

THE KILLINGWORTH FOUNDATION, INC.

BY-LAWS

ARTICLE I

DIRECTORS

Section 1. NUMBER. There shall be a maximum of eleven (11) and a minimum of nine (9) members of the Board of Directors who each serve for terms of five years or until their successors are elected, provided however, that the initial terms of the Members of the Board of Directors shall be staggered as follows: Three Members to serve for a term of two years, three Members to serve for a term of three years, four Members to serve for a term of four years, and one Member appointed serve for a term of five years. Upon the expiration of the term of each Member, Members shall be elected to a full five year term to fill the vacancies caused by the expiration of terms that year.

Members of the Board of Directors may serve for a maximum of two (2) terms with one (1) term off before being eligible to serve again.

Section 2. HOW ELECTED. The Board of Directors by majority vote shall fill vacancies caused by the retirement of Directors at the end of their Term. The retiring Director shall have the right to vote for his/her successor. Other vacancies shall be filled by the Board on its own motion as vacancies may occur.

Section 3. DUTIES OF DIRECTORS/ACTIONS WITHOUT A MEETING. The activities, property and affairs of this corporation shall be managed by the Board of Directors. The Directors shall in all cases act as a Board regularly convened. Any action required or permitted to be taken at a Board of Directors meeting may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken.

Section 4. DIRECTORS' MEETING. The Board of Directors shall hold an annual Directors' meeting in the State of Connecticut on a date in May of each year and at such place as shall be specified by the President. The fiscal year of the Foundation will begin May 1 and end on April 30 of each year. Regular meetings of the Board of Directors shall be held as determined

by the Board of Directors. Special meetings of the Board of Directors may be called at the discretion of the President. Notices of such special meetings shall state in general terms the purpose or purposes for which it is called. The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 5. NOTICE OF MEETINGS. At least two (2) days oral or written notice of meetings shall be given to each Director.

Section 6. QUORUM. At all meetings of the Board of Directors, the presence of a majority of the number of Directors holding office at the time of the meeting, shall be necessary to constitute a quorum for transaction of any business. If the quorum shall be an even number of Directors, the President, or one other officer, shall abstain from the voting.

Section 7. VOTING. At all meetings of the Board of Directors, each Director shall be entitled to one (1) vote. Each matter submitted to a vote shall be determined by a majority of the votes cast by the Directors present in person, unless a greater number of votes is otherwise required by By-Laws or by Law. Voting may be viva voce, except that, any Director present in person may demand a vote by ballot.

ARTICLE II

OFFICERS

Section 1. NUMBER AND TITLES. The officers of this corporation shall be:

1. President
2. Vice President
3. Secretary
4. Treasurer

The Board of Directors of this corporation from time to time may have one or more of the following officers of this corporation:

1. Assistant Secretary
2. Assistant Treasurer

Section 2. HOW ELECTED. Each officer shall be elected by the Board of Directors at the annual Directors' meeting. Each officer shall be a member of the Board of Directors. Each member of the Board of Directors may hold more than one office.

Section 3. TERMS OF OFFICE. The term of each officer shall be one (1) year and thereafter until his successor has been elected and has qualified, unless sooner removed pursuant to Section 7 of this Article II.

Section 4. DUTIES OF OFFICERS. The duties and powers of the officers shall be as follows:

PRESIDENT: The President shall preside at all meetings of the Board of Directors.

He/she shall supervise the corporation's affairs and activities and shall make an annual report thereon to the Directors at each annual Directors' meeting.

He/she shall cause to be called any special meetings of the Board of Directors in accordance with these By-Laws.

He/she shall sign and make all contracts and agreements in the name of the corporation, except that the Board of Directors may by resolution designate some other officer to sign such contracts and agreements.

He/she shall enforce these By-Laws and perform all the duties incident to the office of President and which are required by law.

VICE PRESIDENT: During the absence of the President or his/her inability to perform his/her duties or exercise his/her powers, the same shall be performed and exercised by the Vice President; and when so acting, he/she shall have all the same powers and be subject to all the responsibilities given to or imposed upon the President by these By-Laws or by Law.

SECRETARY: The Secretary shall keep the minutes of all meetings of the Board of Directors; shall give all notices required under these By-Laws.

Except as otherwise provided in these By-Laws, the Secretary shall be custodian of the records of the corporation.

The Secretary shall present to the Board of Directors all communications addressed to the Secretary. The Secretary shall attend to all correspondence of this corporation.

ASSISTANT SECRETARY: The Assistant Secretary shall assist the Secretary in fulfillment of the Secretary's duties as assigned by the Secretary, and in the absence of the Secretary shall keep the minutes of the Board of Directors.

TREASURER: The Treasurer shall have the care and custody of, and be responsible for, all the funds and securities of this corporation, and deposit all such funds in the name of this corporation in such bank or banks trust company or trust companies or safe deposit vaults as the Board of Directors may designate.

All payments from the corporation must be made by check which shall be signed by the Treasurer or the President of the Board.

