

BY-LAWS
OF
BUFFALO AND ERIE COUNTY WORKFORCE INVESTMENT BOARD, INC.

ARTICLE I - NAME AND OFFICES

The name of the corporation is the BUFFALO AND ERIE COUNTY WORKFORCE INVESTMENT BOARD, INC. (the "Corporation"). The principal office of the Corporation shall be in the City of Buffalo, County of Erie and State of New York. The Corporation may also have offices at such other places 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.

ARTICLE II - PURPOSES AND POWERS

1. The purposes of the Corporation as set forth in its Certificate of Incorporation are:
 - a. To set policy, develop and submit local plans for and on behalf of the City of Buffalo and the County of Erie, under and pursuant to programs of the United States government and the State of New York, as approved by the Governor of the State of New York, and under the Workforce Investment Act of 1998 (29 U.S.C. §2832 *et seq.*)(the "Act") and other related or successor programs;
 - b. To designate, certify, or terminate One Stop Operators, Youth Providers and eligible providers of Training Services and Intensive Services, as such terms are defined in the Act;
 - c. To establish a Youth Council and to identify and award grants or contracts for eligible providers pursuant to recommendations of such Youth Council;

d. To promote and develop private sector involvement in the activities of the Act;

e. To develop a budget and disburse funds for purposes of carrying out its duties under the Act;

f. To employ staff, solicit and accept grants and donations and oversee the local programs of youth activities, local employment and training activities and One Stop delivery systems;

g. To negotiate with and assist the Governor of the State of New York, the County Executive for Erie County, and the Mayor of the City of Buffalo to (i) establish local performance measures in order to determine effectiveness of programs established under the Act and (ii) development statewide employment statistics; and

h. To promote and coordinate workforce investment activities, ensure effective provision of services, and engage in all lawful activities including those which are not otherwise stated in the Corporation's Certificate of Incorporation which are incidental to and in furtherance of any of the above stated purposes.

2. In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in Section 202 of the Not-for-Profit Corporation Law, and shall have the power to solicit contributions in furtherance of said purposes and in general, to exercise such powers which are now or hereafter may be conferred by law upon an entity organized for such purposes, or conducive to the attainment of the purposes of the Corporation, subject to such limitations as are or may be prescribed by law.

3. No part of the net earnings of this Corporation shall inure in whole or in part to the benefit of its Directors, Officers or other private persons, except that the Corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Corporation's Certificate of Incorporation.

4. No substantial part of the Corporation's activities shall be attempting to influence legislation by propaganda or otherwise. The Corporation shall not directly or indirectly participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE III - MEMBERSHIP

1. Identity of Members. The Corporation shall have two (2) Members: the Mayor of the City of Buffalo, New York, and the County Executive of Erie County, New York.

2. Membership Meetings. The annual meeting of the Members of the Corporation for the election of Directors and such other business as may come before it shall be held on the second Tuesday in October each year or on a day fixed by the Chairperson not more than two (2) weeks from that day.

3. Special Meetings. Special meetings of the Members of the Corporation may be called by the Chairperson or either Member. The Secretary shall cause a copy of the notice of all meetings to be given, personally, by first-class mail, by facsimile telecommunications, or by electronic mail, to both Members not less than ten (10) nor more than fifty (50) days before the date of the meeting. If mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the Member at his or her address as it appears on the record of Members. If sent by facsimile telecommunication or mailed electronically, such notice is given when directed to the Member's fax number or electronic mail address as it appears on the record of Members. Notwithstanding the foregoing, such notice shall not be deemed to have been given electronically (a) if the Corporation is unable to deliver two consecutive notices to the Member by facsimile telecommunication or electronic mail; or (b) the Corporation otherwise becomes aware that notice cannot be delivered to the Member by facsimile

telecommunication or electronic mail. Each notice shall state the date, time, place and purpose of the meeting and by whom called. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting. An affidavit of the Secretary or other person giving the notice that the notice required by this section has been given shall, in the absence of fraud, be prima facie evidence of the facts therein stated.

