE

ARTICLE I.

Mission

Section 1. The mission of the Connecticut Innocence Fund, Advisory Committee is to administer a tax-deductible fund to provide monetary advances to assist newly released exonerees with immediate financial needs prior to awards of compensation from the State of Connecticut. The Committee's role is set out further in a Memorandum of Understanding between Community Partners in Action and the Connecticut Bar Foundation dated February 2012. The advances will be loans, to be repaid to the fund out of the exonerees' compensation awards.

ARTICLE II.

Members of the Advisory Committee

Section 1. Such persons as are, from time to time, elected shall be members of the Advisory Committee. The initial Advisory Committee shall be comprised of five members selected by the Connecticut Bar Foundation and Community Partners In Action to serve for a term of three years commencing July 1, 2012.

Section 2. There shall be a single class of membership comprising the Advisory Committee. The Advisory Committee may, from time to time, establish additional classes of membership.

ARTICLE III.

Meetings of the Advisory Committee

Section 1. The annual meeting of the Advisory Committee for the election of members and the transaction of other business shall be held during the month of June at a time and place designated by the chairperson.

Section 2. Special meetings of the Advisory Committee shall be held upon the call of the Chairperson of the Advisory Committee, or upon the written request of one or more members, to be

held at such times and places as may be fixed in the call of such meeting.

Section 3. Notice of the Annual Meeting of the Advisory Committee and notice of Special Meetings shall be delivered electronically, by telephone or by mail to each member at least three (3) days before the meeting. Any notice of Special Meeting shall state in general terms the business to be conducted at such meeting.

Section 4. At all meetings of the Advisory Committee, a majority of the members, whether present in person or by proxy, shall constitute a quorum, but less than a quorum shall have power to adjourn from time to time, until a quorum be present.

Section 5. A “meeting” shall include a convening of members in person as well as by electronic means, including teleconference and video conference.

Section 6. The members may take or authorize any action which could be taken or authorized at a meeting of members by agreement of a majority of the Advisory Committee.

Section 7. Any action to be taken by the members, include the disbursement of monies, shall require the affirmative vote of not less than three members of the Advisory Committee.

#### ARTICLE IV.

##### Members

Section 1. Members of the Advisory Committee shall be elected by the current members and approved by the Connecticut Bar Foundation and Community Partners In Action and shall hold office for a term of three years and until their successors shall be elected and qualified. Vacancies in elected memberships occurring for any cause (including increases in the number of elected members) may be filled by the members for the unexpired term by a majority vote of the members present at any meeting at which a quorum is present. Prior to the Annual Meeting of the Advisory Committee, the members shall present a slate of candidates to fill vacancies on the Advisory Committee that have resulted from the expiration of terms or for other reasons. Members may serve more than one term on the Advisory Committee.

ARTICLE V.

Officers

Section 1. The officers of the Advisory Committee shall consist of the Chairperson, a Vice Chairperson, a Secretary, and such other officers as the Advisory Committee may from time to time determine.

Section 2. Gerard Smyth shall act as the initial Chairperson of the Advisory Committee and shall be in charge of the direction of its meetings and affairs. The Secretary shall be serving as such from time to time. The Secretary and other officers of the Advisory Committee shall have the powers and perform duties that usually pertain to their respective offices, or as may from time to time be prescribed by the Advisory Committee.

Section 3. The Chairperson, the Vice Chairperson, the Secretary and any other officers shall be elected by the Advisory Committee at their first meeting following the Advisory Committee's election of the members. All officers shall hold office during the pleasure of the members.

ARTICLE VI.

Committees

Section 1. The Advisory Committee may appoint one or more other committees for such purposes and with such powers and duties as may lawfully be delegated by the Advisory Committee. At least a majority of each committee shall be members of the Advisory Committee.

ARTICLE VII.

Amendments

Section 1. These Governance Procedures may be added to, amended or repealed, in whole or in part, by the Advisory Committee, in each case by a majority vote at any meeting at which a quorum is present, provided that notice of the proposed addition, amendment or repeal has been given to each member, in the notice of such meeting; but any Governance Procedures adopted by the Advisory Committee shall be subject to subsequent approval, amendment or repeal by the Connecticut Bar Foundation and Community Partners In Action.