

AMENDED AND RESTATED BY-LAWS  
OF THE  
KIWANIS CLUB OF WESTON FOUNDATION, INC.

ARTICLE I - IDENTIFICATION

1.1 Name. The name of the corporation (the "Foundation") is Kiwanis Club of Weston Foundation, Inc.

1.2 Offices. The principal office and mailing address of the Foundation shall be as set forth in the Foundation's Amended and Restated Certificate of Incorporation (the "Certificate") and thereafter as determined by the Board of Trustees. The Foundation may also have other offices at such other places, either within or without the State of Connecticut, as the Board of Trustees may determine or as the activities of the Foundation may require.

1.3 Purposes. The nature of the activities to be conducted, and the purposes to be promoted or carried out by the Foundation, are set forth in the Certificate, as it may be amended and restated from time to time.

ARTICLE II - MEMBERS

2.1 Members. Eligibility for membership in the Foundation shall be as set forth in the Certificate.

2.2 Voting.

A. Each Member shall be entitled to one vote and no Member may vote by proxy or otherwise delegate his or her right to vote.

B. No Member may vote on a matter in which he or she has a direct pecuniary interest.

2.4 Meetings.

A. An annual meeting of the Members shall be held immediately following, and at the place of, the annual meeting of the Kiwanis Club of Weston, Inc. (the "Club"), or in the event that such regular annual meeting is omitted by the Club, at a place, date and time to be fixed by the Board of Trustees or the President of the Foundation, on not less than fourteen (14) days' prior notice of such meeting in such manner as the Board of Trustees may order. Members entitled to vote at the annual meeting shall vote for the election of the members of the Board of Trustees, an annual budget proposed by the Board of Trustees (which shall set forth with

specificity all proposed multi-year donations to other organizations and all donations to other organizations in excess of \$5,000), and such other business as may properly come before such meeting.

B. Special meetings of the Members may be called by the Board of Trustees, by the President or by not less than five percent of the Members by delivery of a signed and dated demand to the Foundation. Special meetings may be held at any venue within the Town of Weston as set forth in the notice or demand for a meeting. Any notice or demand for a special meeting shall be given the Members not less than one week prior to the holding of the meeting in such manner as last provided by the Board of Trustees for an annual meeting, and shall include a description of the purpose or purposes for which the meeting is called. Multi-year donations to other organizations, and all donations to other organizations in excess of \$5,000, that are not authorized in an approved annual budget for the period in which the donation is proposed shall require the recommendation of the Board of Trustees and the approval of the Members at a duly constituted special meeting of Members.

C. A Quorum at any meeting of the Members shall consist of not less than one-third of the Members. The Chairman of the Board of Trustees shall preside at all meetings of Members. If there is no Chairman of the Board, or if he or she is absent, the President of the Foundation, or failing him or her, the Secretary of the Foundation, shall preside.

### ARTICLE III - BOARD OF TRUSTEES

3.1 General Powers. All corporate powers shall be exercised by or under the authority of, and the activities, property and affairs of the Foundation shall be managed by, or under the direction of, a Board of Trustees, the members of which shall act as, and be entitled to the rights and immunities of, the members of the "Board of Directors" described in the Certificate. Subject to the provisions of the Certificate, these By-laws and an annual budget approved by the Members, the Board of Trustees shall have the powers conferred by the Connecticut Revised Nonstock Corporation Act.

3.2 Number. The number of individuals who constitute the entire Board of Trustees shall be not less than five nor more than fifteen. A Trustee may, but need not, be an officer; an officer may, but need not, be a Trustee. The number of trusteeships at any time shall be that number most recently fixed by action of the Board of Trustees or, absent such action, shall be that number of Trustees elected at the preceding annual meeting of the Foundation. The number of trusteeships may be increased (but not above 15) or decreased (but not below 5) from time to time by the affirmative vote of 75% of all members of the Board of Trustees.

#### 3.3 Election.

A. At each annual meeting of the Foundation, a Trustee to fill the Board position of each Trustee whose term of office is then expiring shall be elected by the Members eligible to vote, to take office for a three-year term commencing on the October 1 next following his or her election and until his or her successor is elected and qualified.