4. Action by Members Without a Meeting. Whenever the Members are required or permitted to take any action by vote, such action may be taken without a meeting upon the consent of all Members entitled to vote thereon, which consent shall set forth the action so taken. Such consent may be written or electronic. If written, the consent must be executed by the Member or the Member's authorized agent by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including but not limited to facsimile signature. If electronic, transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Member. Written or electronic consent thus given by all Members entitled to vote shall have the same effect as a unanimous vote of Members.

5. Proxies. A Member may authorize another person or persons to act for the Member as proxy by providing such authorization in a writing executed by the Member or by electronic mail to the person who will be the holder of the proxy. If written, the authorization must be executed by the Member or the Member's authorized agent by signing such authorization or causing his or her signature to be affixed to such authorization by any reasonable means including but not limited to facsimile signature. If such authorization is by electronic mail it shall either set forth, or be submitted with, information from which it can be reasonably determined that the authorization by electronic mail was authorized by the member. If it is determined that such authorization by electronic mail is valid, the persons making that determination shall specify the nature of the information upon which they relied. Any copy or other reliable reproduction of the writing or electronic mail may be substituted or used in lieu of the original writing or transmission for any and all purposes, provided that such copy or other

reproduction is a complete reproduction of the entire original. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

6. Waivers of Notice. Notice of meetings, annual, or regular or special, need not be given to any member who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. Waiver of notice may be written or electronic. If written, the waiver must be executed by the Member or the Member's authorized agent by signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means, including but not limited to facsimile signature. If electronic, transmission of the waiver must be by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Member. The attendance of any Member at a meeting, in person or by proxy, without protesting prior thereto or at its commencement the lack of notice of such meeting, shall constitute a waiver of notice by it.

ARTICLE IV - DIRECTORS

1. Management of the Corporation. The Corporation shall be managed by the Board of Directors (the "Board"). Each Director shall be at least eighteen (18) years of age.

2. Number, Appointment and Term. The number of Directors constituting the entire Board shall be set from time to time by the Members and shall consist of not less than twenty (20) Directors. No decrease in the number of Directors will shorten the term of any incumbent Director. As used in these By-Laws, the term "entire Board" means the total number of Directors entitled to vote which the Corporation would have if there were no vacant Director positions.

Each Director shall be elected at the annual meeting of the Members in accordance with these By-Laws, the Act, any other applicable law, and as directed by any agreement between the Members. The Board shall be divided into two classes (which at all

times shall be as nearly equal in number as possible), with the term of office of those of the first class to expire at the second annual meeting; and the term of office of the second class one year thereafter. At each annual election held after the initial election, Directors shall be elected for a two (2) year term to succeed those whose terms expire, so that the term of office of one class of Directors shall expire in each year, provided however, that Directors may be elected for a term of less than two (2) years if necessary to maintain approximately equal class sizes. If, for any reason, the Directors shall not have been elected at an annual meeting of the Members, they may be elected as soon thereafter as convenient at a special meeting of the Members called for that purpose in the manner provided in these By-Laws. In any case, a Director shall continue to serve until his or her successor shall be elected and qualify.

3. Newly Created Directorships and Vacancies. Newly created directorships and vacancies occurring in the Board for any reason may be filled by the vote of the Members. A Director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office until the next annual meeting of the Members.

4. Removal of Directors. Any or all of the Directors may be removed with or without cause by a unanimous vote of the Members.

5. Meetings. The Board shall meet annually during the month of October, at such time, date and place as shall be fixed by the Chairperson for the purpose of electing Officers and for the transaction of such other business as may come before the meeting. In addition to the annual meeting, the Board shall meet quarterly at such time, date and place as fixed by the Board, and periodically at such time, date and place as fixed by the Board.

Notice of meetings shall be given in accordance with the public notice provisions of the Act, and the Open Meeting law of the State of New York. Written notice of the annual meeting and regular meetings, stating the date, place, and hour of the meeting, shall be given personally, or by e-mail, or by first-class mail not less than ten (10) days before the date of the meeting and posted on the BECWIB Web Site. Materials scheduled to be discussed at a meeting

will be posted online before a meeting, or copies will be provided before or at the meeting, when possible.

Directors will be provided with a written agenda and as much information as practical on each agenda item to be discussed at any Directors meeting, at least five (5) days prior to any regular Directors meeting.

