

Amended and Restated By Laws of Camp Laurelwood, Incorporated  
October 27, 2009

Article 1  
PRINCIPAL OFFICE

Principal Office: The principal office of Camp Laurelwood, Incorporated (the "Corporation") shall be located at 463 Summer Hill Rd. Madison, CT or as the board of directors may from time to time determine.

Article II  
PURPOSE

To establish and conduct a non-profit camp or camps serving children primarily from the metropolitan area of New Haven, Connecticut; in connection therewith, to engage in any lawful act or activity for which corporations may be formed under the laws of the State of Connecticut.

No substantial part of the activities of this Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of the candidate for public office. Notwithstanding any other provision of the Certificate of Incorporation, the Corporation shall not conduct or carry on any activities which under the Internal Revenue Code and Regulations, as they now exist or as they may hereafter be amended, would cause this Corporation not to qualify under Section 501(C) (3) of the Internal Revenue Code or which would cause the Corporation to cease to qualify pursuant to Section 170 ( C ) (2) of the Internal Revenue Code.

Article III  
MEMBERSHIP

The Corporation shall have no members.

Article IV  
BOARD OF DIRECTORS

Section 1. GENERAL POWER TO MANAGE. The Board of Directors shall have the general power to control and manage the affairs and property of the Corporation in accordance with the purposes and limitations set forth in the Certificate of Incorporation and any amendments thereto.

Section 2. NUMBER, TENURE, AND QUALIFICATION. The Board of Directors shall consist of all current officers of the Corporation, and not more than 25 persons elected at large and no more than three Ex-Officio directors. The number of Directors-at-Large for the ensuing year shall be fixed by resolution of the directors. The number of Directors at Large may be increased or decreased by action of the board of directors, amending these bylaws provided that any action

of the directors to affect the increase or decrease shall require the vote of the majority of the entire board. No decrease shall shorten the term of any incumbent director. The term of a Director-at-Large shall be for two years, and to the extent possible, the terms of Directors at-Large shall be set so that the terms of one-half of the Directors expire each year. No director shall serve more than two consecutive terms. Ex-Officio Directors shall not be counted when determining a quorum or entitled to a vote. Ex-Officio Directors shall continue to be a director until his/her resignation..

Section 3. SPECIAL MEETINGS. Special meetings of the Board of Directors may be held and called at any time and place within the State upon the call of the President, the Executive Director or any director upon written demand of not less than the majority of the entire board.

Section 4. REGULAR MEETINGS. Regular meetings of the Board of Directors shall include a fall meeting to be held at such time and place, as determined by the Board of Directors, the President or the Executive Director. There shall be a minimum of four in person regular meetings each year. Other meetings may be scheduled and directors may participate through the use of any means of communication in which all directors participating may simultaneously hear each other at the same time.

Section 5. NOTICE OF MEETINGS. Notice of each regular and special meeting of the Board of Directors must be given to each director, not less than two days before such meeting. The purpose for which the special meeting is called shall be stated in the notice.

Notice may be in writing and sent by mail, addressed to such director at his or her address as it appears on the records of the Corporation. Such notice shall be deemed to have been given when it is deposited in the United States mail. Notice may also be by telephone or sent by facsimile transmission, courier service, electronic mail or hand delivery. Notice of a meeting of the Board need not be given to a director who submits a signed waiver of notice before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

Section 6. NOMINATIONS. The Chair of the Governance committee shall at the regular fall board meeting present to the President and the Board of Directors, a list of nominees to the board. Additional nominations may be made by petitions signed by ten directors of the Corporation. Such petitions shall be filed with the President and the Secretary not less than ten days prior to the fall meeting. A copy of each such petition shall be mailed or emailed to all of the directors not less than two days prior to the fall meeting.

Section 7. ELECTIONS. The directors shall be elected at the regular fall meeting of the Board of Directors by the majority of the directors then in office. Each director so elected shall hold office until the expiration of such director's respective term and until the earliest of the election or appointment and qualification of such director's successor or such director's death, resignation or removal.

Section 8. QUORUM. One-third of the directors then in office shall be a quorum at any meeting. If a quorum is not present at any meeting of the Board of Directors, a majority of the directors present may adjourn the meeting, from time to time, without notice other than announcement at the meeting, until such a quorum is present.