B. Trustees are elected by the Members at a meeting of Members at which a quorum is present. Nominations of candidates for election to the Board of Trustees shall be set forth at a meeting of the Board of Trustees held at least two weeks preceding the annual meeting of the Foundation. A Nominating Committee shall be established by the Board of Trustees for purposes of reviewing the needs of the Board's membership and proposing candidates. The Nominating Committee may meet in association with the similar nominating committee of the Club and consider the possible benefit to the Foundation in an overlap of Directors of the Club and Trustees of the Foundation, *provided, however*, that the Nominating Committee shall not be required to follow any recommendations of the Club, or recommend any overlap or unity of board members between the Club and the Foundation, that the Nominating Committee does not determine to be in the best interests of the Foundation. Candidates to serve as a Trustee, who may include individuals serving as officers of the Foundation, may be proposed by any Trustee. If the number of nominees determined by the Nominating Committee equals the number of vacancies, such group shall be elected by voice vote of the Members. If the number of nominations determined by the Nominating Committee, plus any nominations made from the floor at the meeting by any Member, exceeds the number of vacancies, such group shall be elected by written ballot by a plurality of the votes cast. Cumulative voting shall not be permitted.

C. Any vacancy or vacancies occurring in the Board of Trustees (except a vacancy created by an increase in the size of the Board) may be filled for the remaining term of the predecessor Trustee by the concurring vote of seventy-five percent (75%) of the remaining Trustees in office at the second regular meeting following the nomination of a candidate to fill such vacancy. The nomination of a candidate to fill such vacancy shall be made by the Nominating Committee.

D. Each Trustee may serve a maximum of six years in such capacity and thereafter shall again be eligible to be elected a Trustee after a lapse of one year.

### 3.4 Meetings.

A. Regular meetings of the Board of Trustees may be held on no less than two (2) days' written notice of the date, time and place of the meeting, and may, but need not, state the purpose or purposes of the meeting, *provided, however*, that unless stated in a written notice of the meeting, no By-law may be brought up for adoption, amendment or repeal. Unless otherwise provided by a resolution carried by the affirmative vote of at least two-thirds of the members of the Board of Trustees, the Board of Trustees shall hold a regular meeting at least quarterly. Special meetings of the Board of Trustees may be called by any Trustee or the President of the Foundation on at least three days' written notice to each Trustee, given either by email or other form of wireless communication, or personally. Except as may otherwise be required by law, the Certificate or these By-laws, notice of a special meeting need not include a description of the purpose or purposes of the meeting, except that, unless stated in the written notice of the meeting, no By-law may be brought up for adoption, amendment or repeal.

Members shall be sent the notice of each meeting of the Board of Trustees concurrently at his or her last known email or facsimile address, or personally. Members shall have the right to attend, but not to participate in the deliberations of or vote at, meetings of the Board of Trustees and any committees thereof.

B. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern meetings of the Board of Trustees in cases in which they are applicable and not inconsistent with these By-laws and any special rules of order the Foundation may adopt.

3.5 Waiver of Notice. A Trustee may waive any notice required by law, the Certificate or these By-laws before or after the time stated in the notice. Any such waiver shall be in writing, signed by the Trustee entitled to the notice and filed with the minutes or corporate records of the Foundation.

A Trustee's attendance at or participation in a meeting waives any required notice to such Trustee unless the Trustee at the beginning of the meeting, or promptly upon his or her 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.

3.6 Honorary Trustees. The Board of Trustees may establish one or more classes of honorary Trustees to honor or show the Foundation's appreciation to individuals who have advanced the charitable purposes of the Foundation. Such honorary Trustees will not have the right to vote on Board actions nor shall such honorary Trustees be counted for purposes of establishing a quorum.

3.7 Quorum; Act of the Board. A majority of the number of Trustees then comprising the Board of Trustees pursuant to Section 2 of this Article III shall constitute a quorum at any meeting of the Board of Trustees, but if less than a quorum of Trustees is present at a meeting of the Board, a majority of the Trustees present may adjourn the meeting from time to time without further notice. If a quorum is present when a vote is taken, then the affirmative vote of a majority of the Trustees present is the act of the Board of Trustees, unless a greater number is specially required by these By-laws, by the Certificate or by applicable law.

