

**BY-LAWS
OF THE
CENTRAL TERMINAL RESTORATION CORP.**

A Not-for-Profit Corporation Incorporated Under the Laws of the State of New York

**ARTICLE I
OFFICES**

The principal office of the Corporation shall be in the City of Buffalo, County of Erie, State of New York.

**ARTICLE II
MISSION AND VISION**

MISSION – To redevelop, through sustainable methods, the Buffalo Central Terminal complex and adjacent acreage to its intended purpose as a Hub of activity for the immediate neighborhood, the city of Buffalo and the region of Western New York.

VISION - To ensure that the original grandeur of the Buffalo Central Terminal is available to this and to all future generations.

**ARTICLE III
MEMBERSHIP**

CENTRAL TERMINAL RESTORATION CORP. (the “Corporation”), being a Type B not-for-profit corporation as defined in paragraph (b) of section 201 of the New York Not-for-Profit Corporation Law, shall have no members.

**ARTICLE IV
BOARD OF DIRECTORS**

Section 1. Management of Corporate Affairs. Except as otherwise provided by law, the certificate of incorporation of the Corporation or these by-laws, the activities, property and affairs of the Corporation shall be managed by the Board of Directors. The Board of

Directors adopts rules and regulations for the conduct of the affairs and activities of the Corporation.

Section 2. Number and Qualifications. The Board of Directors shall consist of not less than 5 and not more than 21 voting members. The Directors may increase or decrease the number of Directors of the Corporation by a vote of the majority of the entire Board, but the number of voting Directors constituting the entire Board shall at no time be less than five (5). No decrease in the number of Directors shall shorten the term of any incumbent Director. All of the Directors shall be at least 18 years of age. The Executive Director shall be a non voting member of the Board of Directors.

Section 3. Election and Term of Office. Except as otherwise provided by law or these by-laws, Directors shall hold office for a period of three years. A majority of the Directors shall elect Directors to hold office until the expiration of the term for which they were elected; or until their prior resignation or removal.

Section 4. Vacancies. Newly created Directorships resulting from an increase in the number of Directors and vacancies occurring in the Board of Directors for any reason may be filled by vote of a majority of the Directors then in office. A Director elected to fill a vacancy shall hold office until the expiration of the term he or she was elected to complete.

Section 5. Resignation. Any Director of the Corporation may resign at any time by giving his or her resignation to the Chair, Vice Chair or the Secretary. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Removal. Any Director may be removed for cause by the affirmative vote of a majority of the Board of Directors at any meeting of the Board provided there is a quorum of not less than a majority present at the meeting, notice of which shall have referred to the proposed action. "Cause" shall include, but not be limited to:

- (a) failure to perform the duties of his/her position;

- (b) unexcused absence from more than [2] regularly scheduled meetings in any 12-month period;
- (c) behavior negatively impacting upon the Corporation
- (d) lack of active participation at the Board level.

Section 7. Conflicts of Interest. Each Director, Executive Director and Team Leader of the Corporation shall disclose in writing to the Board of Directors any interest, financial or otherwise, it may have in directly conducting business with the Corporation, and in conducting business with the Corporation as a third party, including, without limitation, as a third party employee, investor, advisor, officer, director, independent developer or contractor. Any such potential conflicts shall be treated in accordance with the requirements of Section 715 of the New York Not-for-Profit Corporation Law. Each Director, Executive Director and Team Leader shall be required to complete annually the Corporation's Conflict of Interest document and comply therewith.

Section 8. Compensation. No Director of the Corporation, shall receive, directly or indirectly, any compensation from the Corporation for acting as a Director, except reimbursement of expenses necessarily incurred on behalf of the Corporation.

Section 9. Orientation. The Board Chair and Executive Director of the Corporation are responsible for the orientation of new Directors and the ongoing educational needs of the Board.

Section 10. Director Emeritus. A Director of the Corporation may become a Director Emeritus upon the invitation of the Board of Directors: (a) after serving for two (2) terms as a Director of the Corporation; or (b) upon attaining the age of sixty-five (65) years, provided (s)he shall have served as a Director of the Corporation for five (5) prior years.

