

CAMP HARKNESS FUND, INC.

BY-LAWS

ARTICLE I

NAME AND PURPOSE OF CORPORATION

Section 1. Name and Purpose. The name of the corporation is the **Camp Harkness Fund, Inc.** (the "Corporation"). The nature of the activities to be conducted or the purposes of the Corporation are to engage in any lawful act or activity permitted under the Connecticut Revised Nonstock Corporation Act (the "Act") which is charitable, educational, religious and/or scientific in nature, entitling the Corporation to exemption from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended and in force from time to time (the "Code"), and more particularly:

ARTICLE II

MEMBERS

Section 1. No Members. The Corporation shall not have members, as such term is used in Section 33-1055 of the Act, and the Corporation shall be managed by a board of directors as provided in Article III of these By-laws.

ARTICLE III

DIRECTORS

Section 1. Size of board of directors; Term of office. There shall be no fewer than three (3) nor more than fifteen (15) directorships on the board of directors. The prescribed number of directorships within this range shall be that number fixed by resolution of the board of directors, or, if the board of directors does not fix the number, then the prescribed number shall be the number of directors elected at the most recent annual meeting or meetings of the board of directors. No director shall be removed from office, or have his or her term of office shortened, because of a reduction in the prescribed number of directorships. Directors shall hold office for terms of one (1) year and thereafter until their successors are properly elected and qualified.

Section 2. Removal. A director may be removed from office at any time with or without cause upon the affirmative vote of two-thirds (2/3) of the directorships. Directors may be removed by judicial proceedings to the extent provided by the Act.

Section 3. Vacancies. Vacant directorships may be filled for the unexpired portion of the term by vote of the board of directors; *provided, however*, that notwithstanding the provisions of Section 8 of this Article III, if the directors remaining in office constitute fewer than a quorum, then they may fill the vacancy by the affirmative vote of a majority of all of the directors remaining in office.

Section 4. Annual Meeting. The annual meeting of the board of directors shall be held each year on: _____; *provided, however*, that if in any year the annual meeting is not, or cannot be, held on such date, then the annual meeting may be called for any date or time before or after such date in the manner set forth below for calling special meetings. At least ten (10) days written notice of the annual meeting shall be given to each director on the board of directors specifying the time, date, and place of the meeting. At each annual meeting, the board of directors shall elect the directors and the officers of the Corporation for the ensuing year, and may bring up any other matters relating to the affairs of the Corporation; *provided, however*, that none of the matters described in Section 12 of this Article III of these By-laws (the "Fundamental Matters") may be brought before the meeting unless specifically described in the written notice of the meeting.

Section 5. Regular Meetings. Regular meetings of the board of directors shall be held at the time and place specified from time to time by resolution of the board of directors. Notice of the meetings need not be given; *provided, however*, that Fundamental Matters may not be brought before the regular meeting unless specifically described in a written notice of the meeting given at least ten (10) days before the meeting. If no resolution shall be in effect, regular meetings of the board of directors shall be called in the manner set forth below for calling special meetings of the board of directors.

Section 6. Special Meetings. Special meetings of the board of directors may be called by the president, and shall be called by the president upon the written request of directors constituting twenty-five percent (25%) or more of the prescribed number of directors. If the president does not call the meeting within seven (7) days after receipt of the written request, the directors making the request may call the meeting. Notice may be given by the person calling the meeting. At least five (5) days oral or written notice of each special meeting, stating the date, time and place of the meeting, shall be given to each director. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called, and only those items included in the notice may be voted upon at the special meeting.