A Trustee who is present at a meeting of the Board of Trustees or a committee of the Board of Trustees when corporate action is taken is deemed to have assented to the action taken unless (a) such Trustee objects at the beginning of the meeting, or promptly upon such Trustee's arrival, to the holding of such meeting or transacting business at the meeting; (b) such Trustee's dissent or abstention from the action taken is entered in the minutes of the meeting; or (c) such Trustee delivers written notice of such Trustee's dissent or abstention to the presiding officer of the meeting before its adjournment or to the Foundation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Trustee who votes in favor of the action taken.

3.8 Consent in Writing without Meeting. Any action required or permitted to be taken at a meeting of the Board of Trustees may be taken without a meeting if the action is taken by all of the members of the Board of Trustees. The action shall be evidenced by one or more written consents describing the action taken, signed by each Trustee taking such action, and included in the minutes or filed with the Foundation's corporate records reflecting the action taken.

3.9 Resignation and Removal. Any Trustee may resign at any time. A Trustee who intends to resign shall give written notice thereof to the Board of Trustees, delivered to its Chairman, if any, or to the Foundation, delivered to its President or Secretary. Such resignation shall become effective immediately unless it specifies a later effective date. A Trustee shall be deemed to have resigned from the Board of Trustees if such Trustee has three or more consecutive unexcused absences. A Trustee shall be excused from a meeting if prior to such meeting, such Trustee notifies the President or Secretary of the Foundation of the necessity for the absence. A Trustee absent from more than six meetings (whether excused or unexcused) in any calendar year shall be deemed to have resigned. Removal of one or more Trustees, with or without cause, may be effected by the Members of the Foundation only at a meeting called expressly for the purpose of considering such removal and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the Trustee.

#### ARTICLE IV - OFFICERS

4.1 Number. The officers of the Foundation shall include a President, a Treasurer and a Secretary, and when deemed necessary by the Board of Trustees, a Chairman, one or more vice presidents, an immediate past President and other officers and assistant officers as may be elected. Any two or more offices may be held by the same person.

4.2 Election and Term. The officers of the Foundation shall be elected by the Board of Trustees at its annual meeting to serve for a term of one year or until their respective successors shall have been duly elected and shall have qualified. Vacancies, however caused, shall be filled by action of the Board of Trustees. Any officer so elected to fill a vacancy shall serve for the unexpired term of his or her predecessor in office and until his or her successor shall have been duly elected and qualified. An officer may be re-elected for as many successive terms as the Board may determine. A Trustee who is also elected as an officer shall continue his or her term as Trustee, absent resignation, independent of the expiration of his or her term as an officer. The Board of Trustees may consider the possible benefit to the Foundation in an overlap of officers of the Club and officers of the Foundation, *provided, however*, that the Board shall not be required to follow any recommendations of the Club, or to elect any overlap or unity of officers between the Club and the Foundation, that the Board does not determine to be in the best interests of the Foundation.

4.3 Powers and Duties. The powers and duties of the officers shall be as follows:

President. The President shall have the general powers and duties of overall supervision of the affairs and operations of the Foundation, insuring that they are carried out in accordance with the philosophy and approved annual budget of the Foundation and all relevant federal and State policies and regulations. In the absence or nonelection of a Chairman of the Board, the President shall preside at all regular and special meetings of the Board of Trustees and shall see that all resolutions and actions adopted by the Board of Trustees are carried into effect. The President shall deliver a report on the business and affairs of the Foundation to the Club at least quarterly. The President shall also perform such other duties and exercise such additional powers as these By-laws may provide or as the Board of Trustees may assign from time to time.

Vice President. If one shall be elected, each vice president shall have such powers and perform such duties as the President or the Board of Trustees may from time to time assign and shall perform such other duties as may be prescribed by these By-laws. At the request of the President, or in the case of the President's absence or inability to act, the vice president so appointed shall perform the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President.

Secretary. The Secretary shall attend the meetings of the Board of Trustees and shall record or cause to have recorded upon the books and records of the Foundation the attendance at, and the proceedings of, such meetings. All such records of the proceedings of meetings of the Board of Trustees shall be in sufficient detail so that a general sense of the issues and discussions thereof are provided, and the shall be signed and dated by the Secretary or such other officer of the Foundation authorized to act in the place of the Secretary. The Secretary shall provide for the notification of the Trustees of their meetings in accordance with these By-laws and shall be the principal officer of the Foundation responsible for authenticating the corporate records. If agreed by the Members, the Secretary shall act as the secretary of any annual or special meeting of Members. The Secretary shall perform such other duties as may be required by these By-laws or as may be delegated by the Board of Trustees or the President.

