

BY LAWS
OF
WINGS OF HOPE THE JUSTIN SAMELA MICELI FOUNDATION, INC.

ARTICLE I – NAME

The name of this Corporation is WINGS OF HOPE THE JUSTIN SAMELA MICELI FOUNDATION (“Corporation”).

ARTICLE II – OBJECTIVES

The primary objectives of the Corporation are as fully stated in ARTICLE THIRD of this Corporation’s Articles of Incorporation.

ARTICLE III – MEMBERSHIP

The Corporation shall not have any members. When any statute or rule of law requires action by, or makes other reference to members, the Trustees shall be deemed to be the members and shall have all the rights and privileges of members; provided, however, that if the provisions of the Connecticut nonprofit corporation law relating to meetings of members differ from the provisions of such law relating to Trustees, it shall be sufficient to comply with the provisions of such law relating to meetings of Trustees.

ARTICLE IV – TRUSTEES

Section 4.1 – Number and Term. There shall be a Board of Trustees (the “Board”) composed initially of eighteen (18) Trustees. At all times there shall be at least three (3) Trustees. The number of Trustees may be changed from time to time by the affirmative vote of a majority of the Trustees. The initial Board shall serve staggered terms of one, two and three years, with one-third of the Trustees serving one year terms, one-third of the Trustees serving two year terms and one-third of the Trustees serving

three year terms. At the first meeting of the Board, the Trustees shall be classified as to the length of their respective terms. Thereafter, each Trustee shall be elected to serve for a period of three (3) years. Such term shall commence upon each Trustee's election and shall continue until his or her successor shall be elected or until his or her earlier resignation, removal from office or death.

Section 4.2 – Election. The Trustees shall be elected annually at a meeting of the Trustees, held for that purpose.

Section 4.3 – Qualifications. Each Trustee shall be at least 18 years of age and free from any legal disability.

Section 4.4 – Compensation. The Trustees may by resolution establish the manner in which reasonable compensation may be determined and paid to any Trustee(s) for services rendered in that capacity to the Corporation. If compensation is paid to a Trustee for Trustee services, the fact shall not be construed to preclude any Trustee from serving the Corporation in any other capacity and receiving compensation therefor.

Section 4.5 – Duties. The Board shall have all of the authority of the Corporation, shall formulate policies and procedures for furthering the purposes and objectives of the Corporation, shall have general supervision of the affairs of the Corporation, and may make general rules and regulations for the government of the Corporation.

Section 4.6 – Meetings. The Board shall meet at least four (4) times each year, at such time as the Board may designate. Additional meetings of the Board may be called by the Co-Presidents, or by any two Trustees. Unless changed by resolution of the Board, the Annual Meeting of the Board of Trustees shall be held during the month of November or December.

Section 4.7 – Place of Meetings. All meetings of the Board shall be held at the Corporation's principal office or at such other place, within or without the State of Connecticut, as may be designated in the notice of such meeting.

Section 4.8 – Notice. Written notice of the time and place of any meeting of the Board shall be given to each Trustee, personally, by first class U.S. Mail postage prepaid, or by email by the Secretary of the Corporation at least three days in advance of such meeting.

Section 4.9 – Waiver of Notice. Notice of the time, place and purpose(s) of any meeting of the Board, whether required by law, the Articles of Incorporation, or these Regulations, may be waived in writing, either before or after the holding of such meeting, by any Trustee, which writing shall be filed with or entered upon the records of the meeting. The attendance of any Trustee at any such meeting without protesting the lack of proper notice, prior to or at the commencement of the meeting, shall be deemed to be a waiver by that Trustee of notice of such meeting.

Section 4.10 – Quorum. A majority of the whole authorized number of Trustees shall constitute a quorum for a meeting of the Board, except that a majority of the Trustees in office constitutes a quorum for filling a vacancy on the Board of Trustees. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board. A majority of the Trustees present at any meeting, whether or not a quorum is present, may adjourn such meeting from time to time.

Section 4.11 – Manner of Acting. Decisions by the Board shall be reached by a majority vote, except in the case of removal of a Trustee as set forth in Section 4.16 and amending these Regulations as set forth in Article XI. If the Board is unable to act by

reason of irreconcilable differences among the existing Trustees, or for any other reason, consent is hereby given to the appointment of a Provisional Trustee under Section 1702.521, Connecticut Revised Code.

Section 4.12 – Order of Business. The order of business at all meetings of the Board of Trustees shall be as follows:

- a. Call to order
- b. Proof of notice of meeting or review of waiver of notice.
- c. Secretary's minutes of previous meetings
- d. Treasurer's report
- e. Reports of officers
- f. Reports of committees
- g. Election of Trustees & Officers (if Annual Meeting)
- h. Unfinished business
- i. New business
- j. Adjournment

Section 4.13 – Action without Meeting. Any action which may be authorized or taken at a meeting of the Board may be authorized or taken without a meeting by the unanimous written consent of all of the Trustees pursuant to Section 1702.25, Connecticut Revised Code.

