

**BY-LAWS  
OF  
43NORTH BPC INC.**

**Adopted February 5, 2015**

**ARTICLE I – NAME AND PURPOSES**

**Section 1. Name.**

The name of the corporation is **43North BPC Inc.** (hereinafter referred to as the "Corporation").

**Section 2. Purposes.**

The charitable and public purposes of the Corporation are (collectively, the "Purposes"): to combat community deterioration in Western New York, attract and promote businesses to and investment in Western New York, create jobs in Western New York, improve the economy of Western New York, and lessen the burdens of government by creating jobs and reducing unemployment. It is not formed to engage in any activity or for any purpose requiring consent or approval of any state official, department, board, agency or other body.

**ARTICLE II – MEMBERS**

**Section 1. Members.**

The Corporation shall have no Members within the meaning of the New York Not-For-Profit Corporation Law. The Corporation shall be governed by its Board of Directors which shall be self-perpetuating.

**ARTICLE III – DIRECTORS**

**Section 1. Number of Directors.**

There shall be five (5) directors of the Corporation elected by the Board of Directors at the annual meeting. Each director shall serve for a term of three years, or until his or her replacement is appointed. The number of directors may be increased or decreased by resolution of the Board, provided that the number may not be reduced below three (3). In the event of a vacancy on the Board, the remaining directors may fill such vacancy until the next annual meeting.

**Section 2. Duties of Directors.**

The Board of Directors shall have the control and general management of the affairs and business of the Corporation unless otherwise provided in the Certificate of Incorporation. Such directors shall in all cases act as a Board regularly convened by a majority, and they may adopt such rules and regulations for the conduct of their meetings, and the management and business of the Corporation as they may deem proper, not inconsistent with these By-Laws and the laws of the State of New York. Specific duties of the Board of Directors shall include, but are not limited to, the following:

- (a) Perform any duties imposed collectively or individually by law, the Certificate of Incorporation or these By-Laws.
- (b) Secure, maintain, and provide accountability for the resources to support the work of the Corporation.
- (c) Determine Board policies, which guide the work of the Corporation.
- (d) Determine qualifications and employ such staff as necessary to realize the objectives and purposes of the Corporation.
- (e) Determine a long-range plan and approve the work program and budget of the Corporation.
- (f) Meet at such times and places as required by these By-Laws and attend all meetings of the Board of Directors.

**Section 3. Directors' Meetings; Chair and Vice Chair.**

Regular meetings of the Board of Directors shall be held at least once a year at such times and places as the Board shall determine by resolution, or if the Board does not so determine, the Chairman may determine the time and place thereof. Written notice of every regular meeting, specifying the time and place thereof, shall be mailed to each director, not less than two (2) nor more than fifty (50) days before the meeting unless the Board of Directors shall specify a time and place for regular meetings of the Board.

The Board, by majority vote at the annual meeting of the Board of Directors of the Corporation, may elect a Chair of the Board of Directors who shall preside at all meetings of the Board of Directors. In addition to the Chair, the Board of Directors may, by majority vote at the annual meeting of the Board of Directors of the Corporation, elect a Vice-Chair of the Board of Directors who shall preside at all meetings of the Board of Directors in the absence of the Chair. In the absence of a Chair or Vice-Chair, the President of the Corporation shall preside at all meetings of the Board of Directors and the Members.

**Section 4. Special Meetings.**

Special meetings of the Board of Directors may be called by either the Chairman or by any three (3) directors. Notice of a special meeting, specifying the time, place and purpose thereof, shall be given in the same manner as notices of regular meetings. No business shall be transacted at a special meeting other than those matters specified in the notice.

**Section 5. Quorum.**

At any meeting of the Board of Directors, except as otherwise provided by the Certificate of Incorporation, or by these By-Laws, a majority of the Board of Directors shall constitute a quorum. However, a lesser number when not constituting a quorum may adjourn the meeting from time to time until a quorum shall be present.

**Section 6. Voting.**

Except as otherwise provided by statute, or by the Certificate of Incorporation, or by these By-Laws, the affirmative vote of a majority of the directors present at any meeting of the Board of Directors at which a quorum is present shall be necessary for the transaction of any item of business thereat.

