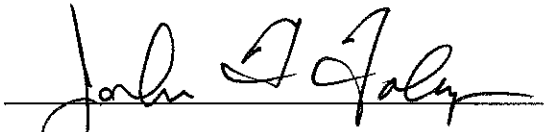


SECRETARY'S CERTIFICATE

I hereby certify that the attached By-Laws have been approved and adopted as and for the By-Laws of the CONNECTICUT STATE POLICE EMERALD SOCIETY, INC., and that the attached is a true and accurate copy of said By-Laws.

Dated this 10 day of Dec., 1999.


Secretary

BY-LAWS

CONNECTICUT STATE POLICE EMERALD SOCIETY, INC.

ARTICLE I

NAME, PURPOSE, OFFICES and BOOKS

Section 1 - Name:

The name of the Corporation shall be **CONNECTICUT STATE POLICE EMERALD SOCIETY, INC.** (the "**Corporation**"), a nonstock, nonprofit Corporation organized under the laws of the State of Connecticut.

Section 2 - Purpose:

A. A society dedicated to the preservation and promotion of Irish History and culture and for the furtherance of the highest standards of professionalism in law enforcement and which shall operate under the rules and regulations of Section 501(c)(7) of the Internal Revenue Code of 1986, as the same may be amended from time to time.

B. To the extent necessarily incident to the above purposes, to engage in any act or activity and to exercise any and all rights and/or powers now or hereafter lawfully authorized for and conferred upon Corporations organized without capital stock under the laws of the State of Connecticut.

Section 3. – Offices:

A. The principal office shall be located in Hartford, Connecticut, c/o Rome McGuigan Sabanosh, P.C., One State Street, Hartford, Connecticut 06103.

B. The Board of Directors may, from time to time, in the manner prescribed in these By-Laws for Board action, designate such other place or places for the transaction of corporate business within and without the State of Connecticut, as it may determine without the need to amend these By-Laws.

Section 4 - Books and Records:

There shall be kept correct and complete books and records of account and minutes of the proceedings of the Corporation's incorporator, directors and committees of directors (if any). At intervals of not more than twelve months, the Corporation shall prepare a balance sheet showing its financial condition as of a date not more than four months prior thereto and a statement of receipts and disbursements for the twelve months preceding such date. The balance sheet and statement shall be deposited at the principal office of the Corporation and shall be kept for at least ten years.

ARTICLE II

MEMBERS OF THE CORPORATION

Section 1 - Qualification; Powers:

Any person, subject to the provisions of Section 2 below, may be a member. There shall be no limit to the number of members of the Corporation. There shall be three classes of members. Members shall not have the right to elect the Board of Directors or Officers of the Corporation. Members shall have all of the other rights, powers and privileges usually or by law accorded to the members of a nonstock, nonprofit Corporation and not conferred thereby or by the Certificate of Incorporation or By-Laws upon members of the Corporation. The departmental rank of any member shall not be recognized or accorded any favor, except as provided in any parade formation.

Section 2 - Membership at the Discretion of the Board of Directors:

Membership shall be at the discretion of the Board of Directors which may, from time to time, fix or change the fee, if any, for the privilege of membership; provided, however, any Regular Member who remains a member in good standing for twenty (20) consecutive years shall be entitled to lifetime membership at no cost. Any member may be suspended or terminated by a majority vote of the Board of Directors in accordance with the following guidelines and such member shall not be entitled to the return of any portion of the membership fee:

A. Any member who fails to pay the annual assessment for membership within ninety (90) days of such assessment's due date.

B. Any member who fails to pay the annual assessment for membership within one (1) year of such assessment's due date shall forfeit membership in the Corporation.

C. Any member convicted by a court of law of any felony shall immediately forfeit membership in the Corporation.

D. Any member who brings discredit upon the organization or himself will be subject to suspension or dismissal after a hearing by the Board of Directors. Such member shall be notified in writing of the nature of the allegation and will be entitled to a hearing before the Board of Directors.