Section 9. MANNER OF ACTING. Except as otherwise provided herein or required by applicable law, the vote of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors.

Section 10. REMOVAL FROM OFFICE. Directors, may be removed with or without cause by a majority vote of the Directors attending a meeting for such purpose. The meeting notice must state that the purpose or one of the purposes of the meeting is the removal of the director.

Section 11. RESIGNATION. Any director may resign at any time by giving written notice to the President or the Executive Director. The resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 12. VACANCIES AND NEWLY CREATED DIRECTORSHIPS. Newly created directorships resulting from an increase in the authorized number of directors and vacancies occurring in the Board of Directors for any cause, including any such vacancy occurring by reason of the removal of any director from office with or without cause, may be filled by the vote of a majority of the directors then in office, although less than a quorum, or by a sole remaining director.

Section 13. MEETING BY CONFERENCE TELEPHONE. Any one or more members of the Board of Directors or any committee, may participate in a meeting, by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time, except for Regular Meetings referenced in Article IV, Section 4 of the By-Laws. Participation by such means shall constitute presence in person at a meeting.

Section 14. ACTION WITHOUT A MEETING. If permitted by law, any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board of Directors or such committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board of Directors or such committee shall be filed with the minutes of the proceedings of the Board of Directors or such committee.

Section 15. ORGANIZATION OF MEETINGS. At each meeting of the Board of Directors, the President, or in the President's absence, a person chosen by the directors present, shall preside. The Secretary shall act as secretary of each meeting of the Board of Directors. In the absence of the Secretary, the chair of the meeting shall appoint a secretary of the meeting.

Section 16. EMERITUS DIRECTOR. The past president of the Corporation will be part of the Executive Board for the two following years of his/her term.

Section. 17. CONFLICT OF INTEREST.

(a) In the event any director has a conflict of interest that might properly limit such director's fair and impartial participation in Board deliberations or decisions, such director shall inform the Board as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected director, the Board may nonetheless request from the director any appropriate non confidential information which might inform its decisions. "Conflict of Interest," as referred to herein, shall include but shall not be limited to, any transaction by or with the Corporation in which a director has a direct or indirect personal interest, or any transaction in which a director is unable to exercise impartial judgment or otherwise act in the best interests of the Corporation.

(b) No director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family, or any organization to which such director has allegiance, has a personal interest that may be seen as competing with the interest of the Corporation. Any director who believes he or she may have such a Conflict of Interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any director has a conflict of interest in any matter. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested director.

Section 18. COMPENSATION OF DIRECTORS. The Corporation shall not pay any compensation to directors for services rendered to the Corporation, except that directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Corporation.

Article V  
OFFICERS

Section 1. DESIGNATION. The officers of this Corporation shall consist of a President, First Vice-President, Second Vice-President, Secretary, and Treasurer. The immediate past president shall be Emeritus Director. There may from time to time, as determined by the Board of Directors, be an Assistant Secretary, Assistant Corresponding Secretary and an Assistant Treasurer.

Section 2. ELECTION AND TERM. All officers shall be elected annually by the Board of Directors at the regular fall meeting of the Board of Directors in the manner set forth for the election of the Directors-at-Large. Each officer shall serve for a term of two years or until the earlier of such officer's successors are elected or until such officer's death, resignation or removal. No person shall serve in the same office of the Corporation for more than three consecutive terms. In the event of a vacancy in any office, such vacancy may be filled by a majority of the directors voting at a meeting called for such purpose. All officers shall be subject to the supervision and direction of the Board of Directors.

Section 3. REMOVAL. Any officer elected or appointed by the Board of Directors may be removed by the vote of a majority of the Board of Directors, either with or without cause, at any meeting of the Board at which a majority of the directors is present.

Section 4. RESIGNATION. Any officer may resign at any time by giving written notice to the President or the Executive Director. The resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. VACANCIES. Any vacancy in any office arising from any cause shall be filled for the unexpired portion of the term by the Board of Directors.