**Section 7. Action Without a Meeting.**

Any action required by any provision of law or the Certificate of Incorporation or these By-Laws to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the Board of Directors entitled to vote with respect to the subject matter thereof, and such consent shall have the same force and effect as a unanimous vote of the Board of Directors taken at a duly called and held meeting of the Board of Directors.

**Section 8. Presumption of Assent to Action.**

A director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action at the meeting.

**Section 9. Participation in Meetings by Telephone Communication.**

Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar

communications equipment, including video screen, allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such meeting.

**Section 10. General Powers.**

The business and affairs of the Corporation shall be under the direction and control of the Board of Directors, except as otherwise provided in the Certificate of Incorporation, these By-Laws or the laws of the State of New York. In addition to the powers and authorities expressly conferred upon them by these By-Laws, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are not by law or by the Certificate of Incorporation or by these By-Laws directed or required to be exercised or done by the members.

**Section 11. Compensation.**

The directors shall receive no compensation for service on the Board of Directors or any committees of the Corporation. Nothing in this provision shall be construed to prevent a director from receiving compensation from the Corporation for services provided to the Corporation in a capacity other than that of director.

**Section 12. Committees.**

The Chairman may appoint such committees of the Board, including an Audit Committee, as may be deemed necessary from time to time.

**ARTICLE IV - OFFICERS**

**Section 1. Number of Officers.**

The officers of the Corporation shall be a President, a Treasurer, a Secretary, and such assistant or other officers as the Board of Directors may determine from time to time. One person may hold more than one office except the offices of President and Secretary. The Board of Directors may appoint such other officers, agents and employees as in their sole discretion they shall deem advisable, who shall be subject to recall at all times by a majority vote of the Board of Directors.

**Section 2. Election of Officers.**

Officers of the Corporation shall be elected annually by a majority vote of the Board of Directors at its first regular meeting following the termination of the fiscal year, and shall hold office for one (1) year terms and until their successors have been duly elected and qualified. All officers must be at least twenty-one (21) years old. Officers may serve an unlimited number of successive terms.

**Section 3. Removal of Officers.**

Any officer may be removed, with or without cause, and a successor elected, by a majority vote of the Board of Directors, at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors called for that purpose. If such person is a member of the Board of Directors, the person sought to be removed shall not take part in the vote upon his removal and shall not be considered to be a part of the quorum required for that purpose.

**Section 4. President.**

The President shall be the Chief Executive Officer and Executive Director of the Corporation. It shall be the President's duty:

(a) To serve as Manager of 43North LLC provided that the Corporation is the sole member of 43North LLC.

(b) To perform all such duties as are incident to the office of President in managing and directing the day-to-day business and affairs of the Corporation and such other duties as may be required by law, the Certificate of Incorporation and these By-Laws, or which may be prescribed from time to time by the Board of Directors; and

(c) To make and execute contracts in the ordinary course of business of the Corporation and to execute other legal instruments when authorized by the Board of Directors, except as otherwise expressly provided by law, the Certificate of Incorporation or these By-Laws.

**Section 5. Secretary.**

The Secretary shall keep the minutes of the meetings of the Board of Directors in appropriate books; shall give and serve all notice of all meetings of the Corporation; shall be custodian of the records and of the seal of the Corporation and affix the latter to such instruments or documents as may be authorized by the Board of Directors; and shall do and perform all other duties incident to the office of Secretary. In addition, the Secretary shall:

(a) Certify and keep at the principal office of the Corporation the original, or a copy, of these By-Laws as amended to date;

(b) Keep, or cause to be kept, at the principal office of the Corporation, or at such other place as the Board of Directors may order, a book of minutes of all meetings of the Directors and Members, recording the time and place of holding, whether an annual, regular or special meeting, and by whom the meeting was called, when notice given, and the names of those present at the meeting as well as the proceedings thereof, including without limitation any actions taken;

(c) See that all notices are duly given in accordance with these By-Laws or as otherwise required by law;

(d) Be custodian of the records of the Corporation;

(e) Exhibit at any reasonable time, to any director of the Corporation, on request therefor, the By-Laws, the minutes of proceedings, and such other data and records of the Corporation, which the requester had the right, by law, to access;

(f) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law or these By-Laws, or by which may be assigned to the Secretary from time to time by the Board of Directors; and

(g) Assistant Secretaries, if any, shall have the same duties and powers as the Secretary, except that Assistant Secretaries shall be subject to the supervision and direction of the Secretary.