Section 4.14 – Vacancies. In the event of a vacancy on the Board of Trustees caused by the death, resignation, disability or removal of a Trustee by the Board, the remaining Trustees, though less than a majority of the whole authorized number of Trustees, may, by the vote of a majority of their number, fill such vacancy for the unexpired term.

Section 4.15 – Resignation. Any Trustee may resign at any time by giving written notice to the Co-Presidents or to any other officer of the Corporation. Such resignation shall take effect as of the date of the receipt of such notice, unless such notice specifies a later effective time.

Section 4.16 – Removal of Trustees. Any Trustee may be removed from office by a vote of a majority of the Trustees for absence without excuse from three (3) or more consecutive meetings of the Board of Trustees. Any Trustee may be removed from office, either with or without cause, by a vote of at least two-thirds (2/3) of the Trustees at a special meeting of the Board called for the purpose of removal of such Trustee and election of a successor Trustee.

ARTICLE V – OFFICERS

Section 5.1 – Designation. The officers of the Corporation shall be the Co-Presidents, three (3) or more Vice Presidents (the number to be determined by the Board), the Secretary and the Treasurer. The Vice Presidents shall include a Vice President of Finance, a Vice President of Fund Development and a Vice President of Alumni and Community Relations. The Board may provide for an Assistant Secretary, an Assistant Treasurer, and for such other elected officers and elected or appointed assistant officers as may be deemed necessary from time to time.

Section 5.2 – Election and Term of Office. The Officers of the Corporation shall be elected annually by the Board of Trustees at its Annual Meeting or at a special meeting of the Board held for such purpose. The officers shall also be members of the Board of Trustees. Each officer shall hold office for a term of one (1) year from January 1 to December 31, and until his or her successor shall be elected, or until his or her earlier resignation, disability, removal from office or death.

Section 5.3 – Removal. Any officer elected or appointed by the Board of Trustees may be removed from office, with or without cause, by a vote of a majority of the Trustees, at a meeting of the Board at which a quorum is present.

Section 5.4 – Powers and Duties. Subject to such limitations as the Board may from time to time prescribe, the officers shall each have such powers and perform such duties as generally pertain to their respective offices, and such furthers powers and duties as may be conferred from time to time by the Board, or in the case of all officers other than the President, by the President, including but not limited to the following powers and duties:

(a) President – The President shall oversee the general operation of the Corporation, shall preside at all meetings of the Board of Trustees, and shall perform such other duties as may be assigned by the Board of Trustees. The President shall be the Chief Executive Officer of the Corporation.

(b) Vice President – The Vice Presidents shall perform the duties and have the powers of the President in the event of the Presidents absence, death or disability. Whenever there is more than one Vice President of the Corporation, each shall perform the duties of the President, in case of the absence of that officer, in the order of succession as designated by the President. The Vice Presidents shall perform such duties as may be assigned by the Board of Trustees or by the President. In case the President and all Vice Presidents are absent or unable to perform their duties, the Board of Trustees may appoint a President pro tempore.

(c) Secretary – The Secretary shall give notice of all meetings of the Board of Trustees, shall keep a record of all proceedings at meetings of the Board of Trustees, and shall prepare the minutes of each such meeting. The Secretary shall be the custodian of the non-financial records of the Corporation, and in general perform all the

duties incident to the office of Secretary and such other duties as assigned by the Board of Trustees or the President.

(d) Treasurer – The Treasurer shall have charge of the funds and assets of the Corporation, shall keep proper records showing all receipts, expenditures and disbursements of the Corporation (with vouchers in support thereof) and shall make a report of the status of all of the Corporation's accounts at each regular meeting of the Board. The Treasurer shall be the custodian of the financial records of the Corporation, and shall perform such other duties as may be assigned by the Board of Trustees or the President.

(e) Delegation of Duties – Whenever an officer is absent, or whenever for any reason the Board of Trustees shall deem it desirable, the Board may delegate the powers and duties of an officer to any other officer or any Trustee.

ARTICLE VI – TRUSTEES EXECUTIVE COMMITTEE

Section 6.1 – Constitution and Powers. The Board of Trustees may appoint and Executive Committee, which shall have and may exercise, during the intervals between the meetings of the Board of Trustees all the powers of the Board in the management of the business, properties and affairs of the Corporation, including authority to take all action provided in this Code of Regulations to be taken by the Board of Trustees; provided, however, that the foregoing is subject to the applicable provisions of law and shall not be construed as authorizing action by the Executive Committee with respect to any action which is required to be taken by vote of a specified proportion of the whole Board of Trustees. The Executive Committee shall consist of the President and such number of other Trustees as may from time to time be designated by the Board of

Trustees, but shall not be less than three (3) members. So far as practicable, the members of the Executive Committee shall be appointed at the annual meeting of the Board of Trustees in each year, and unless sooner discharged by affirmative vote of a majority of the whole Board of Trustees shall hold office until the next annual meeting of the Board of Trustees and until their respective successors shall be appointed. All acts done and powers conferred by the Executive Committee shall be deemed to be, and may be certified as being, done or conferred with the authority of the Board of Trustees.