Treasurer. The Treasurer shall be the financial officer of the Foundation, and shall receive and deposit in a bank or banks to be approved by the Board of Trustees, all the monies of the Foundation, maintaining an accurate account thereof. The Treasurer shall make disbursements under the supervision of, and subject to such regulations as may be promulgated from time to time by, the Board of Trustees or the President, and shall sign all checks, drafts, contracts, notes and other instruments for and on behalf of the Foundation; *provided that*, in the absence of the Treasurer, the President may perform the functions described in this sentence, subject to any regulations promulgated by the Board of Trustees and under the supervision of one or more Trustee. The Treasurer shall make reports of the financial condition of the Foundation, whenever requested by the Board of Trustees or the President. The Treasurer shall perform such other duties as may be required by these By-laws or as may be designated from time to time by the Board of Trustees.

If no other person is elected and serving as Treasurer, the President of the Foundation shall serve as Treasurer of the Foundation, and is authorized to act as such in all capacities.

4.5 Transfer of Authority. In case of the absence of any officer of the Foundation or for any other reason that the Board of Trustees may deem sufficient, the Board of Trustees may transfer the powers or duties of that officer to any other officer or to any Trustee or employee of the Foundation, provided that a majority of the entire Board of Trustees approves.

4.6 Resignation; Removal. Any officer may resign at any time by delivering notice to the Foundation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. The Board of Trustees may remove any officer at any time with or without cause.

## ARTICLE V - COMMITTEES OF THE BOARD

5.1 Creation of Committees. The Board of Trustees may, by resolution adopted by a majority of the entire Board, constitute one or more standing or special committees, each such committee to consist of at least two or more Trustees selected by the Board and such other persons as the Board may appoint. Effective as of the date hereof, the Board has authorized the following standing committee: the Nominating Committee. Any such committee shall have the functions and duties, and may exercise only the authority, delegated to it by the Board of Trustees as provided in these By-laws or by any Board resolution constituting such committee, or otherwise dealing with the scope of its powers. Notwithstanding the foregoing, a committee shall not be empowered to take any action prohibited by law, including without limitation, (a) filling vacancies on the Board of Trustees or any committee; (b) amending the Certificate; (c) adopting, amending or repealing these By-laws; (d) approving a plan of merger or a sale, lease, exchange or other disposition of all, or substantially all, of the property of the Foundation, other than in the usual and regular course of business; or (e) approving a proposal to dissolve the Foundation.

5.2 Committee Action. Meetings of the committees of the Board of Trustees may be called by the respective chairmen thereof or by any two members of the committee on at least three (3) day's written or oral notice. At all meetings of the committee, a majority of the members of the committee (which shall include at least two of the members of the Board of Trustees) shall constitute a quorum for the transaction of business, and the act of a majority of the members present at any meeting thereof shall be the act of the committee, except as may otherwise be set forth in these By-laws or provided by Board resolution. The provisions of Article III of these Bylaws relating to waiver of notice and action by consent without a meeting shall apply to committees and their respective chairmen as well. All acts of the committee shall be reported back to the Board of Trustees promptly following such acts.

## ARTICLE VI - ADVISORY COMMITTEES

Designation of Advisory Committees. The Board of Trustees may as deemed necessary constitute one or more advisory committees to the Board, each such committee to consist of Trustees and Members as designated by the Board of Trustees. Each of these committees shall operate in the same manner as a committee of the Board, but no such committee shall have power to bind the Foundation or the Board. These committees shall function as advisors to the Board of Trustees, making recommendations to the Board for action.

## ARTICLE VII - BOOKS AND RECORDS

The Foundation shall maintain correct and complete books and records of account and shall keep minutes of the proceedings of the Board of Trustees. The Board of Trustees shall adopt appropriate document retention policies in compliance with applicable law addressing among other things guidelines for handling electronic files and voicemail. The policy should also cover back-up procedures, archiving of documents, and regular check-ups of the reliability of the system. The books and records of account shall be open for inspection and review by the Trustees and any other persons legally authorized during normal business hours. At each regular annual meeting of the Members of the Foundation, the officers shall present reports on the status of the Foundation, file them and enter them in the minutes of the Meeting.