E. Any member who is suspended or forfeits membership in the organization shall be notified in writing by the Secretary within thirty (30) days, explaining the reason for suspension or forfeiture.

Section 3. – Classes of Membership:

The following classes of membership and requirements therefor shall be available:

^{Treasurer}
A. Regular Members. Regular membership shall be available to any active or retired officer of the Connecticut State Police Department who is at least one quarter (1/4) Irish by birth or descent.

B. Associate Members. Associate membership shall be available to any active or retired Connecticut State Police officer; or any active or retired officer of any federal, state or municipal police agency who is at least one-quarter (1/4) Irish by birth or descent.

C. Honorary Members. Honorary membership shall be available to any person who demonstrates a love for Irish culture and history.

Section 4 - Resignation of Members:

Any member may resign by submitting written notice thereof to the president or secretary of the Corporation. Any such resignation shall become effective upon receipt and all rights, privileges and powers conferred by membership in the Corporation shall cease.

Section 5 - Place, Time, Business of Members' Meeting:

Any meeting of the members shall be held at a place within or without the State of Connecticut on the _____ day of each month or at such time as may be determined by the directors. At such meetings, the members shall transact such business as may be properly brought before the meeting.

Section 6 - Special Meetings:

There shall be no requirement for an annual meeting of the members.

A special meeting of the members of the Corporation may be called at any time by the president. A special meeting of the members shall be called at any time upon call by the president or the secretary when either the president or the secretary is requested in writing to call such meeting by a majority of the directors. Members shall not have the power to call a

special meeting. Notice of any special meeting of the members shall specify therein the object and purpose of such special meeting. The President shall preside at such meeting and Robert's Rules of Order shall be observed in the conduct of such meeting.

Section 7 - Notice of Member's Meeting, Waiver:

Notice of the time and place of all meetings of the members, other than the recurring monthly meetings, shall be mailed or handed by the secretary to the members not less than seven (7) days before the date thereof, but this requirement as to notice may be waived, in writing, at any time by any member.

Section 8 - Members' Consent:

Any action required to be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the members, and said consent shall be filed with the regular minutes.

ARTICLE III

DIRECTORS

Section 1 - Powers; Number:

Except as provided in the Certificate of Incorporation, the business, property and affairs of the Corporation shall be under the care and management of its Board of Directors. The directors shall not be empowered to engage in any activity which would result in the Corporation's loss of its Federal tax status under Section 501(c)(7) of the Internal Revenue Code of 1986, as amended. Directors, except as set forth hereinafter, shall receive no compensation. The Corporation shall have not less than three (3) directorships and the Board of Directors shall have the power to increase the number of directorships from time to

time. The Board of Directors shall, until subsequently changed, consist of six (6) directorships.

Section 2 - Qualifications:

Any person member of the Corporation in good standing, shall be eligible to serve as a Director.

Section 3 - Quorum; Adjournment:

A majority of the number of directorships shall constitute a quorum for the transaction of business. If a quorum shall not be present, the directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally noticed.

Section 4 - Voting:

No action by the Board of Directors shall be valid unless approved by the affirmative vote of a majority of the directors present at a meeting at which a quorum is present, unless the presence of or act of a greater number is specifically required by these By-Laws, or the Certificate of Incorporation or the Connecticut Nonstock Corporation Act. Each director shall have one (1) vote and there shall be no voting by proxy.

Section 5 - Directors' Consent:

Any action required to be taken at a meeting of the directors may be taken without a meeting if a consent in writing, severally or collectively, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof, and said consent(s) shall be filed with the regular minutes.

