

BYLAWS
OF
NIAGARA COUNTY BROWNFIELD DEVELOPMENT CORPORATION

Dated: July 31, 2008

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OF
NIAGARA COUNTY BROWNFIELD DEVELOPMENT CORPORATION

ARTICLE I - THE CORPORATION

Section 1. Name

The Corporation shall be known as: Niagara County Brownfield Development Corporation.

Section 2. Offices

The principal office of the corporation shall be located in Niagara County, New York. The Corporation may also have offices at such other places within the State of New York as the Board of Directors may from time to time determine or the activities of the Corporation may require.

Section 3. Purposes

The Corporation shall have such purposes as are now or hereafter set forth in its Certificate of Incorporation.

ARTICLE II - MEMBERSHIP

Section 1. Composition of Membership

The members of the Corporation shall consist of the individuals holding the following positions, *ex officio*, (collectively, the "Members"):

- a. Chairman of the Board of Legislators, Niagara County
- b. Executive Director, Niagara County Industrial Development Agency
- c. Mayor, City of Niagara Falls.

There shall only be one class of membership in the Corporation. The membership of the individual Member shall terminate upon the inauguration or appointment of his or her successor or replacement, which successor or replacement shall thereupon become the Member.

Section 2. Rights and Powers of Membership

The Members shall have and exercise all the rights and powers of corporate membership created by the laws of the State of New York, the Certificate of Incorporation or these Bylaws.

Section 3. Termination of Membership

A Member's membership in the Corporation shall be terminated by written notice of resignation from its designated representative. Such notice of resignation shall be delivered to the President or the Secretary of the Corporation. Resignation shall take effect at the time specified therein or, if no time is specified, then on delivery. Acceptance of the resignation shall not be necessary to make it effective. If there comes a time when there are no Members, the President shall dissolve the Corporation promptly thereafter.

Section 4. Annual Membership Meeting

An annual Membership meeting shall be held once during each fiscal year, at such time and place as may be designated by the Membership of the Corporation and as stated in the notice of the meeting. At the annual meeting, the Members shall designate directors, receive the annual report and transact such other business as may properly come before the meeting. Further, at the annual meeting, the Members shall elect by a majority vote a chairperson of the Membership ("Chairperson").

Section 5. Annual Report

At the annual Membership meeting, the President and the Treasurer shall present an annual report showing in appropriate detail the following information:

- a. The financial information described in Article III, Section 5 of these Bylaws ("Annual Report");
- b. A summary of the activities of the Corporation during the preceding year;
- c. The number of Members of the Corporation as of the date of the report, together with a statement of increase or decrease in such number during the preceding year, and the place where the names and addresses of the current Members can be found.

The Annual Report shall be filed with the minutes of the annual meeting and within ninety (90) days after the end of the Corporation's fiscal year, said Annual Report shall be submitted to: the chief executive officer, the chief financial officer, the chairperson of the legislative body of the local governments, as applicable, and to the New York State Authority Budget Office.

Section 6. Budget Report

At the annual Membership meeting, the President and the Treasurer shall present a Budget Report showing in appropriate detail the information described in Article III, Section 6 of these Bylaws ("Budget Report"). The Budget Report shall be filed with the minutes of the annual meeting. At least sixty (60) days prior to the commencement of its fiscal year, the Corporation shall

submit the Budget Report to: the chief executive officer, the chief financial officer, the chairperson of the legislative body of the local government, as applicable, and the New York State Authority Budget Office.

Section 7. Audit Report

At the annual Membership meeting, the President and the Treasurer shall present an audit report showing in appropriate detail the following the financial information described in Article III, Section 7 of these Bylaws (“Audit Report”). The Audit Report shall be filed with the minutes of the annual meeting. Within thirty (30) days after receipt of the Audit Report, the Corporation shall submit a copy of the Audit Report (performed by a certified public accounting firm in accordance with generally accepted government auditing standards), a management letter, and any other external examination of the books and accounts of the Corporation, other than examination made by the State Comptroller, to: the chief executive officer, the chief financial officer, the chairperson of the legislative body of the local government, as applicable, and to the New York State Authority Budget Office.