A Director Emeritus shall have the following privileges and shall be subject to the following limitations:

1. (S)He may not vote at any meetings of the Board of Directors.

2. (S)He may attend and participate in the deliberations of meetings of the Board of Directors.
3. (S)He shall be accorded all courtesies and access to the facilities of the Corporation customarily enjoyed by Directors of the Corporation.
4. (S)He shall have such other privileges and shall be subject to such other limitations as the Board of Directors may from time to time determine.

ARTICLE V MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors of the Corporation, for the transaction of such business as may be set forth in the notice of the meeting, shall be held at such time and place, either within or without the state, as shall be determined by the Board of Directors and the notice of meeting shall specify.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chair or in his or her absence or disability, the Vice Chair, and must be called by such officer upon written or electronic request by at least one-fifth of the entire Board. Such request shall state the purpose or purposes for which the meeting is to be called. Each special meeting of the Board of Directors shall be held at such time and place as the person calling the meeting shall determine and the notice of the meeting shall specify.

Section 3. Annual Meeting. The annual meeting of the Board of Directors shall be held at a place as it may determine held in January each year, or such other regular meeting as the Board of Directors shall designate.

Section 4. Notice of Meetings. Notice of each regular, annual or special meeting of the Board of Directors stating the time and place thereof shall be given by the Secretary to each Director by mailing the notice, addressed to each Director at his or her residence or usual place of business, or by facsimile or electronic mail (e-mail) or telephone. Notices of regular and annual meetings must be sent at least 5 business days before the meeting; notices of special

meetings must be sent at least 3 business days before the meeting. Notice of a meeting need not be given to any Director who submits a waiver of notice, whether before or after the meeting or who attends the meeting without protesting prior thereto or at the commencement thereof, the lack of notice to him or her.

Section 5. Quorum and Action by the Board. At all meetings of the Board of Directors, except as otherwise provided by law, the certificate of incorporation or these by-laws, a quorum shall be required for the transaction of business and such quorum shall consist of the majority of the voting Directors of the Board, and the vote of a majority of the Directors present shall decide any question that may come before the meeting. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time or place without notice other than announcement at the meeting of the time and place to which the meeting is adjourned.

Section 6. Procedure. The order of business and all other matters of procedure at every meeting of the Directors may be determined by the person presiding at the meeting. At all meetings of the Board the Chair, or in his or her absence, Vice Chair, or in his or her absence, another Director chosen by the Board shall preside. The rules in the current edition of *Robert's Rules of Order* shall govern the Corporation's Board of Directors meetings and all Team meetings in all cases to which they are applicable and in which they are not inconsistent with these by-laws, any special rules of order and any statutes applicable to this organization that do not authorize the provisions of these by-laws to take precedence.

Section 7. Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if two-thirds (2/3) of the members of the Board consent to the adoption of a resolution authorizing the action. The resolution and the consents thereto by the members of the Board shall be filed with the minutes of the proceedings of the Board.

Section 8. Presence at Meeting by Telephone or other means. Members of the Board of Directors or any Team thereof may participate in a meeting of such Board or Team by means of a conference telephone, video conference or similar communications equipment

allowing all persons participating in the meeting to hear each other at the same time. Participation in a meeting by such means shall constitute presence in person at the meeting. Members wishing to participate in a meeting with such accommodation must notify the Secretary at least 24 hours prior to said meeting.

ARTICLE VI OFFICERS

Section 1. Officers. The Board of Directors shall, at its annual meeting, elect a Chair, Vice Chair, Treasurer, Assistant Treasurer, and Secretary. The Board of Directors may from time to time elect or appoint such additional officers as it may determine. Such additional officers shall have such duties, powers and functions as the Board of Directors may from time to time prescribe. Only Board members shall be elected as officers of the Corporation.