Section 6 - Election; Term of Office; Vacancies:

The initial Board of Directors shall be elected by the incorporator to hold office until the first annual meeting of the Board of Directors. Thereafter, directors shall be appointed annually by the then current Board of Directors, at the annual meeting of the Board of Directors for a term extending until the next annual meeting of the Board of Directors. Any vacancy or vacancies occurring in the Board of Directors of the Corporation, including a vacancy created by an increase in the number of directorships, shall be filled for the unexpired term by appointment in accordance with this Article III, Section 6. A director appointed to fill a vacancy shall be appointed for the unexpired portion of the term of his predecessor in office. A director elected to fill a newly created directorship shall serve until the next succeeding annual meeting of the Board of Directors and until his successor has been elected and qualified.

Section 7 - Directors' Meeting; Place and Time; Conduct:

A. Annual Meetings. Annual Meetings of the Directors of the Corporation shall be held during the month of November at the principal office of the Corporation or at such other place within or without the State of Connecticut as from time to time may be determined by the President or a majority of the directors. At such meetings, the directors shall appoint new directors, if any, and shall elect the officers in the manner and by vote as herein provided, and shall transact such other business as may be properly brought before the meeting.

B. Special Meetings. A special meeting of the directors of the Corporation may be called at any time by the president. A special meeting of the directors shall be called at any time upon call by the president or the secretary when either the president or the secretary is requested in writing to call such meeting by a majority of the directors.

C. Place and Time. Regular and special meetings of the directors may be held at such times and places, either within or without Connecticut, as in the opinion of the President or a majority of the directors the interests of the Corporation shall require.

D. Conduct. The president shall preside at any regular or special meeting of the directors and Robert's Rules of Order shall be observed in the conduct of such meeting.

Section 8 - Notice of Annual or Special Meeting; Waiver:

Notice of not less than seven (7) days nor more than fourteen (14) days shall be given of the annual meeting of the Board of Directors. Notice of the time and place of all special meetings of the Board of Directors may be mailed, telephoned, telegraphed, faxed or handed by the Secretary to each director not less than two (2) days before the date thereof, but this requirement as notice may be waived, in writing, at any time by the directors.

Section 9 - Participation by Conference Telephone:

A director may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment enabling all directors participating in the meeting to hear one another, and such participation in a meeting shall constitute presence in person at such meeting.

Section 10 - Duties:

The directors shall elect officers of the Corporation by vote or written consent obtained in accordance with Article III, Section 4 or Section 5. Officers shall be elected

annually at the annual directors' meeting, for a term extending until the next annual directors' meeting. Each officer shall hold office for the term for which he is appointed and until his successor has been appointed and qualified. Any vacancy or vacancies occurring in any office of the Corporation shall be filled for the unexpired term by the Board of Directors upon vote or written consent obtained in accordance with Article III, Section 4 or Section 5.

Section 11 - Compensation of Directors:

The Board of Directors shall have authority to fix fees of directors and shall have authority to reimburse reasonable out-of-pocket expenses actually incurred in connection with their duties, in the manner and with the required approvals as contained in the Certificate of Incorporation and these By-Laws.

Section 12 - Committees:

The Board of Directors may from time to time create committees and appoint persons to serve on the same. Such committee shall report to the Board of Directors which shall prescribe the duties, powers and functions of each Committee.

ARTICLE IV

OFFICERS

Section 1 - Corporate Officers:

The officers of the Corporation shall consist of a President, one or more Vice Presidents, Secretary, Treasurer and Sergeant-at-Arms; the President and the Secretary may be the same person. The directors, by vote or written consent obtained in accordance with the provisions of Article III, Section 4 and Section 5 of these By-Laws, may appoint, in addition to the foregoing officers, one or more vice presidents, assistant treasurers and/or

assistant secretaries. Any two (2) or more offices may be held by the same person. The duties and powers of the officers shall be such as specified below and such as usually pertain to such offices, as well as may be required of them by the Certificate of Incorporation, By-Laws, Board of Directors or the Connecticut Nonstock Corporation Act.

A. President

The President shall be the chief executive officer of the Corporation. Subject to the limitations contained in the Certificate of Incorporation and the control of the Board of Directors, the President shall have general control, management and supervision over the business of the Corporation. It shall be the duty of the President to preside at all meetings of the directors of the Corporation.