Section 8. Special Membership Meetings

Special meetings of the Members may be called at any time by any two Members or any two Directors if requested in writing to the Secretary of the Corporation.

Section 9. Place of Meetings; Organization

All Membership meetings shall be held at the principal office of the Corporation or at such other convenient location in Niagara County as may be determined by the Members of the Corporation. At each regular or special Membership meeting, the Chairperson, as elected pursuant to Section 4 of this Article, shall preside. The Secretary, or, in his or her absence, a person chosen by a majority of the Members present, shall keep complete and accurate minutes of the meeting.

Section 10. Notice of Membership Meetings; Waivers

a. Written notice of each meeting shall be given to the Members and shall state the place, date and hour of the meeting. Unless it is an Annual Meeting, the notice shall also indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a Special Meeting shall also state the purpose or purposes for which it is being called.

b. A copy of the notice of any meeting shall be given, personally; by first class mail or by electronic mail not less than ten (10) nor more than fifty (50) days before the date of the meeting, or by another class of mail not less than thirty (30) nor more than sixty (60) days before such date, to each Member entitled to vote at such meeting. If mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the Member at the Member’s address as it appears on the record of Members, or if the Member shall have filed with the Secretary

a written request that notices to the Member be mailed or electronically mailed to some other address, then directed to the Member at such other address.

c. Notice of meeting need not be given to any Member who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any Member at a meeting in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him or her.

Section 11. Quorum of Members

a. The majority of the Members shall constitute a quorum for the transaction of business at any annual or special Membership meeting.

b. A majority of the Members present at a meeting, whether or not a quorum is present, may adjourn any Membership meeting to another time and place. If a quorum is not present at a meeting of the Members, the meeting must be adjourned and rescheduled in accordance with the Bylaws.

Section 12. Action by the Members

a. Each Member shall be entitled to one vote on each matter properly submitted to the Members for action at any meeting of the Members.

b. Every Member entitled to vote at a meeting of Members may authorize another person or persons to act for him or her by proxy. Every proxy must be signed by the Member or the Member's attorney-in-fact and delivered to the Secretary of the Corporation. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law.

c. Unless otherwise required by law or these Bylaws, the vote of a majority of the entire Membership present in person or by proxy at the time of a vote at a duly convened meeting, provided a quorum is then present, shall be the act of the Members.

d. Notwithstanding the foregoing, the vote of two-thirds of the entire Membership of the Corporation shall be necessary to designate additional Members of the Corporation or to amend its Certificate of Incorporation or these Bylaws.

Section 13. Property Rights of Members

The Members shall not have any individual rights or interests in or to the property or assets of the Corporation.

Section 13. Members as Directors

Each Member referenced in Article II, Section 1 of this Article shall also serve as a member of the Board of Directors as more fully detailed in Article III of these Bylaws, except that no Member, including the Chairperson of the Membership and the Chairperson of the Board of Directors, shall serve as the President, Chief Executive Officer, Executive Director, Treasurer, Chief Financial Officer, Comptroller, or hold any other equivalent position as an Officer of the Corporation, while also serving as a member of the Board of Directors.

ARTICLE III - BOARD OF DIRECTORS

Section 1. Power of Board of Directors

The Corporation shall be managed by its Board of Directors, which shall establish all general policies governing its operations.

Section 2. Number, Independence, Election and Term of Directors

a. Until changed by amendment of these Bylaws, the number of Directors shall be equal to the number of Members of the Corporation. Each individual Director shall be the individual designee of each Member. No member of the Board of Directors, including the Chairperson, shall serve as the President, Chief Executive Officer, Chief Operating Officer, Treasurer/Chief Financial Officer, Comptroller, or hold any other equivalent executive position or office while also serving as a member of the Board of Directors (“Executive Officers”). As used in these Bylaws, “the entire Board of Directors” means the total number of Directors of the Corporation.

b. The Chairperson of the Membership, as described in Article II, Section 4, above, shall also act as the Chairperson of the Board of Directors. Except as otherwise provided in these Bylaws, the Chairperson of the Board of Directors shall appoint annually the members of all the Committees of the Board, subject to the approval of the Board, and shall be, *ex officio*, a member of all such Committees.