Section 6.2 – Meetings; Notice and Waiver of Notice. Regular meetings of the Executive Committee shall be held at such times as may be determined by resolution either of the Board of Trustees or the Executive Committee, and no notice shall be required for any regular meeting. Special meetings of the Executive Committee shall be called by the Secretary of the Corporation upon the request of any member of the Executive Committee. Notice of any special meeting of the Executive Committee shall be in form approved by the chairman of the Executive Committee, or if the meeting is called pursuant to the request of some other member of the Executive Committee and there shall be a failure to approve the form of notice as aforesaid, then in the form approved by such member. Notices of special meetings shall be sent to each member, first class U.S. mail postage prepaid, addressed to each member's residence or usual place of business, not less than three (3) days before the day on which the meeting is to be held, or shall be sent to the member at such place by telecommunication, or be delivered personally or by telephone not later than the day before such day of meeting. Notices of such meeting need not be given to any member of the Executive Committee.

However, if notice is waived, the provision with respect to waiver of notice of a meeting of the Board of Trustees shall apply to meetings of the Executive committee as well.

Section 6.3 – Organization. The President shall be the chairperson of the Executive Committee and shall preside at all meetings of the Executive Committee at which he is present. In the absence of the President, one of the other members present shall be chosen by the Executive Committee to preside at such meeting. The chairman of the Executive Committee shall designate a member of said Committee to act as secretary at all meetings of the Executive Committee, and in that person's absence a temporary secretary shall be appointed by the chairman of the meeting.

Section 6.4 – Quorum and Manner of Acting. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business, and the act of a majority of those present at any meeting at which a quorum is present, shall be the act of the Executive Committee. In the absence of a quorum, a majority of the members of the Executive Committee present may adjourn any meeting, from time to time, until a quorum is present. No notice of any adjourned meeting need be given other than by announcement at the meeting that is being adjourned.

Section 6.5 – Records. The Executive Committee shall keep minutes of its acts and proceedings which shall be submitted at the next regular meeting of the Board of Trustees, and any action taken by the Board of Trustees with respect thereto shall be entered in the minutes of the Board of Trustees.

ARTICLE VII – OTHER COMMITTEES

Section 7.1 – Audit Committee. Annually the Board of Trustees may appoint an independent auditor to audit the financial records of the Corporation as of the end of the

fiscal year and to submit the result of that audit to the Board of Trustees at the next meeting of the Trustees following the completion of such audit, but no later than the Annual Meeting.

Section 7.2 – Other Committees. Other committees may be formed by the Board of Trustees from time to time to undertake specific tasks for the Corporation. These tasks shall be carefully defined at the time of formation of a committee. Any other committee shall be disbanded as soon as it shall have accomplished the specific purpose for which it was formed.

ARTICLE VII – CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 8.1 – Contracts. The Board of Trustees may authorize any officer(s), employee(s) or agent(s), to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation. Such authority may be general or may be confined to specific instances.

Section 8.2 – Loans. No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in the name of the Corporation, unless authorized by a resolution of the Board of Trustees. Such authority shall be confined to specific instances.

Section 8.3 – Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness shall be signed by the officer or officers, agent or agents, of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board of Trustees.

Section 8.4 – Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Trustees may select.

ARTICLE IX – INDEMNIFICATION

The Corporation shall, and does hereby agree to, indemnify any Trustee, officer, or employee, or any former Trustee, officer or employee, or any other person who is serving or has served at its request as a Trustee, officer, or employee of another corporation, whether nonprofit or for profit, to the full extent permitted by the provisions of Section 1702.12(E), Connecticut Revised Code, which provisions, in their entirety, are incorporated in this Article as if the same were fully rewritten in this Article. In addition, the indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation or these Regulations, or any agreement, vote of disinterested Trustees, or otherwise, and shall continue as to a person who has ceased to be a Trustee, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, employee, or agent of the Corporation, to provide the indemnification provided herein.

ARTICLE X – EXEMPT ACTIVITIES

These Regulations and any powers or authorizations contained herein shall be subject to the restrictions and provisions contained in the Articles of Incorporation of the Corporation. Notwithstanding any other provisions of these Regulations, no Trustee, officer, employee, or representative of the Corporation, shall take any action or carry on

any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent federal tax law), or by an organization contributions to which are deductible under Section 170 (c) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent federal tax law).

ARTICLE XI – AMENDMENTS

These Regulations may be altered, amended, or repealed or new Regulations may be adopted by the affirmative vote of two-thirds (2/3) of the Trustees at any meeting of the Board; provided, that at least two (2) weeks prior written notification of the proposed change shall have been given to all Trustees.

ARTICLE XII – MISCELLANEOUS

Section 12.1 – Pronouns. All pronouns shall be deemed to refer to the masculine, feminine, neuter, singular or plural as the identity of the person or persons referred to may require.

Section 12.2 – Effective Date. These Regulations shall be effective upon adoption, by an affirmative vote of a majority of the Trustees at a meeting of such Trustees.

Section 12.3 – Procedure. Roberts Rules of Order will be used to govern procedural aspects of the Corporation in all matters not provided for in these Regulations.

ARTICLE XIII – FISCAL YEAR

The fiscal year of the Corporation shall be January 1 through December 31, or such other year as may be adopted from time to time by the Board of Trustees.