B. Vice President(s)

It shall be the duty of the Vice President(s), in the absence of the President, to perform the President's duties, and the Vice President(s) shall also perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

C. Secretary

It shall be the duty of the Secretary to make and keep records of the votes, doings and proceedings of all meetings of the members and directors of the Corporation, which records shall, at all reasonable times, be open to the inspection by the members or the directors. He shall also transmit to the members and directors the notices required by these By-Laws and by law.

D. Treasurer

The Treasurer shall have custody of all monies, debts, obligations, and assets of the Corporation. He shall receive all monies of the Corporation and deposit them in the

Corporation's account which shall be at a bank recognized to do business in the State of Connecticut. He shall ensure strict compliance with these By-Laws and in all matters pertaining to the financial affairs of the Corporation. The Treasurer shall maintain or cause to be maintained double entry books of account which shall properly reflect on the true and correct financial status of all receipts, disbursements, balances, assets and liabilities of the Corporation. The Treasurer shall submit such books of account and records to a certified public accountant, at the Corporation's expense, at the close of each fiscal year.

E. Sergeant-at-Arms.

A Sergeant-at-Arms shall be appointed by the president and serve at the pleasure of the president. The Sergeant-at-Arms shall be the custodian of the Corporation's property and shall keep such property in proper condition, shall maintain good order at meetings and be responsible for the parade formation and bear overall authority for such formation.

Section 2 - Compensation of Officers:

The officers shall be entitled to compensation or fees for their services as determined by the Board of Directors, which shall have authority also to reimburse reasonable out-of-pocket expenses actually incurred in connection with any officer's duties, in the manner and with the required approvals as contained in the Certificate of Incorporation and these By-Laws.

ARTICLE V

INDEMNIFICATION

On the terms, to the extent and subject to the conditions prescribed by Connecticut General Statutes Sections 33-1116 through 33-1124, the Certificate of Incorporation, these

By-Laws, and such rules and regulations not inconsistent with statute, the Corporation shall indemnify and reimburse any person made a party to any proceeding, other than an action by or in the right of the Corporation, by reason of the fact that he, or a person for whom he is a legal representative or successor, is or was a director, officer, employee or agent of the Corporation, or an eligible outside party, for reasonable expenses and such amount of any judgment, fine, penalty or settlement for which he may become liable, actually incurred by him in connection with such proceeding; provided that such person, and the person whose legal representative he is, acted in good faith and in a manner he reasonably believed to be in the best interests of the Corporation, is successful on the merits in the defense of such proceeding, or is determined by an applicable court to be indemnified in such amount as the court determines; and, further provided that with respect to any criminal action or proceeding that he had no reasonable cause to believe his conduct was unlawful. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such indemnified party may be entitled.

ARTICLE VI

RESIGNATION

Any director or officer may resign his office at any time by giving written notice of his resignation to the President or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein or, if no time is specified therein, at the time of the receipt thereof, and the acceptance thereof shall not be necessary to make it effective.

ARTICLE VII

PARADE FORMATION

The Sergeant-at-Arms shall have charge of the parade formation. The parade formation shall conform to a standard adopted from the United States Army Field Manual.

ARTICLE VIII

AMENDMENTS

The Board of Directors shall have power to alter, amend or repeal these By-Laws at any regular or special meeting of the Board, provided notice of the proposed alteration, amendment or repeal shall have been given in the notice of the meeting. Alteration, amendment or repeal of the By-Laws shall require the affirmative vote of directors holding a majority of the directorships.

ARTICLE IX

SEAL

The seal of the Corporation shall be in the form imprinted hereon.

ARTICLE X

FISCAL YEAR

The fiscal year of the Corporation shall commence on January 1st and end on December 31st of each year, unless otherwise determined by the Board of Directors.

Approved and adopted on December 10, 1999.