c. As soon as practicable and in compliance with Section 2825 of the Public Authorities Law, the majority of the members of the Board of Directors shall be Independent Directors, as such term is defined in paragraph (d) below.

d. For the purposes of these Bylaws, an Independent Director is one who:

i. is not, and in the past two (2) years has not been, employed by the Corporation or another corporate body having the same ownership and control of the Corporation in an executive capacity;

- ii. is not, and in the past two (2) years has not been, employed by an entity that received remuneration valued at more than fifteen thousand dollars (\$15,000.00) for goods and services provided to the Corporation or received any other form of financial assistance valued at more than fifteen thousand dollars (\$15,000.00) from the Corporation;
- iii. is not a relative of an executive officer or employee in an executive position of the Corporation or another corporate body having the same ownership and control of the Corporation; and,
- iv. is not, and in the past two (2) years has not been, a lobbyist registered under a state or local law and paid by a client to influence the management decisions, contract awards, rate determinations or any other similar actions of the Corporation or another corporate body having the same ownership and control of the Corporation.

Section 3. Resignation and Removal of Directors

Any Director of the Corporation may resign at any time by giving written notice to the Chairperson or the Secretary. Such resignation shall take effect at the time specified therein or, if no time is specified, then on delivery. Acceptance of the resignation shall not be necessary to make it effective.

Section 4. Annual Meeting

The Annual Meeting of the Board of Directors shall be held immediately following the annual Membership meeting each year at a convenient time and location designated by the Board. Written notice of the Annual Meeting shall be mailed or delivered to each member of the Board at least ten (10) days prior to the meeting.

Section 5. Annual Report

The Board of Directors shall direct the President and the Treasurer to present, within ninety (90) days after the end of the Corporation's fiscal year, an Annual Report verified by the President and the Treasurer and approved by a majority of Directors, showing in appropriate detail the following:

- a. operations and accomplishments;
- b. receipts and disbursements, or revenues and expenses, during such fiscal year in accordance with the categories or classifications established by the Corporation for its own operating and capital outlay purposes;

c. assets and liabilities at the end of its fiscal year including the status of reserve, depreciation, special or other funds and including the receipts and payments of these funds;

d. a schedule of all its bonds and notes outstanding at the end of its fiscal year, together with a statement of the amounts redeemed and incurred during such fiscal year as part of a schedule of debt issuance that includes the date of issuance, term, amount, interest rate and means of repayment. The required debt schedule shall also include all refinancings, calls, refundings, defeasances and interest rate exchanges or other such agreements, and for any debt issued during the reporting year, the schedule shall also include a detailed list of costs of issuance for such debt;

e. a compensation schedule that shall include, by position, title and name of the person holding such position or title, the salary, compensation, allowance and/or benefits provided to any officer, director or employee in a decision making or managerial position of the Corporation whose salary is in excess of \$100,000;

f. the projects undertaken by the Corporation during the past year;

g. a listing of (i) all real property owned by the Corporation having an estimated fair market value in excess of \$15,000 that the Corporation intends to dispose of; (ii) all such property held by the Corporation at the end of the period covered by the report; and, (iii) all such property disposed of during such period. This report is required to contain an estimate of fair market value for all such property held by the Corporation at the end of the period and the price received by the Corporation and the name of the purchaser for all such property sold by the Corporation during such period;

h. Corporation's code of ethics; and,

i. an assessment of the effectiveness of its internal control structure and procedures.

Every Annual Report so approved by the Board must be certified in writing by the President and Treasurer of the Corporation that based upon the Officer's knowledge (i) the information is accurate, correct and does not contain any untrue statement of material fact; (ii) does not omit any material fact which, if omitted, would cause the financial statements to be misleading in light of the circumstances under which the statements are made; and, (iii) fairly presents in all material respects the financial condition and results of operations of the Corporation as of, and for, the periods presented in the financial statements. The Annual Report shall be submitted to the chief executive officer, the chief financial officer, and the chairperson of the legislative body of the local government, as applicable, and the New York State Authority Budget Office within ninety (90) days after the end of the Corporation's fiscal year.

