

**AMENDED AND RESTATED BY-LAWS  
FOR HABITAT FOR HUMANITY/ BUFFALO, INC.**

**May 23, 2017**

**PREAMBLE**

Habitat for Humanity/ Buffalo, Inc. (the “Corporation”), as a non-profit Christian housing ministry, works in partnership with the economically disadvantaged to improve the habitat in which people live. In seeking to build both the tangible and spiritual aspects of the community, Habitat proclaims the love of Christ in word and deed and aims, always, to glorify God. The Corporation has no formal membership, nor is one required, to work with, and support the goals of, the Corporation.

**ARTICLE I**

**BOARD OF DIRECTORS**

**Section 1. Powers and Duties:** The control and management of the affairs of the Corporation shall be vested in the Board of Directors, which shall have control of the property of the Corporation, shall establish its policies and shall have all powers except as otherwise provided by law, the Certificate of Incorporation of the Corporation and these By-Laws.

**Section 2. Number and Qualification:** The Board of Directors shall consist of no fewer than thirteen (13) and no more than twenty-one (21) members. Each Director shall be at least 18 years of age.

**Section 3. Classes, Election and Term of Office:** There shall be 3 classes of Directors substantially equal in size. The term of office of each Director shall be 3 years and at each annual meeting of the Board of Directors, a new class of Directors shall be elected to succeed the class of Directors whose term of office is then expiring. Each Director shall hold office until such Director’s successor has been elected and has qualified. No Directors shall serve more than two (2) consecutive terms. Notwithstanding the foregoing, the term of any Board Member elected to the position of an Officer of the Corporation as set forth in Article II, herein, shall be suspended during his or her term as an Officer and shall resume upon expiration of said office. Former Directors are eligible for re-election to the Board of Directors after a one-year absence from Board service. In addition to the duly elected and qualified Directors, there may be such ex officio members of the Board of Directors as the Board of Directors may designate on an annual basis. Ex officio members may be allowed to attend and participate in any meeting of the Board of Directors or its Committees or Teams, unless the Board of Directors calls for an executive session and asks for their exclusion. The Executive Director of the Corporation, as well as all past presidents of the Board of Directors, shall be ex officio members of the Board of Directors. Any past president who is interested in serving in an ex officio capacity should notify the current Board President on an annual basis at the time of the Annual Meeting. Ex officio members shall be non-voting members of the Board of Directors.

**Section 4. Resignation:** Any Director of the Corporation may resign at any time by presenting notice of resignation in writing to the President, any Vice president, 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 5. Removal of Directors:** Any Director may be removed for or without cause at any meeting of the Board of Directors, notice of which shall have referred to the proposed action, by the vote of a majority of the entire Board of Directors.

**Section 6. 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 a vote of the majority of the Directors then in office, regardless of their number. Any director elected to fill a vacancy shall hold office until the next annual meeting at which the election of directors is in the regular order of business, and his successor is elected and qualified.

**Section 7. Regular Meetings:** Regular meetings of the Board of Directors shall be held at least six (6) times per year. The day, time and place shall be designated by the President of the Board of Directors.

**Section 8. Annual Meeting:** The annual meeting of the Board of Directors of the Corporation, for the election of Directors and for the transaction of such other business as may be set forth in the notice of the meeting, shall be held each year at the principal office of the Corporation or at such other place within or without the State of New York as the Board of Directors shall determine, and the notice of the meeting shall specify, on the fourth Tuesday in June or at such other time within the period of one month next succeeding such date as the Board of Directors shall determine. If that day be a legal holiday in any year, the meeting shall be held at the same hour and place on the next day following that which is not a legal holiday.

**Section 9. Special Meetings:** Special meetings of the Board of Directors may be called by the President and shall be called by the President, any Vice President or the Secretary at the request in writing of six or more Directors. 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 as the person calling the meeting (the President, any Vice President or the Secretary, as the case may be) shall determine and the notice of the meeting shall specify, and shall be held at the principal office of the Corporation or at such other place within or without the State of New York as such person shall determine and the notice of the meeting shall specify.