## ARTICLE VIII - DEPOSITS

All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the Board of Trustees may select. The Board of Trustees shall annually designate up to five (5) authorized banks, trust companies or other depositories. All checks, promissory notes and other instruments for the payment of money in an amount exceeding \$5,000 shall be signed by any two officers of the Foundation, as may from time to time be designated by the Board of Trustees, with a preference being that the Treasurer be one of the signatories, unless circumstances arise where the Treasurer is unavailable.

## ARTICLE IX - CONTRIBUTIONS

The Board of Trustees may accept on behalf of the Foundation any contribution, gift, or bequest or devise for the general purposes or for any specific purposes as may be set forth in the Certificate.

## ARTICLE X - FISCAL YEAR

The fiscal year of the Foundation shall be determined by resolution of the Board of Trustees. Until otherwise changed by such resolution, the fiscal year of the Foundation shall end on December 31.



## ARTICLE XI - INDEMNIFICATION

11.1 Indemnity. The Foundation shall indemnify, to the maximum extent permitted by applicable law, any individual who was, is or is threatened to be made a named defendant or respondent in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (each, a “proceeding”), including without limitation, a proceeding by or in the right of the Foundation, by reason of the fact that such individual is or was a Trustee or officer of the Foundation, or is or was serving at the Foundation’s request 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 incurred in such proceeding. For purposes of this Article XI, “liability” means the obligation to pay a judgment, settlement, penalty, fine, including an excise tax assessed with respect to an employee benefit plan, or reasonable expenses (including counsel fees) incurred with respect to a proceeding after a determination has been made in accordance with applicable law that indemnification is permissible in the circumstances because the proposed indemnitee has met the applicable standard of conduct to permit such indemnification.

11.2 Expenses. The Foundation shall pay for or reimburse the reasonable expenses incurred by a Trustee or officer who is a party to a proceeding in advance of final disposition of the proceeding if (a) the affected Trustee or officer furnishes the Foundation with a written affirmation of his or her good faith belief that he or she has met the applicable standard of conduct to permit indemnification hereunder; (b) the affected Trustee or officer furnishes the Foundation with a written undertaking, executed personally or on his or her behalf, to repay the advance if it is ultimately determined that he or she did not meet the applicable standard of conduct to permit indemnification hereunder; and (c) a determination is made that the facts then known to those making the determination would not preclude the indemnification of the affected Trustee or officer hereunder. Determination and authorizations of payments under this Section 2 shall be made in the same manner as required to authorize indemnification.

11.3 Insurance. The Foundation may purchase and maintain insurance on behalf of any individual so serving the Foundation or at the request of the Foundation against any liability asserted against or incurred by such individual in such capacity, or arising out of such person’s status as such, whether or not the Foundation would have the power to indemnify such individual against such liability pursuant to law.

11.4 Legal Representatives. The indemnification and advancement of expenses provided by this Article XI shall to the fullest extent permitted by Connecticut law as in effect from time to time continue as to an individual who has ceased to be a Trustee or officer and shall inure to benefit of such individual’s estate and personal representatives.

11.5 Merger etc. For purposes of this Article XI, references to the “Foundation” include any domestic or foreign predecessor entity of the Foundation in a merger or other transaction in which the predecessor’s existence ceased upon consummation of the transaction.

## ARTICLE XII - STOCK

No person shall have a right to shares of stock in the Foundation.

## ARTICLE XIII - AMENDMENTS TO BY-LAWS

The following By-Laws may be amended, repealed or modified only at a meeting of the Members by a majority vote of the Members attending such meeting at which a Quorum is present: any section of Article II, Section 3.2, Section 3.3, Section 3.8, Article VIII, Article XIII, and Article XIV. Any of the remaining By-laws may be amended, repealed or modified by the affirmative vote of the Trustees holding at least a seventy-five (75%) percent of the trusteeships or at a meeting of the Members by a majority vote of the Members attending such meeting at which a Quorum is present. Any notice of a meeting of the Board of Trustees or Members at which By-laws are to be adopted, repealed or amended shall include notice of such proposed action. If any By-laws regulating the election of Trustees is adopted, amended or repealed by the Board of Trustees, at the next regular annual meeting of Members, the By-law so adopted, amended or repealed shall be set forth with a concise summary of the changes made. No amendment to the By-laws shall become effective prior to the consent of Kiwanis International.