He/she shall keep for this corporation correct books of account of all its business and transactions and such other books of account as the Board of Directors may require.

He/she shall exhibit his/her books and accounts to any Trustee of the corporation upon application therefor to him/her at any reasonable time.

He/she shall render a statement of the condition of the finances of this corporation at each annual meeting of the Board of Directors, and at such other times as may be directed by the President or the Board of Directors.

ASSISTANT TREASURER: The Assistant Treasurer shall assist the Treasurer in the fulfillment of his/her duties as assigned to the Assistant Treasurer by the Treasurer.

Section 5. VACANCIES. A vacancy in any office shall be filled for the unexpired term thereof by the Board of Directors, without undue delay, at any meeting of the Board. The failure of any person, elected to serve as an officer, to accept or assume the duties of such office shall constitute a vacancy.

Section 6. OTHER OFFICERS. The Board of Directors may, by an amendment to these By-Laws or by resolution, create any other offices which the Board may deem necessary or convenient. An election to fill any newly created office may be held at the meeting at which

such office was created and the person so elected shall hold office until the next annual Directors' meeting and thereafter until his/her successor has been elected and has qualified.

Section 7. REMOVAL OF OFFICERS. The Board of Directors may, at a meeting called for that purpose with notice provided to all Board Members, remove any Officer from his Office for any reason.

ARTICLE III

SOLICITATION AND DISTRIBUTION OF FUNDS

Section 1. PURPOSE. THE KILLINGWORTH FOUNDATION, INC. is organized for the following purposes: To receive and administer funds and other property to help meet the medical, educational, social welfare, cultural, recreational and civic needs of the men, women and children of the Town of Killingworth, Connecticut, by aiding and assisting institutions wherever located which are organized and operated to fulfill such needs, all as provided for or allowed by the Connecticut General Statutes for non-profit organizations. The monies collected will be distributed to those organizations qualified as Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, tax exempt organizations as may be decided upon from time to time by the Board of Directors and in such proportions as the Board of Directors may elect, it being recognized that the appeals of various charities grow and diminish. In all events, the Board of Directors shall distribute in each of its fiscal years at the minimum that amount of the principal and income of the funds of this corporation as to comply with the provisions of the Internal Revenue Code of 1986, as amended, or any other similar code, for this corporation to become and remain a tax-exempt organization.

ARTICLE IV

INDEMNIFICATION

Section 1. DIRECTORS AND OFFICERS. Any individual who is a Director of this corporation or who is an officer of this corporation, or who is acting in both capacities, shall be indemnified by this corporation to the fullest extent possible as provided for under Connecticut General Statute Sections 33-117 or Section 118, or both, if he/she is made a party to a proceeding because he/she is or was a Director or officer, or both, of this corporation against liability as defined in Connecticut General Statute Section 33-116(4) incurred in the proceeding, including, but not limited to, reasonable attorneys' fees in defending such a proceeding, if 1)

he/she conducted himself/herself in good faith, 2) he/she reasonably believed (A) in the case of conduct in his/her official capacity with the corporation, that his/her action was in its best interests, and (B) in all other cases, that his/her conduct was at least not opposed to its best interests; and (3) in the case of any criminal proceeding, he/she had no reasonable cause to believe his/her conduct was unlawful.

Section 2. PRIVATE FOUNDATION. Notwithstanding any contrary provision of Section 1 of this ARTICLE IV, if this corporation is determined during any period of its existence to be a private foundation under Section 509 of the Internal Revenue Code of 1986, as amended, or under any similar provision of any subsequently enacted Internal Revenue Code, this corporation shall not indemnify any officer or director, or both, if such indemnity or its carrying out will constitute a violation of any provision of Section 33-281b of the Connecticut General Statutes, as amended, or any similar provision of any subsequently enacted statute.

Section 3. INSURANCE. This corporation may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee or agent of the corporation, or who while a director, officer, employee or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against liability asserted against or incurred by him in that capacity or arising from his status as a director, officer, employee or agent, whether or not this corporation would have the power to indemnify him/her against the same liability under Section 33-1117 or 33-1118 of the Connecticut General Statutes as amended or any similar provision of any subsequently enacted statutes.

MISCELLANEOUS

Section 1. AMENDMENTS OF BY-LAWS. These By-Laws may be amended by the affirmative vote of two-thirds (2/3) of the Directors holding office at the time of such vote at any meeting of the Board, provided that notice of the fact that such amendment is to be made shall have been included in the written notice of such meeting.

Section 2. SEAL. The seal of the Corporation shall be as follows:

Section 3. ROBERT'S RULES OF ORDER. Meetings of the Board shall be conducted pursuant to the requirements of Robert's Rules of Order.

Section 4. NON DISCRIMINATION. The Foundation will not discriminate or permit discrimination against any person or group of persons on the grounds of race, color, religious creed, age, marital status, national origin, sex, or physical disability.

Adopted by a Vote of the Board of Directors on the ____ day of _____, 2007.

Secretary