**Section 10. Notice of Board of Directors Meetings:** Regular meetings of the Board of Directors may be held without notice if the time and place of such meeting are fixed by the Board. Written notice of each special meeting of the Board of Directors may be given by mail, facsimile telecommunications or by electronic mail, but no such notice shall be required by any Director who waives notice of the meeting in writing, by facsimile telecommunications bearing the Director's signature or by electronic mail, or by attendance at the meeting without objection as to any failure to

provide notice or the form thereof. The notices shall state the place, date and hour of the meeting, the purpose or purposes for which the meeting is called and, unless it is the annual meeting, indicate that the notice is being issued by or at the direction of the person calling the meeting. The notice need not refer to the approval of minutes or to other matters normally incident to the conduct of the meeting. Except for such matters, the business which may be transacted at the meeting shall be confined to business which is related to the purpose or purposes set forth in the notice.

**Section 11. Waiver of Notice:** Whenever under any provision of the Certificate of Incorporation, these By-Laws, the terms of any agreement or instrument, or law, the Corporation or the Board of Directors or any committee thereof is authorized to take any action after notice to any person or persons, or after the lapse of a prescribed of time, such action may be taken without notice and without the lapse of such period of time if, at any time before or after such action is completed, the person or persons entitled to such notice or entitled to participate in the action to be taken submit a signed waiver of notice of such requirements. The attendance of any Director at a meeting without protesting, prior thereto or at its commencement, the lack of notice of such meeting, shall constitute a waiver of notice by such Director.

**Section 12. Procedure:** At each meeting of the Board of Directors the order of business and all other matters of procedure may be determined by the person presiding at the meeting.

**Section 13. Quorum and Vote:** At each meeting of the Board of Directors for the transaction of any business, a quorum shall be present to organize such meeting. Except as otherwise provided by law or these By-Laws, a quorum shall consist of not less than a majority of the duly elected members of the entire Board of Directors, not including the President of the Board. A vote of the majority of Directors, not including the President of the Board, present at the time of the vote, if a quorum is present at such time, shall be the act of the Board of Directors except where otherwise required by law or these By-Laws. In the event of a tie vote of the then-present members of the Board of Directors, the President shall cast the tie-breaking vote.

**Section 14. Adjournment:** A majority of the Directors present at any meeting, whether or not a quorum shall be present at the meeting, shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting of the time and place to which the meeting is adjourned. At any adjourned meeting at which a quorum shall be present, any business may be transacted that might have been transacted on the original date of the meeting.

**Section 15. Written Consent of Directors Without a Meeting:** Whenever by law or these By-Laws the Board of Directors is required or permitted to take any action by vote, such action may be taken without a meeting on written consent or by means of electronic polling (including electronic mail by replying to all recipients), setting forth the action so taken, signed by all the Directors. Written consent thus given shall have the same effect as a unanimous vote of the Board of Directors. The resolution, and the written consents thereto by the members of the Board and the results of such electronic polling (including total number of electronic mail replies), shall be signed by the Secretary and filed with the minutes of the proceedings of the Board.

**Section 16. Presence at Meeting by Telephone:** Members of the Board of Directors, or any Team or Committee thereof, may participate in a meeting of the Board, Team or Committee by means of a conference telephone 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 such meeting.

**Section 17. Compensation:** The Directors shall serve as such without salary or other remuneration. Directors may be reimbursed for expenses actually and reasonably incurred by them in connection with the performance of other authorized duties in connection with the business and affairs of the Corporation, provided that such expenses shall have been approved by the President of the Board of Directors.

## ARTICLE II COMMITTEES AND TEAMS

### **Section 1. Designation of Committees and Teams:**

**(A) Committees of the Board of Directors:** The Board of Directors shall have three primary committees, whose members must be members of the Board of Directors: (a) Executive Committee, (b) Nominating and Governance Committee, and (c) Finance Committee. Each such Committee may designate subcommittees as set forth in this Article, whose members must also be members of the Board. The Board of Directors, by resolution or resolutions adopted by a majority of the entire Board of Directors, may designate from among its members an Executive Committee consisting of the President, each Vice President, the Secretary, the Treasurer and such additional Directors as it determines. The Board of Directors shall also approve, upon recommendation of the President, the appointment of a Nominating and Governance Committee and such other committees as may be deemed advisable, each such other committee to consist of three (3) or more Directors. The Board of Directors may also designate or approve, as the case may be, one or more Directors as alternate members of any committee who may replace any absent member or members at any meeting of such committee. With the exception of the Executive Committee, as set forth in Section 2 of this Article, no committee of the Board of Directors shall have the authority to bind the Board of Directors.