**Section 6. Treasurer.**

The Treasurer shall have the care and custody of and be responsible for all of the funds and securities of the Corporation and deposit of such funds in the name and to the credit of the Corporation in such bank and safe deposit vaults as the Board of Directors may designate. The Treasurer and/or any other person(s) designated by the Board of Directors shall have the authority to sign checks on behalf of the Corporation; shall keep at the office of the Corporation correct books of account of all of its business and transactions and such books of account as the Board of Directors may require; and shall do and perform all other duties incident to the office of Treasurer. In addition, it shall be the Treasurer's duty to:

(a) Keep, or cause to be kept, correct accounts of the Corporation's properties and business transaction, including accounts of its assets, liabilities, receipts, disbursements, surpluses and deficits;

(b) Exhibit at all reasonable times to any director of the Corporation, on request therefor, the books of account and financial records which the requester has the right by law, to access;

(c) Render to the President and any director, whenever requested, an account of any or all of the transactions of the Corporation and of the financial conditions of the Corporation; and

(d) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law or these By-Laws, or which may be assigned to the Treasurer from time to time by the Board of Directors.

**Section 7. Duties of Officers May be Delegated.**

In the case of the absence of any officer of the Corporation, or for any reason the Board of Directors may deem sufficient, the Board may, except as otherwise provided in the Certificate of Incorporation and these By-Laws, delegate the powers or duties of such officers to any other officer or any director for the time being, provided a majority of the entire Board of Directors concur therein.

**Section 8. Vacancies.**

Should any vacancy in any office occur by death, resignation, removal or otherwise, the same may be filled by majority vote of the Board of Directors.

**ARTICLE V - FINANCES**

**Section 1. Fiscal Year.**

The fiscal year of the Corporation shall begin on January 1 and end on December 31 of each year.

**Section 2. Records and Accounts.**

The Treasurer shall cause financial records and accounts of the Corporation to be kept in such form as shall be deemed advisable, consistent with proper accounting practices, and shall submit to the Board of Directors an annual financial report and such other intermediate financial reports as the Board shall direct. All financial records and accounts of the Corporation shall be open to inspection by any member of the Board of Directors at any reasonable time.

**Section 3. Office.**

The principal office of the Corporation shall be in the County of Erie, State of New York. The Corporation may also have such other places of business within or without the State of New York as the Board of Directors may, from time to time, determine, or the business of the Corporation may require.

**Section 4. Audit.**

Any audit of the financial records and accounts of the Corporation shall be performed by an independent certified public accountant or firm thereof designated for that purpose by the Board of Directors and who or which is not a director, officer, member or employee of the Corporation.

**Section 5. Funds and Securities; Investments.**

All funds and securities of the Corporation shall be deposited with such banks or other depositories and in such types of accounts as may be designated by the Board of Directors. No funds of the Corporation shall be invested except as approved by the Board of Directors.

**Section 6. Surety Bonds.**

The Board of Directors, in its discretion, may require all officers and employees of the Corporation who administer Corporation funds to furnish adequate surety bonds approved by the Board of Directors as to form and coverage. The cost of all surety bonds so required shall be paid by the Corporation. Such bonds shall be filed with the Secretary.

**ARTICLE VI - INDEMNIFICATION**

(a) The Corporation shall indemnify every person who is or was a party, or is or was threatened to be made a party, to any action, suit, proceeding or investigation, whether civil, criminal or administrative, by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, agent or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise (any such person is herein referred to as an "Indemnitee"), against reasonable expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in defense or settlement actually and necessarily incurred by the Indemnitee in connection with such action, suit, proceeding or investigation, or any appeal therein, to the fullest extent permitted by applicable law.