Section 6. Budget Report

The Board of Directors shall direct the President and the Treasurer to present at its Annual Meeting a Budget Report, showing in appropriate detail the following:

- a. Budget information on operations and capital construction setting forth the estimated receipts and expenditures for the next fiscal year and the current fiscal year; and,
- b. Actual receipts and expenditures for the last completed fiscal year.

At least sixty (60) days prior to the commencement of the Corporation's fiscal year, the Board of Directors shall direct the President and Treasurer to submit copies of the Budget Report, in the form such report is presented to the Board of Directors, to the chief executive officer, the chief financial officer, or the chairperson of the legislative body of the local government, as applicable, and to the New York State Authority Budget Office.

Section 7. Audit Report

The Board of Directors shall direct the President and the Treasurer, in conjunction with a certified public accounting firm, to present at its Annual Meeting an Audit Report, in accordance with the following guidelines:

- a. Report - Within thirty (30) days of receipt by the Corporation, the Board of Directors shall direct the President and Treasurer to submit a copy of an annual independent audit report, prepared by a certified public accounting ("CPA") firm in accordance with generally accepted government auditing standards, a management letter, and any other external examination of the books and accounts of the Corporation, other than examinations made to the State Comptroller, to (i) the chief executive officer, the chief financial officer, the chairperson of the legislative body of the local government, as applicable; and, (ii) the Authority Budget Office;
- b. Exemptions from Disclosure – The Corporation may exempt from disclosure any information that may be exempted pursuant to Section 87 of the Public Officers Law; and,
- c. Auditor Restrictions and Requirements – The lead audit partner or audit partner responsible for reviewing the audit cannot have performed audit services of the Corporation in each of the five previous fiscal years. The CPA firm performing the audit may not perform any non-audit services to the Corporation contemporaneously with the audit, unless prior approval is granted by the Audit Committee. Further, the CPA firm is prohibited from performing any audit service if the President, Treasurer, or any other person serving in an equivalent position for the Corporation was employed by the CPA firm and participated in any capacity in the audit of the Corporation during the one year preceding the date of the initiation of the audit.

Section 8. Regular Meetings

Regular meetings of the Board of Directors shall be held at least quarterly each year at such times and places as may be determined from time to time by the Chairperson. Written notice of regular meetings shall be mailed or delivered to each member of the Board at least five (5) days prior to the meeting.

Section 9. Special Meetings

Special meetings of the Board of Directors may be called for any purpose on two (2) business days notice by any two Members or two Directors if requested in writing to the Secretary of the Corporation. Written notice of special meetings shall be delivered (via facsimile or e-mail) to each member of the Board at the address so designated by that Board Member. Such written request shall state the purpose or purposes for the proposed meeting and shall state the date, month, and location of such meeting. Business transacted at a special meeting shall be confined to the purposes stated in the notice of such meeting.

Section 10. Waivers of Notice

Notice of a meeting need not be given to any Director who submits a signed waiver of notice, whether before, at 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 11. Place of Meetings

The Board of Directors may hold its meetings at such place or places within Niagara County as the Board of Directors may from time to time by resolution determine.

Section 12. Quorum and Adjourned Meetings

a. The majority of the entire Board shall constitute a quorum for the transaction of business at any annual, regular or special meeting of the Board.

b. A majority of the Directors present at a meeting, whether or not a quorum is present, may adjourn any director meeting to another time and place. If a quorum is not present at a meeting of the Directors, the meeting must be adjourned and rescheduled in accordance with the Bylaws.

Section 13. Action by the Board of Directors

Any corporate action to be taken by the Board of Directors means action at a meeting of the Board. Each Director shall have one vote regarding any corporate action to be taken by the Board. Except as otherwise provided by law or these Bylaws, the vote of a majority of the entire Board of

Directors at the time of the vote at a duly convened meeting at which a quorum is present shall be the act of the Board of Directors.

Section 14. Organization

At each meeting of the Board of Directors, the Chairperson, or, in his or her absence, a chairperson chosen by a majority of the Directors present shall preside. The Secretary, or, in his or her absence, a person chosen by a majority of the Directors present, shall keep complete and accurate minutes of the meeting.

Section 15. Attendance at Meetings

Attendance at each meeting of the Board shall be recorded by the Secretary in the minutes thereof.