**(B) Teams of the Board of Directors:** The Board of Directors may also approve by majority vote, upon recommendation of the President, the appointment of teams of the Board of Directors, whose work supports the mission of the Corporation and whose members need not be Directors. Such teams may include, but are not limited to, Family Selection, Family Support/Liaison, Development, Promotion, Construction/Rehab, Site Selection, Volunteer Coordination, and Mortgage Advisory Team, as created by the Board of Directors from time to time. At least one member of the Board of Directors must be a member of each Team. Teams shall report all activities to the Board of Directors in writing. Except as expressly set

forth in a Team Authority Statement adopted by majority vote of the Board, Teams shall not take any action, or otherwise bind the Corporation or the Board of Directors, without prior approval of an affirmative vote of a quorum vote of the Board of Directors or the Executive Committee.

**Section 2. Executive Committee:** In the interim between meetings of the Board of Directors, the Executive Committee shall have all the authority of the Board of Directors except as to the following matters:

- (a) The filling of vacancies on the Board of Directors or any committee,
- (b) The amendment or repeal of the By-Laws or the adoption of new By-Laws, or
- (c) The amendment or repeal of any resolution of the Board of Directors which by its terms shall not be so amenable or repealable.

The Executive Committee shall serve at the pleasure of the Board of Directors. A majority of the total membership of the Executive Committee shall constitute a quorum and all action shall be taken by a majority of the members present at a meeting at which a quorum is present. All acts done and power and authority conferred by the Executive Committee from time to time within the scope of its authority shall be, and be deemed to be, and may be specified as being, the act and under the authority of the Board of Directors. The Executive Committee shall keep regular minutes of its proceedings and report its actions to the Board of Directors.

**Section 3. Nominating and Governance Committee:** The Nominating and Governance Committee shall serve at the pleasure of the Board of Directors. Subject to the provisions of Article I, Section 2, the Nominating and Governance Committee shall prepare and submit to the Board of Directors a list of candidates for election to the Board of Directors and to all offices. This list shall be given in writing to the Executive Committee for review and approval at the meeting prior to the Annual Meeting at which elections will be held. The Executive Committee may accept or reject any or all Board of Directors, committee chairpersons or officer nominees. If a slate of nominees, or any single nominee, is rejected, it will be returned to the Nominating and Governance Committee for reconsideration and amendment. At any election meeting, any member of the Board of Directors shall have the right to nominate candidates other than those presented by the Nominating and Governance Committee. The failure of the Nominating and Governance Committee to submit a candidate for any position shall not affect the validity of election to any position. The Nominating and Governance Committee shall from time to time propose policies for adoption by the Board of Directors. It shall oversee the implementation of, and compliance with, policies and any updates or revisions thereto, including but not limited to any conflict of interest policy and whistleblower policy adopted by the Board of Directors for the Corporation. The Nominating and Governance Committee shall keep regular minutes of its proceedings and report its actions to the Board of Directors.

**Section 4. Finance Committee:** The Finance Committee shall serve at the pleasure of the Board of Directors. Finance Committee oversees the Corporation's fiscal and investment management and related formulation, monitors the integrity of the budgeting process, the accuracy and completeness of the financial reporting and the compliance with legal and regulatory financial requirements. The

Finance Committee shall keep regular minutes of its proceedings and report its actions to the Board of Directors. The Finance Committee shall have an Audit Subcommittee as follows:

**(A) Audit Subcommittee:** Audit Subcommittee will be comprised of Independent Directors who are members of the Board of Directors. The subcommittee shall annually retain or renew the retention of an independent auditor to conduct the audit and, upon completion thereof, review the results of the audit and any related management letter with the independent auditor. The subcommittee shall, in addition to those duties set forth above:

- (1) Review with the independent auditor the scope and planning of the audit prior to the audit's commencement;
- (2) Upon completion of the audit, review and discuss with the independent auditor:  
(i) any material risks and weaknesses in internal controls identified by the auditor; (ii) any restrictions on the scope of the auditor's activities or access to requested information; (iii) any significant disagreements between the auditor and management; and (iv) the adequacy of the Corporation's accounting and financial reporting processes;
- (3) Annually consider the performance and independence of the independent auditor; and
- (4) Report on the subcommittee's activities to the Board.
- (5) The auditing firm shall not serve the organization for more than five (5) consecutive years.
- (6) When selecting an audit firm, at least three competitive proposals from CPA firms will be considered.