Section 2. Term of Office. Each officer shall, unless otherwise determined by the Board of Directors, hold office for a two year term, which term shall expire at the annual meeting of the Board and until his or her successor has been elected and qualified. If the office of any officer becomes vacant for any reason, the Board of Directors shall have the power to fill such vacancy by a majority vote. Each officer is eligible for reelection for two successive full terms, unless otherwise approved by a majority vote of the Board of Directors.

Section 3. Resignation. Any officer may resign at any time by notifying the Board of Directors, the Chair or the Secretary in writing. Such resignation shall take effect at the time specified therein and unless otherwise specified in such resignation, the acceptance thereof shall not be necessary to make it effective.

Section 4. Removal. Any officer may be removed or have his or her authority suspended by the Board of Directors at any time with cause.

Section 5. Vacancies. Except as otherwise provided in these by-laws, vacancies occurring in the officer positions for any reason shall be filled by the Board of Directors in

collaboration with the Nominating Team. An officer elected to fill a vacancy shall hold office until the expiration of the term he or she was elected to complete.

Section 6. Chair. The Board shall elect a Chair to perform the regular duties of this position, and the Chair shall assume all normal responsibilities and duties of president. The Chair shall exercise all authority and execute all instruments authorized or directed by the Board of Directors and shall perform all duties incident to the office of Chair and such other duties as prescribed by the Board of Directors from time to time. The Chair shall represent the Corporation in its relationship with other organizations and with the community.

Section 7. Vice Chair. The Board shall elect a Vice Chair of the Corporation to perform the regular duties of this position, and the Vice Chair shall assume all normal responsibilities and duties of vice president. The Vice Chair shall, in the absence or at the request of the Chair, perform the duties and exercise the powers of the Chair and shall, if the office of Chair becomes vacant, serve as Chair for the balance of the term. The Vice Chair shall also have such powers and perform such duties as usually pertain to the office or as are properly required by the Board of Directors.

Section 8. Secretary. The Board shall elect a Secretary of the Corporation to perform the regular duties of this position. The Secretary shall issue notices of all meetings of Directors where notices of such meetings are required by law or these by-laws, shall attend all meetings of the Board of Directors and keep the minutes thereof, shall sign such instruments as require the Secretary's signature, sign and execute such contracts and/or other documents in the name of the Corporation when duly authorized by the Board of Directors, and shall perform such other duties as usually pertain to the office or are properly required by the Board of Directors. The Secretary shall have the custody of the seal of the Corporation and shall affix and attest the same to documents when duly authorized by the Board of Directors. The Secretary shall attend to the giving and serving of all notices of the Corporation, and shall have charge of such books and papers as the Board of Directors may direct; shall attend to such correspondence as may be assigned, and perform all the duties incidental to the office. The Secretary, in collaboration with the Nominating Team, will recruit, if needed, a Recording Secretary to assure on-time recording of meeting minutes and delivery within 5 business days of those minutes for Board review.

Section 9. Treasurer and Assistant Treasurer. The Board shall elect a Treasurer and an Assistant Treasurer to perform the regular duties of these positions. The Treasurer shall have the care and custody of all monies and securities of the Corporation. The Treasurer shall cause to be entered in the books of the Corporation to be kept for that purpose full and accurate accounts of all monies received and paid on account of the Corporation and, unless otherwise specifically instructed by the Board of Directors, shall arrange for the deposit of all monies received into banks or trust companies in the name of the Corporation. The Treasurer shall make and sign such reports, statements and instruments as may be required by the Board of Directors or by the laws of the United States or of any state or country, and shall assure that accurate records and regular accounts are maintained of the receipts and disbursements of the Corporation, which shall be open to the inspection of any of the Directors. The Treasurer shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Corporation, when countersigned by an officer duly authorized. The Treasurer shall also sign all checks, drafts, notes and orders for the payment of money, which shall be duly authorized by the Board of Directors and shall be countersigned by Chair or other officer who is a signatory on such account. The Treasurer shall make regular verbal and written reports to the Board of Directors and, in consultation with the Finance and Fund Development Teams, shall arrange for an annual review of the financial accounts and fiscal activities of the Corporation, by a certified public accounting firm in whose opinion will determine audit requirements based on the review, and also mandate set forth by the Internal Revenue Service Code pertaining to a 501(c)3 corporation, for presentation to the Board of Directors in writing at the annual meeting of the Directors, at which time he shall also present an annual report setting forth in full the financial conditions of the Corporation.