## ARTICLE XIV – CONFLICTS OF INTEREST

14.1 Definition of Conflicts of Interest. A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence Foundation policies or actions which involve or could ultimately harm or benefit financially: (a) the individual, (b) any member of his immediate family (spouse, parents, children, brothers, or sisters, and spouses of these individuals); or (c) any organization in which he/she or an immediate family member is a director, trustee, officer, member, partner or more than 10% shareholder.

14.2 Disclosure of Conflicts of Interest. A Trustee or officer shall disclose a conflict of interest: (a) prior to voting on or otherwise discharging his or her duties with respect to any matter involving the conflict which comes before the Board of Trustees or any committee; (b) prior to entering into any contract or transaction involving the conflict; (c) as soon as possible after the Trustee or officer learns of the conflict; and (d) on an annual conflict of interest disclosure form. The Secretary of the Foundation shall distribute annually to all Trustees and officers, a form soliciting the disclosure of all conflicts of interest, including specific information concerning the terms of any contract or transaction with the Foundation and whether the process for approval set forth in Section 14.3 of this Article XIV was used.

14.3 Approval of Contracts and Transactions Involving Potential Conflicts of Interest. A Trustee or officer who has or learns about a potential conflict of interest should disclose promptly to the Secretary of the Foundation the material facts surrounding any actual or potential conflict of interest, including specific information concerning the terms of any contract or transaction with the Foundation. All efforts should be made to disclose any such contract or transaction and have it approved by the Board of Trustees before the arrangement is entered into.

Following receipt of information concerning a contract or transaction involving a potential conflict of interest, the Board of Trustees shall consider the material facts concerning the proposed contract or transaction including the process by which the decision was made to recommend entering into the arrangement on the terms proposed. The Board of Trustees shall approve only those contracts or transactions in which the terms are fair and reasonable to the Foundation and the arrangements are consistent with the best interests of the Foundation. Fairness includes, but is not limited to, the concepts that the Foundation should pay no more than fair market value for any goods or services which the Foundation receives and that the Foundation should receive fair market value consideration for any goods or services that it furnishes others. The Board of Trustees shall insure that the Secretary sets forth the basis for its decision with respect to approval of contracts or transactions involving conflicts of interest in the minutes of the meeting at which the decision is made, including the basis for determining that the consideration to be paid is fair to the Foundation and insuring compliance with all applicable state and federal rules and regulations.

14.4 Validity of Contracts. No contract or other transaction between the Foundation and one or more of its Trustees or officers, or between the Foundation and any other corporation, firm, association or other entity in which one or more of the Foundation's officers or Trustees are trustees, regents, directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Trustee or officer are present at the meeting of the Board of Trustees, or of a committee thereof, which authorizes such contract or transaction, or that his, her or their votes are counted for such purpose, if the material facts as to such Trustee's or officer's interest in such contract or transaction and as to any such common trusteeship, officership or financial interest are disclosed in good faith or known to the Board of Trustees or committee, and the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Trustee or officer. At the time of the discussion and decision concerning the authorization of such contract or transaction, the interested Trustee or officer should not be present at the meeting.

14.5 Connecticut General Statutes. Trustees and officers of the Foundation must at all times comply with the provisions of Connecticut General Statutes 33-1127 through 33-1130 (addressing conflicts of interest) and 33-1104 – 33-1111 (addressing fiduciary duties) in their dealings with the Foundation.

14.6 Political Activities. All Trustees and officers of the Foundation are expressly prohibited from using the Foundation's name, facilities or property for any direct or indirect political endorsement or for any partisan electoral activities.

14.7 Policies of Kiwanis International. The Foundation and its Members will at all times abide and be governed and controlled by the By-laws and Policies of Kiwanis International now in force or hereafter from time to time adopted, insofar as any provision of such By-laws may be applicable and are not in conflict with a provision of Connecticut law or of the U.S. Internal Revenue Code that may be applicable to the Foundation or its Members.

Dated: January 5, 2013