The Audit Subcommittee shall also assist with the implementation and compliance any conflict of interest policy and whistleblower policy adopted by the Corporation. This subcommittee shall meet no less than two times a year.

For purposes of these By-Laws, following terms shall have the meanings set forth thereafter:

- (1) "Affiliate" means any entity controlled by, in control of, such corporation.
- (2) "Independent Director" means a director who: (i) is not, and has not been within the last three years, an employee of the Corporation or an Affiliate of the Corporation, and does not have a Relative who is, or has been within the last three years, a Key Employee of the Corporation or an Affiliate of the Corporation; (ii) has not received, and does not have a Relative who has received, in any of the last three fiscal years, more than ten thousand dollars in direct compensation from the Corporation or an Affiliate of the Corporation (other than reimbursement for expenses reasonably incurred as a director or reasonable compensation for service as a director as permitted by the New York Not-For-Profit Corporation Law); (iii) is not a current employee of or does not

have a substantial financial interest in, and does not have a Relative who is a current officer of or has a substantial financial interest in, any entity that has made payments to, or received payments from, the Corporation or an Affiliate of the Corporation for property or services in an amount which, in any of the last three fiscal years, exceeds the lesser of twenty-five thousand dollars or two percent of such entity's consolidated gross revenues; or (iv) is not and does not have a Relative who is a current owner, whether wholly or partially, director, officer or employee of the Corporation's outside auditor or who has worked on the corporation's audit at any time during the past three years.

- (3) "Payment" does not include charitable contributions, dues or fees paid to the Corporation for services which the Corporation performs as part of its nonprofit purposes, provided that such services are available to individual members of the public on the same terms.
- (4) "Key Employee" means any person who is in a position to exercise substantial influence over the affairs of the Corporation, as referenced in 26 U.S.C. § 4958(f)(1)(A) and further specified in 26 CFR § 53.4958-3(c), (d) and (e), or succeeding provisions to the extent such provisions are applicable.
- (5) "Relative" means (i) his or her spouse or domestic partner as defined in section twenty-nine hundred ninety-four-a of the New York Public Health Law; (ii) his or her ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren, great-grandchildren; or (iii) the spouse or domestic partner of his or her brothers, sisters, children, grandchildren, and great-grandchildren.

**Section 5. Notice of Board Committee Meetings; Voting:** Notice of meetings of committees of the Board of Directors, may be given by mail, facsimile telecommunications or by electronic mail, but no such notice shall be required by any committee member who waives notice of the meeting in writing, by facsimile telecommunications bearing the member's signature or by electronic mail, or by attendance at the meeting without objection as to any failure to provide notice or the form thereof. Voting by committees of the Board of Directors with respect to committee matters, shall require the affirmative vote of a majority of those committee members present at a meeting at which a quorum exists or may be taken without a meeting if all members of the committee consent in writing or by facsimile telecommunications bearing the member's signature or by electronic mail, to the adoption of the resolution recommending action to the Board of Directors.

### **ARTICLE III OFFICERS**

**Section 1. Officers:** The Board of Directors shall elect from its members a President, one or more Vice Presidents, a Secretary and a Treasurer. The Board of Directors may from time to time appoint such additional officers as it may determine. Such additional officers shall have such authority and

perform such duties as the Board of Directors may from time to time prescribe.

**Section 2. Election and Term of Office:** The term of office (of each) of the President, each Vice President, the Secretary and the Treasurer shall be one year, each such officer to hold office until his/her successor has been elected and has qualified. No person shall hold the same position as an officer, after being duly elected after each one year term, for more than five consecutive one-year terms. Each additional officer appointed by the Board of Directors shall hold office for such term as shall be determined from time to time by the Board of Directors and until a successor has been appointed and has qualified. Any officer, however, may be removed or be suspended from authority by the Board of Directors at any time with or without cause. If the office of any officer becomes vacant for any reason, the Board of Directors shall have the power to fill such vacancy.