The Treasurer shall assure payment, from Corporation funds, of all expenses and obligations incurred by the Corporation. The Treasurer shall also sign all checks, drafts, notes and orders for the payment of money, which shall be duly authorized by the Board of Directors and shall be countersigned by Chair or other officer who is a signatory on such account. The Treasurer shall at all reasonable times exhibit the books and accounts to any Director of the Corporation upon application at the office of the Corporation during ordinary business hours and shall perform such other duties as usually pertain to the office or as are properly required of the Treasurer by the Board of Directors. The Assistant Treasurer, if one is elected, shall perform the

duties of the Treasurer in the absence or disability of the Treasurer and shall perform such other duties as may be assigned by the Board of Directors.

Notwithstanding anything to the contrary in this Section 10, with regard to the signature of the Treasurer and other officer on any checks, the Treasurer may issue electronic checks or electronic payment of funds without any counter signature requirements provided that such checks and/or payments have been duly authorized by the Board of Directors.

Section 10. Executive Director. The Board of Directors shall appoint, by majority vote, the Executive Director of the Corporation to perform the regular duties of this position. The Executive Director shall be a non voting member of the Board of Directors. The Executive Director shall have the responsibility of the general management of the affairs and daily activities of the Corporation, and shall see that all orders and resolutions of the Board are carried into effect. The Executive Director shall work at the direction of the Board of Directors, and shall provide the Board of Directors with recommendations with respect to Corporation objectives and activities. The Executive Director shall be required to attend meetings of the Board of Directors unless otherwise excused. The Executive Director shall have oversight of and input into all Corporation Teams, assist such Teams in meeting their goals and objectives, and attend Team meetings. The Executive Director shall have the authority to sign and execute such contracts and/or other documents in the name of the Corporation when duly authorized by the Board of Directors. The Executive Director will provide monthly reports to the Board of Directors not less than seven (7) days prior to each regularly scheduled meeting and will provide annual goals and objectives to the Board of Directors at each annual meeting. The Executive Director shall not be eligible for elected office.

Section 11. Officers Holding Two or More Offices. No person shall simultaneously hold more than one elected officer title.

Section 12. Duties of Officers May Be Delegated. In case of the absence or disability of an officer, or for any other reason that the Board may deem sufficient, the Board, except where otherwise provided by law, may temporarily delegate the powers or duties of any officer to any other officer, or to any member of the Board by simple majority vote.

Section 13. Compensation. No officer or Director, other than the Executive Director shall receive, directly or indirectly, salary, compensation or emolument from the Corporation for acting as an officer, except reimbursement of expenses necessarily incurred in effecting one or more of the corporate purposes of the Corporation.

ARTICLE VII TEAMS

Section 1. Standing Teams. The Board of Directors, by resolution or resolutions adopted by a majority of the entire Board, may designate one or more Teams. The standing Teams shall be Executive, Real Estate Development, Volunteer and Events, Finance, Marketing and Public Relations, Nominating and Fund Development. Board liaisons shall be appointed by mutual decision between the Chair and Executive Director no later than the first regular meeting of the Board of Directors after the annual meeting. Confirmation of said appointments must be approved by resolution adopted by the majority of the entire Board. Each Team shall designate Team Leaders via a majority vote and then be approved by a majority Board of Directors vote. Team Leaders will follow the same criteria for their position including removal as defined for Directors under Article IV, Section 6. Each Team shall set formal written goals annually for approval by the Board of Directors. Each Team will provide a monthly report no later than seven (7) days prior to each Board meeting. Each standing Team shall serve at the pleasure of the Board of Directors.