Section 16. Compensation

The members of the Board of Directors shall receive no compensation for their services, but Directors may be reimbursed for reasonable expenses incurred in the performance of Corporation duties.

Section 17. Property Rights

No Director of the Corporation shall, by reasons of that position, have any rights to or interests in the property or assets of the Corporation.

Section 18. Codes, Policies and Guidelines

The Board of Directors shall:

- a. Execute direct oversight of the Corporation's chief executive officer and other senior management in the effective and ethical management of the Corporation;
- b. Understand, review and monitor the implementation of fundamental financial and management controls and operational decisions of the Corporation;
- c. Establish policies regarding the payment of salary, compensation and reimbursements to, and establish rules for the time and attendance of, the chief executive and senior management of the Corporation;
- d. Adopt a code of ethics applicable to each officer, director and employee that, at a minimum, includes the standards established in Section 74 of the Public Officers Law;

e. Establish written policies and procedures on personnel including policies protecting employees from retaliation for disclosing information concerning acts of wrongdoing, misconduct, malfeasance, or other inappropriate behavior by an employee or Board Member of the Corporation, investments, travel, the acquisition of real property and the disposition of real and personal property and the procurement of goods and services;

f. Adopt a defense and indemnification policy and disclose such plan to any and all prospective Board Members;

g. Adopt by resolution guidelines which must (i) detail the Corporation's policy and instructions regarding the use, awarding, monitoring and reporting of contracts for the disposal of property; and, (ii) designate a Contracting Officer who shall be responsible for the Corporation's compliance with, and enforcement of, such guidelines; and,

h. Annually adopt and review comprehensive investment guidelines which detail the Corporation's operative policy and instructions to officers and staff regarding the investing, monitoring and reporting of funds of the Corporation.

ARTICLE IV - COMMITTEES

Section 1. Standing Committees

a. Until changed by amendment of these Bylaws, the Standing Committees of the Board shall be as described in subparagraph (b) below. Except as otherwise provided by these Bylaws, each Standing Committee shall consist of at least three Directors. Except for the Executive Committee (if any), which shall be elected at the Annual Meeting of the Board, each Standing Committee shall have its members appointed annually by the Chairperson from among the Directors of the Corporation, subject to the approval of the Board. The Chairperson shall be an *ex-officio* voting member of each Standing Committee. No Standing Committee shall have authority as to the following matters:

- i. The submission to the Members of any action requiring Membership approval;
- ii. The filling of vacancies on the Board of Directors or any committee;
- iii. The fixing of compensation of Directors for serving on the Board or any committee;
- iv. The amendment or repeal of these Bylaws or the adoption of new Bylaws; or,

v. The amendment or repeal of any resolution of the Board which by its terms is not so amendable or repealable.

b. The Corporation has the following Standing Committees:

i. Audit Committee - the Audit Committee shall be comprised of independent members as defined in Article III, Section 2(d)) of the Board of Directors of the Corporation. To the extent practicable, members of the Audit Committee should be familiar with corporate financial and accounting practices. The Audit Committee shall recommend to the Board of Directors the hiring of a certified independent accounting firm, establish the compensation to be paid to the accounting firm, and provide direct oversight of the performance of the independent annual audit performed by the accounting firm hired for such purposes.

ii. Governance Committee - the Governance Committee shall be comprised of independent members of the Board of Directors of the Corporation. The Governance Committee shall keep the Board of Directors informed of current best governance practices, review corporate governance trends, update the Corporation's governance principles as appropriate, and advise Members on the skills and experiences required of potential Board Members.

Section 2. Committees of the Corporation

The Board of Directors, by resolution adopted by a majority of the entire Board, may create Committees of the Corporation, which shall have only the powers specifically delegated to them and shall in no case have powers which are not authorized for Standing Committees. The members of Committees of the Corporation shall be appointed by the Chairperson, subject to the approval of the Board. Each Committee of the Corporation shall include at least one Director.