**Section 3. President:** The President shall be the chief executive officer of the Corporation. The President shall preside at all meetings of the Board of Directors and of the Executive Committee. The President shall have the general powers and duties which usually pertain to the office, and shall perform all such other duties as are properly required of the President by the Board of Directors. No employee of the Corporation shall serve as President.

**Section 4. The Vice President:** Vice Presidents shall be elected by the duly elected members of the Board of Directors by secret ballot at the Annual Meeting. Vice Presidents may be designated by such title or titles as the Board of Directors may determine, and each Vice President, in such order of seniority as may be determined by the Board, shall in the event of the absence or disability of the President, perform the duties of the office of President. The Vice President also shall have such powers and perform such duties as usually pertain to their offices or as are properly required of them by the Board of Directors. In the event of a vacancy in the office of President, the Vice President, as determined by a vote of the majority of the duly elected members of the Board of Directors present at the time of the vote, shall become and be President for the unexpired term of that office.

**Section 5. The Secretary:** The Secretary shall be elected by the duly elected members of the Board of Directors by secret ballot at the Annual Meeting. The Secretary shall issue notice of all meetings of the board 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 such signature and shall perform such other duties as usually pertain to the office or as are properly required of the Secretary by the Board of Directors. The Secretary shall also maintain a current and accurate copy of these By-Laws as described in Article X herein.

**Section 6. The Treasurer:** The Treasurer shall be elected by the duly elected members of the Board of Directors by secret ballot at the Annual Meeting. The Treasurer shall have the care and custody of all the moneys and securities of the Corporation. The Treasurer shall cause to be entered into books of the Corporation to be kept for the purpose full and accurate accounts of all moneys received and paid by on account of the Corporation. The Treasurer shall make and sign such reports, statements and instruments as may be required of the Treasurer by the Board of Directors or by the laws of the United States, or of New York State or any other jurisdiction in which the Corporation transacts business, 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.

**Section 7. Duties of Officers May be Delegated:** In case of the absence or disability of any officer or for any other reason that the Board of directors may deem sufficient, the Board of Directors, except as otherwise provided by law, may temporarily delegate the powers or duties of any officer to any other officer or to any Director.

**Section 8. Security:** The Board of Directors may require any officer, agent or employee of the Corporation to give security for the faithful performance of his or her duties, in such amount as may be satisfactory to the Board.

## ARTICLE IV

### INDEMNIFICATION OF DIRECTORS AND OFFICERS

**Section 1. Right of Statutory Indemnification:** The Corporation shall indemnify to the fullest extent granted by the New York Not-for-Profit Corporation Law, as the same exists on the date of the adoption of this Article or to the greater extent granted by any amendment of that law (the intent being to provide the greatest of those indemnification rights granted by that Law at any time from the time of the act or omission through the final disposition of the action) any person made or threatened to be made a party to any action or proceeding, including an action by or in the right of any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise which any Director or officer of the Corporation served in any capacity at the request of the Corporation, by reason of the fact that he, his testator or intestate, is or was a Director or officer of the Corporation or is or was serving such other enterprise at the request of the Corporation.

**Section 2. Authorization of Non-Statutory Indemnification:** The Corporation is hereby authorized to indemnify and advance expenses beyond the right of statutory indemnification to a Director or officer pursuant to the terms and conditions of a resolution of the Directors or an agreement providing for such indemnification.

**Section 3. Advances:** Expenses incurred in defending an action or proceeding shall be paid by the Corporation in advance of the final disposition of such action or proceeding upon receipt of an undertaking by or on behalf of such Director or officer to repay the expenses so advanced by the Corporation to the extent they exceed the indemnification to which he is entitled.

**Section 4. 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.

**Section 5. Modifications:** No amendment, modification or rescission of this Article shall be effective to limit any person's right to indemnification with respect to any act or omission or the disposition of any action which occurs prior to the date on which such modification, amendment or rescission is adopted.

## ARTICLE V FINANCES

**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, employee or employees, agent or agents as the Board of Directors may from time to time designate. No officers, employees or agents 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 this section.