(b) An Indemnitee desirous of obtaining indemnification due under this Article shall submit a demand therefor in writing (the "Demand") to the Corporation. If such indemnification is payable under applicable law without the specific authorization of the Corporation, the Corporation shall pay such indemnification within thirty (30) days after the Indemnitee's Demand. In the event that, under applicable law, such indemnification may be made only by the specific authorization of the Corporation, a meeting of the Board of Directors of the Corporation (and the members of the Corporation, if the Board of Directors so directs or if required by applicable law) shall be held within forty-five (45) days after the Demand, at which it shall be determined whether or not the Indemnitee has met the standard of conduct required by applicable law and, if a determination is made that the Indemnitee has met the standard of conduct of applicable law, such indemnification shall be paid within fifteen (15) days after such determination.

Written notice of any determination hereunder shall be delivered to the Indemnitee within five (5) days after such determination is made and the Indemnitee shall have the right to appeal any adverse determination to any court of competent jurisdiction.

(c) Actual and necessary expenses (including reasonable attorneys' fees and disbursements) incurred by an Indemnitee in defending or participating in any suit, action, proceeding or investigation described in this Article shall be paid by the Corporation in advance of the final disposition of such action, suit, proceeding or investigation within sixty (60) days after the Indemnitee's written request therefor and receipt by the Corporation of an undertaking, by or on behalf of the Indemnitee, to repay (i) such amount if it shall ultimately be determined that such Indemnitee is not entitled to be indemnified by the Corporation, or (ii) the amount by which any advances made hereunder exceed either (A) the amounts for which the Indemnitee is entitled to be indemnified or (B) any amounts of indemnification allowed by any court of competent jurisdiction.

(d) Any Demand for indemnification, request for advancement of expenses or notice of determination required or permitted to be given under this Article shall be deemed given upon personal delivery or three (3) days after depositing in the United States mail, certified or registered mail, postage prepaid, if to the Corporation, at its principal office, or if to an Indemnitee, to the home or business address of such Indemnitee as reflected in the Corporation's records.

(e) The provisions of this Article shall be severable and if any clause, sentence, paragraph, section or other part hereof shall be adjudged by any court of competent jurisdiction to be illegal, invalid or unenforceable, such judgment shall not affect, impair or invalidate the remainder hereof, which remainder shall continue in full force and effect.

## **ARTICLE VII – CONFLICTS OF INTEREST**

### **Section 1. Conflicts of Interest.**

It is the policy of the Corporation that no member of the Board of Directors, member of a committee having Board delegated powers, officer or key employee (collectively, "Affected Individuals") of the Corporation or of any of its affiliates shall permit his or her position to be used for purposes that are, or give the appearance of being motivated by a desire, for private financial advantage or gain for the individual or his or her family, business, or other tie of interest, including Related Party Transactions as defined by New York State law.

An Audit Committee shall be composed of three (3) Independent Directors (as defined by New York State Law) appointed by the Chairperson and shall recommend the engagement of outside auditors for the Corporation as necessary, review and discuss such audits as may be performed, review the performance of such auditors, and report to the full board on its activities. The Audit Committee shall oversee implementation and compliance with the Conflict of Interest Policy and Whistleblower Policy and the applicable provisions of the By-Laws.

Affected Individuals who are officers or directors of another not-for-profit organization which has funding or business relationships with the Corporation should disclose these other positions and shall recuse themselves from any discussion or vote relating to such

relationships, unless the other members of the Board of Directors waive any potential conflict. Mere membership in such other not-for-profit organization is not considered a conflict of interest, but should be disclosed in the Annual Conflict of Interest Disclosure Form. However, if such not-for-profit organization has fewer than ten (10) members, such membership shall be considered the equivalent of being a director of such other organization.

**Section 2. Procedures.**

1. Disclosure: Every Affected Individual shall annually, using such form as shall be adopted from time to time by the Audit Committee, to disclose to the Board of Directors via the Board Secretary and Audit Committee any conflict of interest.

In addition, each Affected Individual shall notify the Board of Directors and Audit Committee immediately whenever he/she becomes aware of a conflict of interest.

Any person being nominated for membership on the Board of Directors or for hiring as a key employee shall complete and submit the Annual Conflict of Interest Disclosure Form prior to appointment to the Board of Directors, or hiring by the Corporation.

2. Each Affected Individual shall also disclose any known significant reason(s) why a transaction under consideration by the Corporation might not be in the best interest of the Corporation.