Section 3. Meetings

Meetings of committees shall be held at such times and places as shall be fixed by the respective committee chairpersons, or by vote of a majority of all of the members of the committee. Written notice shall be mailed or delivered, via facsimile or e-mail, to all members of the Board of Directors and to members of the Committees not less than ten (10) days before each meeting. Written minutes of the proceedings shall be kept at all committee meetings and shall be submitted at the next meeting of the Board and to all members of the Board of Directors. The Chairperson, President, or their designee(s), may attend all committee meetings.

Section 4. Quorum

Unless otherwise provided by resolution of the Board of Directors, a majority of all of the members of a committee shall constitute a quorum for the transaction of business.

ARTICLE V - OFFICERS

Section 1. Officers of the Board

The Officers of the Board shall be a Chairperson, one or more Vice Chairpersons and a Secretary. Any two or more offices may be held by the same person, except the offices of Chairperson and Secretary. The Officers of the Board shall serve without compensation at the pleasure of the Board, but may be reimbursed for reasonable expenses incurred in performing duties for the Corporation.

Section 2. Executive Officers

The Executive Officers shall be the President and Treasurer. Executive Officers may be elected for such period, have such authority and perform such duties, either in an administrative or subordinate capacity, as the Board of Directors may from time to time determine. The Executive Officers of the Corporation may be employees of a Member, however, the designee of a Member and any elected Officer of a Member shall not be an Executive Officer of the Corporation.

Section 3. Terms of Officers

The Officers of the Board shall be elected by the Board of Directors at the Annual Meeting of the Board. Unless a different term is provided in the resolution of the Board electing such Officer, the term of office of each Officer shall extend for one (1) year after his or her election and until his or her successor is elected or appointed and qualified.

Section 4. Removal of Officers

Any Officer may be removed by vote of a two-thirds majority of the Board of Directors, with or without cause, at any time, provided there is a quorum of not less than a majority of the entire Board of Directors present at the meeting at which such action is taken.

Section 5. Resignation

Any Officer may resign at any time by giving written notice to the Board of Directors, or to the Chairperson. Any such resignation shall take effect at the time specified therein, or, if no time is specified, then on delivery. Acceptance of the resignation shall not be necessary to make it effective.

Section 6. Vacancies

A vacancy in any office shall be filled by the Board of Directors.

Section 7. Chairperson

The Chairperson shall serve as the Chair of all member and Board meetings and shall also perform such other duties as may be assigned by the Board.

Section 8. Vice Chairperson(s)

The Vice Chairperson(s) shall assist the Chairperson and perform such other duties as may be assigned from time to time by the Board of Directors. During the absence or disability of the Chairperson, the Vice Chairperson, or if there is more than one, the Vice Chairperson so designated by the Board, shall have all the powers and duties of the Chairperson.

Section 9 Secretary

It shall be the duty of the Secretary to supervise the preparation of minutes of all meetings of the Members, the Board of Directors and its committees, the giving of all notices required to be given by the Corporation, and the keeping of a current list of the Corporation's Members, Directors and Officers and their residence addresses. The Secretary shall be responsible for supervising the preparation and maintenance of the books and records of the Corporation. The Secretary shall attend to corporate correspondence and perform all the duties customarily incidental to his or her office and such other duties as may be assigned to him or her by the Board of Directors or the President.

Section 10. President

The President is an Executive Officer, shall serve as the chief executive officer of the Corporation, and shall generally supervise all affairs of the Corporation. The President shall also perform such other duties as may be assigned to him or her from time to time by the Board.

Section 11. Treasurer

The Treasurer shall serve as the chief financial officer of the Corporation and shall oversee the financial affairs of the Corporation, report at each regular meeting of the Board of Directors, and participate in preparing the Budget Report, and the Annual Report of the Corporation. The Treasurer shall be the chief compliance officer of the Corporation for purposes of ensuring that the Corporation is in full compliance with all provisions of the Public Authorities Accountability Act of 2005 applicable to the Corporation. The Treasurer shall perform such other duties as may be assigned to him or her by the Board of Directors or the President.

ARTICLE VI - CONTRACTS, CHECKS, DRAFTS AND BANK ACCOUNTS

Section 1. Execution of Contracts

The Board of Directors, except as these Bylaws otherwise provide, may authorize any officer(s), agent(s), or employee(s), in the name of and on behalf of the Corporation, to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but, unless so authorized by the Board of Directors, or expressly authorized by these Bylaws, no Officer shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily in any amount for any purpose.