Section 7. Notice; Waiver of Notice. Written notice of meetings shall be given in accordance with these By-laws or the Act. Written notice may include electronic notice by "e-mail." A director may waive notice of any meeting required under these By-laws by a written instrument executed and filed with the secretary of the Corporation either before or after the date and time specified in the notice. The secretary shall cause any such waiver to be filed with the minutes or corporate records. A director attending or participating in a meeting shall be deemed to have waived any required notice to him of the meeting, unless the director, at the beginning of the meeting or promptly upon his arrival, objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

Section 8. Quorum and Voting Requirements. A majority of the prescribed number of directorships shall constitute a quorum for the transaction of business at any meeting of the board of directors. The affirmative vote of a majority of the directors present at a meeting at which there is a quorum shall be required for action by the board of directors on any matter, except for those matters for which the vote of a greater proportion of the directorships is required by the Act, the Certificate of Incorporation, or these By-laws.

Section 9. Participation in Meeting by Teleconference or Similar Means. A director may participate in a meeting of the board of directors by, or conduct the meeting through the use of, any means of communication by which all directors participating in the meeting may simultaneously hear one another during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 10. Transaction of Business Without Meeting. 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 of the 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 with the minutes or filed with the records of the Corporation. Action taken by written consent is effective when the last director signs the consent, unless the consent specifies a different effective date.

Section 11. Compensation of Directors. The directors shall not receive a salary for their services as directors. By vote of the board of directors, the directors may be reimbursed for expenses for attendance at meetings of the board of directors and committees as set forth in the vote. Nothing in this section shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation for his services.

Section 12. Fundamental Matters. For purposes of these By-laws, the Fundamental Matters which require specific notice and the affirmative vote of two-thirds (2/3) of the directorships for approval are the following: (a) the removal of a director under Section 2 of Article III, (b) the dissolution and liquidation of the Corporation under Section 2 of Article V, (c) the amendment of these By-laws under Section 4 of Article VI, and (d) the amendment of the Certificate of Incorporation under Section 6 of Article VI.

ARTICLE IV

OFFICERS

Section 1. Titles, Election, and Duties. The directors shall elect a president, a secretary, and a treasurer, and may from time to time elect one or more other officers as they deem expedient. Any two or more offices may be held by the same person. The duties of the officers of the Corporation shall be the duties imposed by these By-laws and prescribed by the directors.

Section 2. President. The president shall be the chief executive and administrative officer of the Corporation. He or she shall preside at all meetings of the board of directors. The president shall be subject to the control of the board of directors.

Section 3. Vice-President. The vice-president, if any, or, if there shall be more than one, the vice-presidents, in the order of seniority or in any other order determined by the board of directors shall, in the absence or disability of the president, perform the duties and exercise the powers of the president.

Section 4. Treasurer. The treasurer shall be the chief financial officer of the Corporation and shall keep the fiscal accounts of the Corporation. The treasurer may endorse checks, notes, and other obligations for and on behalf of the Corporation, and shall deposit the same and all monies and valuables in the name of and to the credit of the Corporation in the banks and depositories the board of directors shall designate. The treasurer shall prepare or have prepared the financial statements described in Section 3 of Article VI of these By-laws.

Section 5. Assistant Treasurer. The assistant treasurer, if any, shall assist the treasurer in the performance of the treasurer's duties and shall, in the absence or disability of the treasurer, perform the duties and exercise the powers of the treasurer.

Section 6. Secretary. The secretary shall keep the minutes of the meetings of directors, and shall authenticate records of the Corporation, unless any of such duties are delegated to another officer by the board of directors. The secretary shall give notice of meetings as required in these by-laws. The secretary shall have custody of the corporate seal and all books, records, and papers of the Corporation, except those in the custody of any other person authorized to have custody and possession of books, records, and papers by a resolution of the board of directors.

Section 7. Assistant Secretary. The assistant secretary, if any, shall assist the secretary in the performance of the secretary's duties and shall, in the absence or disability of the secretary, perform the duties and exercise the powers of the secretary.

Section 8. Terms of Office. Each officer shall serve for the term for which the officer is elected or until the officer's successor is duly elected and qualified, but any officer may be removed by the board of directors at any time with or without cause and with or without notice or hearing. Any vacancy in any office shall be filled by the board of directors.