3. No Affected Individual may be present during any discussions concerning matters related to the conflict of interest nor vote on any matter in which he or she has or may have a conflict of interest, except that the Board of Directors may request that such person be present to provide information on such matter.

4. In recording the actions of the Board of Directors or its committees, any person disqualified because of a conflict of interest shall be recorded as an abstention. The reason of the abstention shall be recorded in the minutes of the meeting.

5. The Corporation, through its Secretary, shall keep a written record of matters disclosed by Affected Individuals with respect to conflicts of interest.

6. In the event that a transaction presents a conflict of interest, the Board of Directors shall not take any action on such matter unless it shall determine that such transaction is fair, reasonable and in the best interest of the Corporation and shall, to the greatest extent practicable, identify and consider alternative transactions that do not involve a conflict of interest.

Prior to consideration of any issue at a meeting of the Board of Directors or committee, should a member of the Board of Directors or such committee have cause to believe that there may be a conflict in initiating discussions or voting on an issue, such member of the Board of Directors or committee shall announce and make full disclosure thereof pursuant to

Section 2 above, and the Chair of the Board of Directors or Chair of such committee, as applicable, shall make a determination in good faith as to whether a conflict in fact exists. Such good faith determination shall be final and binding unless overruled by the Board of Directors or committee members by majority vote of those present at such meeting, excluding the member of the Board of Directors or committee whose potential conflict is at issue, upon which the determination of such majority vote shall be final and binding.

## **ARTICLE VIII - WHISTLEBLOWER POLICY**

The Corporation requires its and its affiliates directors, officers, employees and volunteers (hereinafter “key stakeholders”) to observe high standards of business and personal ethics in the conduct of their duties and responsibilities and to practice honesty and integrity in fulfilling their responsibilities and to comply with all applicable laws and regulations.

### **Section 1. Definitions.**

**Whistleblower:** A person or entity making a protected disclosure is commonly referred to as a whistleblower. Whistleblowers may be Corporation employees, applicants for employment, volunteers, vendors, contractors or the general public. The whistleblower’s role is as a reporting party. They are not investigators, or finders of fact, nor do they determine the appropriate corrective or remedial action that may be warranted.

**Compliance Committee:** The Corporation’s Audit Committee will serve as the Compliance Committee for purposes of this Whistleblower Policy. The Compliance Committee is responsible for ensuring that all complaints brought to its attention about unethical or illegal conduct are investigated and resolved. The Compliance Committee will advise the President and Board of Directors of all complaints and their resolution.

**Compliance Officer:** The Corporation’s Treasurer will serve as the Compliance Officer to administer this policy and to report to the Compliance Committee.

**Wrongful Conduct:** Any action or suspected action taken by or within the Corporation that is illegal, fraudulent, or in violation of any Corporation bylaw, or adopted policy. These can include:

- a violation of applicable state and/or federal laws and regulations
- a serious violation of Corporation policy
- the use of Corporation property, resources, or authority for personal gain or other non-Corporation related purpose except as provided under Corporation policy

**Good Faith Report:** An allegation of Wrongful Conduct made by individual who believes that Wrongful Conduct may have occurred. However, an allegation is not in Good Faith if it is made with reckless disregard for or willful ignorance of facts that would disprove the allegation.

## **Section 2. Purpose/Reporting Responsibility.**

1. The Whistleblower Policy is intended to encourage and enable all key stakeholders and others to raise serious concerns internally so that the Corporation can address and correct inappropriate conduct and actions. It is the responsibility of all key stakeholders to report concerns about violations of the Corporation's code of ethics or suspected violations of law or regulations that govern the Corporation's operations. These procedures are not intended to replace governmental law enforcement or regulatory bodies, but do allow for concerns to be raised through an internal system where a key stakeholder chooses to do so.

The general purpose of this policy is to protect any Corporation key stakeholder who makes a good faith disclosure of suspected Wrongful Conduct. More specifically it:

- encourages an atmosphere that allows individuals to meet their obligations to disclose violations of law and serious breaches of conduct covered by Corporation policies;
- informs individuals how allegations of Wrongful Conduct may be disclosed;
- protects individuals from reprisal by adverse employment action taken within the Corporation as a result of having disclosed Wrongful Conduct; and
- provides individuals who believe they have been subject to reprisal a process to seek relief from retaliatory acts that fall within the authority of the Corporation.