**Section 2. Gifts:** The Board of Directors, the Executive Committee or any authorized officer or officers, employee or agent of the Corporation may accept on behalf of the Corporation any contribution, gift, bequest or devise for any general or specific purpose or purposes of the Corporation.

**Section 3. Fiscal Year:** As mandated by Habitat for Humanity International, the fiscal year of the Corporation shall be the 12 month period commencing July 1 of each year.

## ARTICLE VI RELATED PARTY TRANSACTIONS

The Corporation shall not enter into any transaction, agreement or other arrangement in which Related Party (a “Related Party Transaction”) has a financial interest and in which the Corporation is a participant, unless the Related Party Transaction is determined by the Board of Directors to be fair, reasonable and in the Corporation’s best interest at the time of such determination. Any director, officer or Key Employee who has an interest in a Related Party Transaction shall disclose in good faith to the Board of Directors or an authorized committee thereof, the material facts concerning such interest. For purposes of this Article, a Related Party shall mean (i) any director, officer or Key Employee of the Corporation or an Affiliate of the Corporation, or any other person who exercises the powers of directors, officers or Key Employees over the affairs of the Corporation or any Affiliate of the Corporation; (ii) any Relative of any individual described in clause (i) of this paragraph, or (iii) any entity in which any individual described in clause (i) or (ii) above, has a thirty-five percent (35%) or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of five percent (5%).

With respect to any Related Party Transaction involving the Corporation and in which a Related Party has a substantial financial interest, the Board of Directors or an authorized committee thereof, shall: (i) prior to entering into the transaction, consider alternative transactions to the extent available; (ii) approve the transaction by not less than a majority vote of the directors or committee

members present at the meeting; and (iii) contemporaneously document in writing the basis for the Board of Directors or authorized committee's approval, including its consideration of any alternative transactions.

## **ARTICLE VII**

### **REAL ESTATE TRANSACTIONS**

The Corporation shall not purchase real property unless such purchase is authorized by the vote of a majority of Board of Directors provided that if such property would, upon purchase thereof, constitute all, or substantially all, of the assets of the Corporation, then the vote of two-thirds of the entire Board of Directors shall be required, or, if there are twenty-one or more directors, the vote of a majority of the entire board shall be sufficient. The Corporation shall not sell, mortgage, lease, exchange or otherwise dispose of its real property unless authorized by the vote of a majority of the Board of Directors; provided that if such property constitutes all, or substantially all, of the assets of the corporation, then the vote of two-thirds of the entire Board of Directors shall be required, or, if there are twenty-one or more directors, the vote of a majority of the entire board shall be sufficient.

The Board of Directors, by a vote of the majority of the members of the Board then present at the time of the vote, may authorize a Committee or Team of the Corporation to purchase real property in furtherance of the Corporation's mission, in an amount not to exceed a limit as set by the Board of Directors in its resolution.

## **ARTICLE VIII**

### **NON-PROFITABLE PURPOSES**

**Section 1. Exempt Activities:** Notwithstanding any other provision of these By-Laws, the Corporation is organized for educational, charitable and other non-profit purposes, as specified in Section 501 (c)(3) of the internal Revenue Code of 1954 or any successor section, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501 (c)(3) of the Internal revenue Code of 1954 or any successor section. No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation, or to any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation).

## **ARTICLE IX**

### **CORPORATE SEAL**

**Section 1. Form of Seal:** The seal of the Corporation shall be in such form as may be determined from time to time by the Board of Directors.

**ARTICLE X**  
**AMENDMENTS**

**Section 1. Procedure for Amending By-Laws:** By-Laws of the Corporation may be adopted, amended or repealed at any meeting of the Board of Directors, notice of which shall have referred to the proposed action by the vote of a majority of the entire Board of Directors. Any future changes to these By-Laws approved by vote of the Board of Directors, and so reflected in the minutes of such meeting, which do not result in a full Second Amended and Restated By-laws, shall be recorded by the Secretary in the ledger below and maintained by the Secretary. If such changes to these By-Laws take place in a given year, a full set of these By-Laws, with changes so noted, shall be disseminated (either in paper or electronic format) to all members of the Board of Directors at the time of the Annual Meeting.

<b>Article</b>	<b>Section</b>	<b>Description of Change</b>	<b>Date of Vote</b>