Section 6. DUTIES OF OFFICERS. The duties and powers of the officers shall be as follows:

#### PRESIDENT

The President shall preside at all meetings of the Directors and Executive Board and shall have and exercise general charge and supervision of the affairs of the Corporation and shall do and perform such duties as the Board of Directors may assign. The President shall be an ex-officio member of all committees.

#### VICE-PRESIDENT

During the absence or inability of the President to render and perform his duties or exercise his powers as set forth in these By-Laws or in the acts under which this Corporation is organized, the same shall be performed and exercised by the First Vice-President, or in his absence or inability to act, by the Second Vice-President. When so acting, such Vice-President shall have all of the powers and be subject to all of the responsibilities herein given to or imposed upon the President.

#### SECRETARY

The Secretary shall keep the minutes of the meetings of the Board of Directors and Executive Board and perform all duties incident to the office Secretary and such other duties as the Board of Directors may from time to time assign to the Secretary. She/he shall be the custodian of the records and seal of the Corporation and shall affix the latter when required.

#### TREASURER

The Treasurer shall have the following powers:

- a) render a statement of the condition of the finances of the Corporation at each regular meeting of the Board of Directors;

b) receive and give receipt for amounts due and payable to the Corporation from any source whatsoever and authorize the disbursement of funds of the Corporation; and

c) perform all the duties incident to the office of Treasurer, and such other duties as the President, Executive Director or Board of Directors may from time to time assign.

#### ASSISTANT OFFICERS

The Assistant Officers shall act in the absence or inability to act of the regular officers.

#### EMERITUS DIRECTOR

The Emeritus Director shall be the immediate past president. He shall have a seat on the Executive Board for a two year term following his presidency. He shall do and perform all duties pertaining to the office and such duties as the Board of Directors may require.

#### Article VI EXECUTIVE BOARD

Section 1. EXECUTIVE BOARD. The Executive Board shall have and exercise such power and authority as the Board of Directors shall specify and as permitted by law.

Section 2. COMPOSITION OF THE EXECUTIVE BOARD. The Executive Board shall consist of all elected officers of the Corporation, the Emeritus Director and the Executive Director and no more than three additional Directors, selected by the President.

Section 3. POWERS OF THE EXECUTIVE BOARD. The Executive Board shall be in charge of the care and management of the property, business and affairs of the Corporation between all meetings of directors. The Executive Board may not :1) fill vacancies on the board of directors, 2) adopt or repeal bylaws, 3) settle litigation; 4) borrow money; 5) grant a lien or encumber the property of the Corporation 6) approve a merger or consolidation; 7) approve a sale, lease exchange or disposition of all, or substantially all of the property of a Corporation; or 8) approve the dissolution of the Corporation.

Section 4. MEETINGS. Meetings of the Executive Board shall be held at such times and at such places as the President may from time to time determine. Notice may be in writing and sent by mail, addressed to such director at his or her address as it appears on the records of the Corporation. Such notice shall be deemed to have been given when it is deposited in the United States mail. Notice may also be by telephone or sent by facsimile transmission, courier service, electronic mail or hand delivery. Notice of a meeting of the Board need not be given to a director who submits a signed waiver of notice before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

At least two days written, oral or electronic notice of such meetings shall be given to each member of the Executive Board, unless all members appear at the meeting and/or waive notice of the meeting.

Section 5. QUORUM . At all meetings of the Executive Board two thirds shall constitute a quorum. The vote of a majority of the members of the Executive Board present at any meeting at which there is a quorum shall be the act of the board.

## Article VII COMMITTEES

Section 1. POWER OF COMMITTEES. The Board of Directors may designate one or more standing or special committees, to have and exercise such power and authority as the Board of Directors shall specify and as permitted by law. The powers and duties of all committees shall be subject to the authority and control of the Board of Directors and Executive Board.

Section 2. STANDING COMMITTEES. There shall be the following standing committees:

1. Budget and Finance.
2. Ways and Means.
3. Building, Maintenance, and House.
4. Governance Committee

Section 3. BUDGET AND FINANCE COMMITTEE. The Budget and Finance Committee shall consist of the President, Treasurer and such additional persons as shall be appointed by the President. It shall be the duty of this committee to examine all matters of budget and finance. The committee shall prepare and present to the directors a budget for the ensuing year no later than the fall meeting.