Section 2. Ad Hoc Teams. The Board of Directors may appoint special Teams, with specific powers delegated to them, to carry out specific programs and events. Members of such Teams shall be appointed by the Vice Chair with Board approval. As with standing Teams, Ad Hoc Teams will set formal written goals for approval by the Board of Directors. Ad Hoc Teams shall be discharged upon making their final reports.

Section 3. Acts and Proceedings. Each Team shall keep regular minutes of its proceedings and report its actions to the Board of Directors seven (7) days prior to each scheduled Board of Directors meeting or by request of the Board. Each Team will set formal

written goals annually for approval by the Board of Directors. No Team other than the Executive Committee shall act independently of the Board, but shall make written recommendations to the Board of Directors for approval.

Section 4. Meetings. A Team shall meet at such times and places as its Team, Leader shall determine and the notice of the meeting shall specify. Team meetings shall be governed by the applicable provisions of Article V of these by-laws, which govern meetings of the entire Board of Directors.

Section 5. Executive Committee. The Executive Committee shall be composed of the Chair, Vice Chair, Treasurer, Assistant Treasurer and Secretary. The Chair may invite Liaisons and Team Leaders of Standing Teams and other parties of interest to meetings of the Executive Committee as he/she deems necessary. The Executive Committee shall meet as necessary and manage the affairs and property of the Corporation between regular meetings of the Board, review and recommend approval and ongoing monitoring of the strategic plan, deliver to the Executive Director the Board's annual evaluation of the Executive Director, and shall act for and in place of the Board when it is not in session.

The Executive Committee shall act only at the direction of the Board and shall not have any authority to bind the Board except as specifically granted by the Board. Matters coming before the Executive Committee which have not been previously approved by the Board must be presented to the Board for its approval.

Section 6. Real Estate Development Team. The Real Estate Development Team shall be responsible for advancing the redevelopment, reuse and rehabilitation of the Corporation's real property, and for facilitating the security and maintenance of the property, building and grounds by leading and providing directives to the Facilities Team. The Real Estate Development Team's responsibility will be to assist in the achievement of the objectives of the master development plan, monitor performance and make recommendations regarding all Capital projects to the Board of Directors with respect thereto.

Section 7. Volunteer and Events Team. The Volunteer and Events Team shall have responsibility for the management of all Corporation volunteers. The Volunteer and Events Team shall develop and implement personnel policies and procedures. The Team Leader shall be responsible for the engagement, involvement and recruitment of volunteers and staff, and shall make recommendations to the Board of Directors with respect to such activities. The Volunteer and Events Team shall also have responsibility of organizing, managing and running all the events which take place on Corporation property. The Volunteer and Events Team shall submit anticipated costs, expenses and projected revenues to the Board of Directors prior to requesting approval of any events. Only events approved by the Board of Directors may take place on Corporation property. The Volunteer and Events Team shall provide an accounting of actual event costs, expenses and revenues within ten (10) days of each event. The Volunteer and Events Team shall assist the Marketing and Public Relations Team and marketing all events.

Section 8. Finance Team. The Finance Team shall work in cooperation with the Treasurer and the Fund Development Team, and shall have responsibility for managing, auditing, and directing the funds of the Corporation, shall cause budgets to be prepared and shall arrange for an annual review of the financial accounts and fiscal activities of the Corporation, by a certified public accounting firm in whose opinion will determine audit requirements based on the review, and also the mandate set forth by the Internal Revenue Service Code pertaining to a 501(c)(3) corporation, for presentation to the Board of Directors.

Section 9. Marketing and Public Relations Team. The Marketing and Public Relations Team shall be responsible to market all Corporation the events and activities, and shall work at the direction of the Board of Directors and in conjunction with the Volunteer and Events Team and Real Estate Development Team, as appropriate. The Marketing and Public Relations Team shall also serve as the Corporation's point of contact for all media inquiries. The Marketing and Public Relations Team shall develop, annually, a marketing strategy for the Corporation to achieve objectives identified by the Board of Directors, and shall make recommendations to the Board of Directors with respect to such activities. The Marketing and Public Relations Team shall advise and assist the Board in communication with various publics.