6. Special Meetings. Special meetings of the Board may be called by the Chairperson, the Executive Director, or upon written demand of at least 25% of the Board. The Secretary shall, in the absence of a determination of emergency by the Chairperson, cause a notice of such meeting to be mailed to all Directors in the roll book at least five (5) days, but not more than fifty (50) days, before the scheduled date of such meeting. Such notice shall state the date, time, place and purpose of the meeting and by whom called. If the Chairperson shall determine that an emergency exists, he or she may call a special meeting upon not less than twenty-four (24) hours notice by telephone to the Directors at their respective office addresses, or such other addresses or telephone numbers as they may have designated in writing, and by posting public notice on the BECWIB website. Special meetings are subject to the Sunshine provisions of the Act, and the Open Meeting law of the State of New York, including public notice. No other business but that specified in the notice may be transacted by such special meeting without the unanimous consent of all present at such meeting.

7. Waiver of Notice. Notice of 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 its commencement, the lack of notice to him. Such waiver of notice may be written or electronic. If written, the waiver must be executed by the Director signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means including but not limited to facsimile signature. If electronic, transmission of the waiver must be by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director.

8. Quorum of the Board and Committees. At any meeting of the Board or of any Committee of the Board, a majority of the entire Board or of the members of the Committee shall constitute a quorum for the transaction of any business.

9. Action of the Board and Committees.

(a) Unless otherwise required by law, the vote of a majority of the Directors present at the time of the vote if a quorum is present at such time, shall be the Act of the Board or Committee. Each Director present shall have one (1) vote.

(b) Any one or more Board members or any members of a Committee thereof may participate in a meeting of such Board or Committee by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each Director can participate in all matters before the Board or Committee, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board or Committee.

(c) Any action required or permitted to be taken by the Board or any Committee thereof may be taken without a meeting if all members of the Board or Committee consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the Director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, transmission of the consent must be by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director. The resolution and the written consent thereto by the members of the Board or Committee shall be filed with the minutes of the proceedings of the Board or Committee.

10. Order of Business. The order of business at all meetings of the Board or any Committee thereof shall be as contained in the agenda provided to the members of the Board or Committee at or prior to such meetings.

11. Compensation. By resolution of the Board, Directors may be reimbursed for their actual expenses for attending meetings or for otherwise carrying out their office.

12. Resignation. A Director may resign at any time by giving written notice to the Members and the Chairperson. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Chairperson and formal acceptance of the resignation will not be required to make it effective.

ARTICLE V - COMMITTEES OF THE BOARD

1. Executive Committee. The Chairperson, subject to the approval of the Board, may appoint from among the members of the Board an Executive Committee. Except as otherwise provided by law or in Section 3 of this Article V, the Executive Committee shall have all the authority of the Board and may act on behalf of the Corporation in any matter when the Board is not in session, reporting to the Board for its ratification of their actions at each regular or special meeting called for that purpose. A majority of the entire Executive Committee shall constitute a quorum of the Executive Committee. The Board shall elect a Chair of the Executive Committee to preside over such Committee's meetings.

2. Other Committees. In addition to the Executive Committee, the Board, by resolution adopted by a majority of the entire Board, may designate other Committees, each of which shall have such authority and perform such duties as expressly provided by the Board. The Chairperson shall appoint the members and may designate a Chair of each such Committee from among the members of the Board.

3. Limitation of Authority of Committees. No Committee shall have authority as to the following matters:

- (a) The submission to the Members of any action requiring Member's approval.
- (b) The taking of any action requiring participation by the entire Board under applicable law or these By-Laws.
- (c) The filling of vacancies in the Board or in any Committee.
- (d) The fixing of compensation of the Directors for serving on the Board or any Committee.
- (e) The amendment or repeal of the By-Laws or the adoption of new By-Laws.
- (f) The amendment or repeal of any resolution of the Board except one which by its terms shall be so amendable or repealable by a Committee.
- (g) The adoption or revocation of a plan of merger, consolidation or dissolution of the Corporation.
- (h) The sale, lease, exchange or other distribution or transfer of substantially all of the property of the Corporation, both real and personal, other than in the ordinary course of business.