Section 2. Loans

a. No loans shall be contracted on behalf of the Corporation unless specifically authorized by two-thirds of the Board of Directors.

b. The Board of Directors shall not, either directly or indirectly, including through any subsidiary, extend or maintain credit, arrange for the extension of credit, or renew an extension of credit, in the form of a personal loan to or for any Officer, member of the Board of Directors or employee (or equivalent thereof) of the Corporation.

Section 3. Checks, Drafts, etc.

All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation, shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by resolution of the majority of the entire membership of the Board of Directors.

Section 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 Directors may select.

ARTICLE VII - INDEMNIFICATION AND INSURANCE

Section 1. Authorized Indemnification

Unless clearly prohibited by law or Section 2 of this Article, the Corporation shall indemnify any person ("Indemnified Person") made, or threatened to be made, a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action

by or in the right of the Corporation, by reason of the fact that he or she (or his or her testator or intestate), whether before or after adoption of this Section, (a) is or was a Member (including a designee or proxy of a Member), Director or officer of the Corporation; (b) is providing or provided legal counsel to a Member (including a designee or proxy of a Member), Director or Officer of the Corporation, but only to the extent that such Indemnified Person's conduct is not covered by professional liability insurance; or, (c) is serving or served, in any capacity, at the request of the Corporation, as a Member (including a designee or proxy of a Member), Director or Officer of any other entity including a corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided the Corporation shall have consented to such settlement) and reasonable expenses, including attorneys' fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding, and any appeal thereof.

Section 2. Prohibited Indemnification

The Corporation shall not indemnify any person if a judgment or other final adjudication adverse to the Indemnified Person (or to the person whose actions are the basis for the action or proceeding) establishes, or the Board of Directors in good faith determines, that such person's acts were committed in bad faith, were outside the scope of such person's authority, or were the result of active and deliberate dishonesty or gross negligence, and were material to the cause of action so adjudicated or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled. The Corporation shall not indemnify any person who commences or threatens to commence administrative or judicial litigation against the Corporation or its individual members and their representatives (where the asserted basis for naming them as parties pertains to involvement in Corporation matters); provided that this prohibition shall not apply where the sole basis for such litigation is whether an indemnification obligation exists pursuant to these Bylaws and where otherwise prohibited by applicable law.

Section 3. Advancement of Expenses

The Corporation shall, on request of any Indemnified Person who is or may be entitled to be indemnified by the Corporation, pay or promptly reimburse the Indemnified Person's reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified Person makes a binding, written commitment to repay the Corporation, with interest, for any amount advanced for which it is ultimately determined that he or she is not entitled to be indemnified under the law or Section 2 of this Article. An Indemnified Person shall cooperate in good faith with any request by the Corporation that common legal counsel be used by the parties to such action or proceeding who are similarly situated unless it would be inappropriate to do so because of actual or potential conflicts between the interests of the parties.

Oection 4. Indemnification of Others

Unless clearly prohibited by law or Section 2 of this Article, the Board of Directors may approve Corporation indemnification as set forth in Section 1 of this Article or advancement of expenses as set forth in Section 3 of this Article, to a person (or the testator or intestate of a person) who is or was employed by the Corporation, who is or was a volunteer for the Corporation, or who is or was employed by another entity and whose services are made available to the Corporation with or without reimbursement by the Corporation to such other entity, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment, volunteer activity or provision of services, including actions undertaken in connection with service at the request of the Corporation in any capacity for any other entity including a corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

Section 5. Determination of Indemnification

Indemnification mandated by a final order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action or proceeding against an Indemnified Person, if indemnification has not been ordered by a court the Board of Directors shall, upon written request by the Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to these Bylaws. Before indemnification can occur the Board of Directors must explicitly find that such indemnification will not violate the provisions of Section 2 of this Article. No member of the Board of Directors with a personal interest in the outcome, or who is a party to such actual or threatened action or proceeding concerning which indemnification is sought, shall participate in this determination. If a quorum of disinterested Members is not obtainable, the Board of Directors shall act only after receiving the opinion in writing of independent legal counsel that indemnification is proper in the circumstances under then applicable law and these Bylaws.