### **A. Statement of Policy**

1. Key stakeholders are expected to abide by state and federal laws and regulations as well as Corporation policies. Key stakeholders, including Corporation employees, cannot be compelled by a supervisor or Corporation official to violate a law or Corporation policy. In the interest of the Corporation, individuals who have knowledge of specific acts which he or she reasonably believes violates the law or Corporation policy must disclose those acts to the Compliance Committee through notice to the Board Treasurer or Assistant Treasurer. Contact information is identified on Attachment A.

2. No person who makes a Good Faith Report of Wrongful Conduct shall suffer intimidation, harassment, discrimination or other retaliation, or in the case of employees, adverse employment consequences.

### **B. Filing a Report**

1. Reports of allegations of suspected Wrongful Conduct are encouraged to be made in writing so as to assure a clear understanding of the issues raised. Such reports should be factual rather than speculative or conclusory, and contain as much specific information as possible

to allow for proper assessment of the nature, extent and urgency of preliminary investigative procedures.

2. The Corporation has an open door policy and suggests that employees share their questions, concerns, suggestions or complaints initially with their supervisor. Supervisors and managers are required to immediately report complaints or concerns about suspected ethical and legal violations in writing to the Corporation's Compliance Committee, who has the responsibility to investigate all reported complaints. If you are not comfortable speaking with your supervisor, the report should be made directly to the Corporation's Compliance Committee via the Compliance Officer. If the concern involves the Board Treasurer, the report should be made to the Assistant Treasurer and vice versa. If the concern involves both person, the report should be made to a member of the Compliance Committee.

3. When a person reports allegations of suspected Wrongful Conduct to an appropriate authority the report is known as a protected disclosure. The rights of Corporation employees, volunteers and applicants for employment when making a protected disclosure are covered by this Whistleblower Policy and certain State and Federal laws.

#### **C. Complaints of Reprisal**

1. Individuals who have been subjected to an adverse employment action based on his or her Good Faith Report of alleged Wrongful Conduct may contest the action by filing a written complaint of reprisal with the Compliance Officer.

2. Nothing in this policy is intended to interfere with legitimate employment decisions.

#### **D. Confidentiality**

Violations or suspected violations may be submitted on a confidential basis by the complainant. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

#### **E. Handling of Reported Violations**

The Corporation's Compliance Officer will notify the person who submitted a complaint and acknowledge receipt of the reported violation or suspected violation. All reports will be promptly investigated by the Compliance Committee, ensuring that every member of this group is independent of the report. Appropriate actions will be taken as warranted by the results of the investigation and the determinations of the Compliance Committee. The Board of Directors will be advised of each complaint and resolution as they happen.

**F. No Retaliation**

It is contrary to the values of the Corporation for anyone to retaliate against any board member, officer, employee, or volunteer who in good faith reports an ethics violation, or a suspected violation of law, such as a complaint of discrimination, or suspected fraud, or suspected violation of any regulation governing the operations of the Corporation. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment.

**G. Policy Distribution**

All incoming Board members and newly hired staff shall receive a copy of this policy before they begin their service/employment. This policy shall be distributed annually to all Board members, staff, and volunteers who provide over 200 hours of service annually.

**ARTICLE IX- GENERAL PROVISIONS**

**Section 1. Amendment.**

Except as otherwise provided in the Certificate of Incorporation, these By-Laws may be amended, repealed or adopted by a two-thirds (2/3) vote of the Board of Directors.

**Section 2. Waiver of Notice.**

Whenever, under the provisions of applicable law or of the Certificate of Incorporation or of these By-Laws, any notice is required to be given to any director, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

**Section 3. Seal.**

If one be adopted, the corporate seal shall have inscribed thereon the name of the Corporation and shall be in such form as may be approved by the Board of Directors. Said seal may be used by causing it or a facsimile of it to be impressed or affixed or in any manner reproduced.

**Section 4. Checks, Notes, etc.**

All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

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**MAR 09 2015**

NYS OFFICE OF THE ATTORNEY GENERAL  
CHARITIES BUREAU