Section 10. Nominating Team. The Nominating Team will organize the process for potential officer candidates to be placed on the ballot for the executive elections, and shall be responsible for the research, discovery and recruitment of new Board members, advisors and Team members to assure the corporation goals and objectives are led and progressed positively and on-time. The Nominating Team Chair will work directly with the Chair and the Executive Director and will report to the Board of Directors during monthly Board meetings.

Section 11. Fund Development Team. The Fund Development Team shall have primary responsibility for identifying and applying for grants and adhering to the requirements of any such grants received. The Fund Development Team shall be responsible for any capital campaigns of the Corporation, all grant research, application and administration and for all sponsorships, in-kind donations and other contributions made to the Corporation including Membership, Annual Gifts, Major Gifts, Endowment and income from investments. The Fund Development Team shall also be responsible to seek out and identify any and all sources of income which the Corporation may utilize to further its objectives. The Fund Development Team shall work with the Marketing and Public Relations Team and promoting public awareness of funds received. The Fund Development Team shall work in cooperation with the Treasurer and the Finance Team.

ARTICLE VIII SEAL

The seal of the Corporation, if any, shall be in such form as shall be approved from time to time by the Board.

ARTICLE IX INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Right of Indemnification: Each Director and officer of the Corporation, whether or not then in office, and any person whose testator or intestate was such a Director or officer, shall be indemnified by the Corporation for the defense of, or in connection with, any threatened, pending or completed actions or proceedings and appeals therein, whether civil, criminal, administrative or investigative, in accordance with and to the fullest extent

permitted by the Not-For-Profit Corporation Law of the State of New York or other applicable law, as such law now exists or may hereafter be adopted or amended; provided, however, that the Corporation shall provide indemnification in connection with an action or proceeding (or part thereof) initiated by such a Director or officer only if such action or proceeding (or part thereof) was authorized by the Board of Directors.

Section 2. Advancement of Expenses: Expenses incurred by a Director or officer in connection with any action or proceeding as to which indemnification may be given under Section 1 of this Article IX may be paid by the Corporation in advance of the final disposition of such action or proceeding upon (a) the receipt of an undertaking by or on behalf of such Director or officer to repay such advancement in case such Director or officer is ultimately found not to be entitled to indemnification as authorized by this Article IX and (b) approval by the Board of Directors acting by a quorum consisting of Directors who are not parties to such action or proceeding or, if such a quorum is not obtainable, then by vote of a majority of the entire Board of Directors. To the extent permitted by law, the Board of Directors shall not be required to find that the Director or officer has met the applicable standard of conduct provided by law for indemnification in connection with such action or proceeding before the Corporation makes any advance payment of expenses hereunder.

Section 3. Availability and Interpretation: To the extent permitted under applicable law, the rights of indemnification and to the advancement of expenses provided in this Article IX (a) shall be available with respect to events occurring prior to the adoption of this Article IX, (b) shall continue to exist after any rescission or restrictive amendment of this Article IX with respect to events occurring prior to such rescission or amendment, (c) shall be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding or, at the sole discretion of the Director or officer (or, if applicable, at the sole discretion of the testator or intestate of such Director or officer seeking such rights), on the basis of applicable law in effect at the time such rights are claimed and (d) shall be in the nature of contract rights that may be enforced in any court of competent jurisdiction as if the Corporation and the Director or officer for whom such rights are sought were parties to a separate written agreement.

Section 4. Other Rights: The rights of indemnification and to the advancement of expenses provided in this Article IX shall not be deemed exclusive of any other rights to which any Director or officer of the Corporation or other person may now or hereafter be otherwise entitled, whether contained in the certificate of incorporation, these by-laws, a resolution of the Board of Directors or an agreement providing for such indemnification, the creation of such other rights being hereby expressly authorized. Without limiting the generality of the foregoing, the rights of indemnification and to the advancement of expenses provided in this Article IX shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any Director or officer of the Corporation or other person in any action or proceeding to have assessed or allowed in his or her favor, against the Corporation or otherwise, his or her costs and expenses incurred therein or in connection therewith or any part thereof.