Section 4. WAYS AND MEANS COMMITTEE. The duties of this committee shall be to devise and plan ways and means to raise funds to meet the budgetary requirements and financial program and needs of the Corporation.

Section 5. BUILDING, MAINTENANCE, AND HOUSE COMMITTEE. This committee shall be in charge of the physical properties of the Corporation and shall investigate and recommend to the Board of Directors all deficiencies and improvements necessary to maintain the physical properties of the Corporation in a good state of repair. The committee shall supervise such improvements and maintenance.

Section 6. GOVERNANCE COMMITTEE This committee shall consist of the following board members one chair appointed by the President, Vice President and two additional board members selected by the chair. The President shall not be a member of this committee. This committee shall have the following duties and responsibilities: 1) evaluate the operation of the board at large; 2) provide training and guidance for board members; 3) provide timely information concerning the status of the operations of the Corporation; 4) act as the nominating committee with respect to board membership; 5) determine roles and responsibilities of the

members of the board; and 6) exercise such power and authority as the Board of Directors shall specify and as permitted by law.

Section 7. TERMS FOR STANDING COMMITTEES. Members of standing committees shall serve for a two year term. Members of such committees may be removed with or without cause by the Executive Board of Directors.

Section 8. AD HOC COMMITTEES. The Executive Board may establish adhoc committees to address specific concerns or issues of the Corporation. These committee shall be established upon the call of the Executive Board and terminate at their direction. The adhoc committee shall consist of persons who are interested in the purposes and principles of the Corporation and need not be members of the board. Notwithstanding the foregoing chairperson of an adhoc committee shall be a member of the Board of Directors. Adhoc committees shall not have or purport to exercise any powers of the Board of Directors. Members of an ad hoc committee shall serve for a term of one year or until the earlier termination of their committee. Notwithstanding the foregoing, any member of an adhoc committee may be removed either with or without cause by the Board of Directors and any vacancies may be filled by the board.

Section 9. OPERATION OF COMMITTEES. At each meeting of a committee, a majority of the members of the committee shall be present to constitute a quorum. The vote of a majority of the members of a committee present at any meeting at which there is a quorum shall be the act of the committee.

## ARTICLE VIII STAFF

Section 1. EXECUTIVE DIRECTOR. The Board of Directors may employ an Executive Director who shall be charged with the administrative and executive management of the affairs of the Corporation and such other powers and the performance of such other duties as the Board of Directors may delegate, subject to review by the Board of Directors. The Executive Director may enter into or execute any contract or agreement on behalf of the Corporation.

Section 2. ADDITIONAL PERSONNEL. From time to time, the Board of Directors or Executive Director may employ on behalf of the Corporation and such other staff personal to perform such duties as the Board of Directors or Executive Director may delegate.

## Article IX MISCELLANEOUS PROVISIONS

Section 1. RULES. The directors may from time to time adopt such rules as may be expedient for the purposes of this Corporation.

Section 2. INDEMNIFICATION. The Corporation may indemnify (and advance expenses to) any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (and whether or not by or in the right of the Corporation) by reason of the fact that he is or was director, employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, committee member, or agent, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, to the extent and under the circumstances permitted by law. The foregoing rights shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any by-law, agreement, vote of the Board of Directors or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 3. PARLIAMENTARY PROCEDURE. The procedure to be used at all meetings of Board of Directors shall be parliamentary procedure as contained in Robert's Rules of Order.

Section 4. NON-PROFIT ORGANIZATION. This Corporation is not organized for profit. No part of the net earnings of this Corporation shall inure to the benefit of any director, officer, or individual. This Corporation is organized for purposes enumerated in section 501 (C) (3) of the Internal Revenue Code. The Corporation shall not engage in acts which are prohibited by exempt organizations under the Internal Revenue Code of 1954 or any amendments thereto.

Section 5. AMENDMENTS. These By-Laws may be altered, amended, repealed or added to by the affirmative vote of two-thirds of the directors voting thereon at a meeting of the directors duly called for such purpose.

Section 6. FISCAL YEAR. The fiscal year of the Corporation shall end on September 30<sup>th</sup> of each year.

HISTORY:

Camp Laurelwood, Incorporated By-laws, amended and restated on October 27, 2009