ARTICLE V

DISTRIBUTION OF ASSETS

Section 1. Generally. None of the income or assets of the Corporation shall ever be distributed to, or inure to the benefit of, its directors or officers or to any private individual. The Corporation may, however, reasonably compensate its officers or any individual for services performed for the Corporation, and may reimburse directors for expenses as provided in Section 11 of Article III of these By-laws.

Section 2. Voluntary Dissolution and Liquidation. The Corporation may be dissolved and liquidated at any time by the affirmative vote of two-thirds (2/3) of the directorships. Upon

liquidation, the assets remaining after payment of all liabilities shall be transferred, in the amounts and proportions determined by the vote of two-thirds (2/3) of the directorships, to charitable, educational, religious and/or scientific organizations exempt from taxation under Section 501(c)(3) of the Code, or to the federal government or to a state or local government for a public purpose. Any remaining assets not so disposed of by the board of directors shall be disposed of by the court having jurisdiction over charitable Corporations in the state in which the principal office of the Corporation is then located, exclusively for exempt purposes, or to such organization or organizations which are organized and operated for such purposes as the court shall determine.

ARTICLE VI

OTHER PROVISIONS

Section 1. Indemnification and Advances. The Corporation shall be bound by and comply with the provisions of Section 33-1118 of the Act pertaining to mandatory indemnification of directors, and Section 33-1122 of the Act pertaining to mandatory indemnification of officers, employees and agents. The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law. In this regard, the board of directors may advance funds for the purpose of paying legal expenses in the defense of any claim for which indemnification may be available to the fullest extent permitted by law. The Corporation may purchase and maintain insurance, to provide greater indemnification than that permitted by the Act, on behalf of any individual who is or was a director, officer, employee, agent, member or other representative of the Corporation to the extent set forth in the policy of insurance.

Section 2. Financial Statements. The Corporation shall prepare an annual financial statement that includes a balance sheet as of the end of the fiscal year, an income statement for that year, and a statement of disbursements and receipts for that year. If the annual financial statement is reported upon by a public accountant, then the report of the public accountant must accompany the statements.

Section 3. Amendment of By-laws. Except as otherwise specified by the Act, new by-laws may be adopted and existing by-laws may be amended or repealed by the affirmative vote of two-thirds (2/3) of the directorships, at a meeting for which notice of the new by-laws, or of the amendment or repeal, has been given. No change shall be made in these By-laws which will affect the exempt status of the Corporation under Section 501(c)(3) of the Code.

Section 4. Record of Changes. Whenever a by-law is amended or repealed, or a new by-law is adopted, the action and the date on which it was taken shall be noted on the original by-laws in the appropriate place, or a new set of by-laws shall be prepared incorporating the changes.

Section 5. Amendment of Certificate of Incorporation. The Certificate of Incorporation may be amended at any time by the affirmative vote of two-thirds (2/3) of the directorships, at a meeting for which notice of the amendment has been given. No change shall be made in the

Certificate of Incorporation which will affect the exempt status of the Corporation under Section 501(c)(3) of the Code.

Section 6. Conflict of Interest Policy. The Corporation shall adopt and at all times maintain a Conflict of Interest policy. The Conflict of Interest policy shall articulate the Corporation's policies concerning high ethical practices in the conduct of all of its affairs. The Conflict of Interest policy shall be adopted, maintained, and revised from time to time by the board of directors, and a copy of the Conflict of Interest policy shall be kept in the permanent records of the Corporation.

Section 7. Inconsistencies with Certificate of Incorporation. In the event of any inconsistency between the Certificate of Incorporation and these By-laws, the terms of the Certificate of Incorporation shall prevail.

Section 8. Statutory Reference. The term "Act" as used in these By-laws shall mean Title 33, Chapter 602, of the General Statutes of Connecticut, as amended from time to time, or any replacements of Title 33, Chapter 602.

Certified by the Camp Harkness Fund, Inc. as the By-laws adopted by resolution of the board of directors of the Corporation on _____, 2008.

, Secretary