Section 5. Severability: If this Article IX or any part hereof shall be held unenforceable in any respect by a court of competent jurisdiction, it shall be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of this Article IX shall remain fully enforceable. Any payments made pursuant to this Article IX shall be made only out of funds legally available therefore.

Section 6. Insurance: The Board of Directors of the Corporation may, in its discretion, authorize the Corporation to purchase and maintain insurance to indemnify itself for any obligation which it incurs as a result of the indemnification of Directors and officers or to indemnify the Directors and officers to the fullest extent permitted by law.

ARTICLE X CORPORATE FINANCE

Section 1. Corporate Funds. The funds of the Corporation shall be deposited in its name with such banks, trust companies or other depositories as the Board of Directors may from time to time designate. All checks, notes, drafts and other negotiable instruments of the Corporation shall be signed by such officer or officers, agent or agents, employee or employees as the Board of Directors from time to time may designate, with the exception of any electronic checks or payments made as specifically provided for in these By-Laws. No officers, agents or

employees of the Corporation, alone or with others, shall have the power to make any checks, notes, drafts or other negotiable instruments in the name of the Corporation or to bind the Corporation thereby, except as provided in these By-Laws.

Section 2. Fiscal Year. The fiscal year of the Corporation shall be the calendar year unless otherwise provided by the Board of Directors.

Section 3. Loans to Directors and Officers. No loans shall be made by the Corporation to its Directors and officers.

Section 4 Inventory of Assets and Archives. The Finance Team shall oversee and administer records of the inventory and have on hand all Corporation assets, to include all equipment, tools, archives, and other assets. Said inventory shall be conducted on an annual basis.

Section 5. Gifts. The Board of Directors, the Executive Committee and any authorized officer, employee or agent of the Corporation may accept on behalf of the Corporation any contribution, gift, bequest or devise for any general or special purpose or purposes of the Corporation. All gifts and donations must be reported to the Executive Director and Finance Team so they may be recorded in accordance with all Federal, State, and local laws and regulations.

Section 6. Income from Corporate Activities. All income from activities of the Corporation shall be applied to the maintenance, expansion or operation of the lawful activities of the Corporation.

Section 7. Sureties and Bonds. In case the Board shall so require, any officer or agent of the Corporation shall execute to the Corporation a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of authorized duties to the Corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the Corporation which may come into the officer's hands.

ARTICLE XI
BY-LAW AMENDMENTS & RULES AND REGULATIONS

Section 1. Procedure for Amending By-Laws. By-laws of the Corporation may be adopted, amended or repealed by the vote of two-thirds of the entire Board of Directors at any meeting of the Board of Directors, provided that notice of such meeting included specification of the proposed action and was sent at least 7 business days before the meeting. The vote on the by-laws change will take place following the 3rd reading of the proposed by-law amendment.

Section 2. Rules and Regulations The Board of Directors of the Corporation shall prepare, annually update and keep current a complete permanent listing of the Rules and Regulations of the Corporation which Rules and Regulations may be adopted, amended or otherwise changed from time to time by the Board of Directors.

The Rules and Regulations of the Corporation may not be contrary to or in conflict in any way with the By-Laws of the Corporation. In the event of any apparent conflict, the By-Laws of the Corporation shall be deemed to control.

The Rules and Regulations of the Corporation shall be the procedures, approved methods or other actions that serve to guide the management and control of the Corporation, which matters appear to require direction of the Board of Directors or to which the officers have felt the Board of Directors should be made aware of and approve.

The Rules and Regulations shall be referred to for guidance in the ongoing management and business of the Corporation, and unless changed by action of the Board of Directors, shall be considered controlling authority in such management actions.

Should the Board of Directors at any time feel that any Rule or Regulation or any provision therefore should be elevated to the import of a By-Law of the Corporation, the Board may propose such change to the By-Laws at any regular or special meeting of the membership.

Post Script:

These revised By-Laws were approved on June 18, 2014. An original set is on file at the Corporation's offices.