Section 6. Nonexclusive Rights

The provisions of this Article shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Board of Directors is authorized to enter into agreements on behalf of the Corporation with any Member, Officer, employee, volunteer or person providing services to the Corporation, but employed by another entity, providing them rights to indemnification or advancement of expenses in connection with potential indemnification in addition to the provisions therefor in this Article, subject in all cases to the limitations of Section 2 of this Article.

Section 7. Binding Effect

Any person entitled to indemnification under these Bylaws has a legally enforceable right to indemnification which cannot be abridged by amendment of these Bylaws with respect to any event, action or omission occurring prior to the date of such amendment.

Section 8. Insurance

The Corporation is not required to purchase directors' and officers' liability insurance, but the Corporation may purchase such insurance if authorized and approved by the Board of Directors. To the extent permitted by law, such insurance may insure the Corporation for any obligation it incurs as a result of this Article or operation of law and it may insure directly the Members, Directors, Officers, employees or volunteers of the Corporation, or persons providing services to the Corporation but employed by other entities, for liabilities against which they are not entitled to indemnification under this Article as well as for liabilities against which they are entitled or permitted to be indemnified by the Corporation.

ARTICLE VIII - GENERAL

Section 1. Seal

The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization, and the words "Corporate Seal, New York." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

Section 2. Books and Records

There shall be kept at the office of the Corporation:

- a. correct and complete books and records of account;
- b. minutes of the proceedings of the Members, the Board of Directors and the Executive Committee;
- c. a current list of the Directors and Officers of the Corporation and their residence addresses;
- d. a list of record containing the names and addresses of all Members;
- e. a copy of these Bylaws;
- f. a copy of the Corporation's application for recognition of exemption with the Internal Revenue Service; and,
- g. copies of the past three (3) years information returns to the Internal Revenue Service.

Section 3. Interested Directors and Officers

The Board of Directors shall adopt a policy regarding conflicts of interest which shall apply to all Directors and Officers of the Corporation.

Section 4. Training

All members of the Board of Directors shall participate in training approved by the State of New York regarding their legal, fiduciary, financial and ethical responsibilities as Directors within one (1) year of appointment to the Board of Directors. All other Members of the Board of Directors shall participate in such continuing training as may be required to remain informed of best practices, regulatory and statutory changes relating to the effective oversight of the management and financial activities of the Corporation and the adhere to the highest standards of responsible governance.

ARTICLE IX - GIFTS

Section 1. Acceptance of Gifts

The Board of Directors, by action of two-thirds of the entire membership of the Board of Directors, may accept or reject on behalf of the Corporation any gift, grant, bequest or devise for the general purposes or for any special purpose of the Corporation. Unless the terms of a gift, grant, bequest or devise expressly provide otherwise, it shall be deemed irrevocable.

Section 2. Conditions and Limitations

The Corporation may accept gifts, with conditions, limitations, and specifications provided they are consistent with the purposes of the Corporation.

Section 3. Funds and Accounts

All property received and accepted by the Corporation shall become a part of the Corporation's property and, subject to any limitations, conditions or legal requirements, may be commingled with other assets of the Corporation. However, such property may be placed in any number of separate and distinct funds or accounts whenever the conditions, limitations, or instructions of the gift, grant, bequest, or devise require a separate fund or account or whenever the Board of Directors, in its judgment, determines that such property should be placed in a separate and distinct fund or account.

ARTICLE X - FISCAL YEAR

The fiscal year of the Corporation shall commence on the first day of October of each calendar year and end on the last day of September.

ARTICLE XI - BYLAW CHANGES

As long as the Corporation has any members, these Bylaws may be amended or repealed only by vote of two-thirds of the entire Membership at a meeting of the Members. In the event that the Corporation ceases to have any Members but has not yet been dissolved, these Bylaws may be amended or repealed in furtherance of the dissolution of the Corporation by vote of a two-thirds of the entire Board of Directors at any meeting thereof, provided that a full statement of the proposed change appears in the written notice calling the meeting and that notice is given or delivered to each member of the Board at a meeting of the Board of Directors.