4. Term of Office of Committee Members. Whenever the term of office of any Committee member or officer shall expire, the Board may designate a successor member or elect a successor officer. Any Committee members or officers may be designated or elected to succeed themselves. The term of office of each member of any Committee shall be co-extensive with the term of the member's office as Director, unless the Directors at the time of this designation shall fix a shorter period or term of office.

5. Alternates. The Board may designate one or more Directors as alternate Committee members, who may replace any absent member or members at meetings of such Committee.

ARTICLE VI - COMMITTEES OF THE CORPORATION

The Chairperson, subject to the approval of the Board, may appoint a Board Advisory Committee and such other Committees, whose members need not include Directors, as may from time to time, be advisable and consistent with the objectives and purposes of the Corporation. These Committees shall be known as "Committees of the Corporation" and shall have such authority and perform such duties as are expressly provided by the Board. Committees of the Corporation shall have no authority to act on behalf of the Board or to bind the Board.

ARTICLE VII - OFFICERS

1. Classes. The Officers of the Corporation shall be a Chairperson, one or more Vice Chairpersons, an Executive Director, Secretary, Treasurer, and such other Officers as may be provided for and whose duties may be fixed by the Board. Any two (2) or more offices may be held by the same person, except the offices of Chairperson and Secretary and Chairperson and Vice Chairperson. Effective January 1, 2016, no employee of the Corporation shall serve as Chairperson or hold any other title with similar responsibilities.

2. Election and Term. The Officers of the Corporation shall be elected annually by the Board at its annual meeting, except that the Executive Director shall be elected by the Members and the Chairperson shall be elected in accordance with the Act. Each Officer shall hold office until the next annual meeting of the Board, or until his or her successor has been duly elected and qualified, or until otherwise removed as hereinafter provided.

3. Removal. At any meeting of the Board at which a quorum is present, upon prior written notice to the members of the Board, any Officer may be removed from office, with or without cause, whenever in the Board's judgment the best interests of the Corporation would be served thereby, by majority vote of the Directors present at such meeting.

4. Vacancies. Vacancies in any elected office created by death, resignation or removal of an Officer may be filled by the Board at any regular or special meeting for the remainder of the term of the vacant office.

5. Chairperson. The Chairperson shall in general supervise and control all of the business and affairs of the Corporation. The Chairperson shall be elected from among the members of the Board who are representatives of business in the local area. The Chairperson shall preside at all meetings of the Corporation and advise the other Officers and the Board on matters of general policy and perform such other duties as may provide leadership to the Board in carrying out its collective responsibility to develop a broad community-wide base of voluntary support and cooperation in delivering the basic objectives of the Corporation.

6. Vice Chairperson. The Vice Chairperson, or if there are more than one, the Executive Vice Chairperson, shall, in the absence of the Chairperson or in the event of the Chairperson's inability to act, perform the duties of the Chairperson, and when so acting have all the powers of and be subject to all the restrictions upon the Chairperson. The Vice Chairperson shall perform such other duties, as from time to time, may be assigned by the Chairperson or by the Board.

7. Executive Director. The Executive Director shall act for the Chairperson, as delegated, in the day-to-day direction of operations and affairs of the Corporation including program planning and development. The Executive Director shall, in the execution of approved plans and programs, represent and assist the Chairperson and shall perform such other duties as assigned by the Chairperson and the Board in carrying out the purposes and objectives of the Corporation.

8. Secretary. The Secretary will:

(a) Keep the Minutes of all meetings and official proceedings of the Corporation.

(b) Have custody of the seal of the Corporation and shall affix and attest the same to documents when duly authorized by the Board.

(c) See that all notices are duly given in accordance with the By-Laws or where required by law.

(d) Be custodian of the official Corporation records.

(e) In general perform all the duties incident to the office of Secretary and such other duties, as from time to time, may be assigned by the Chairperson or the Board.

9. Treasurer. As Chief Financial Officer, the Treasurer is responsible for developing and directing operations of policies, procedures, plans and programs governing all financial matters, receiving and disbursing Corporation funds and depositing all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with Article VIII of these By-Laws. The Treasurer shall in general perform all duties incident to the office of Treasurer including periodic reports to the Board as to the financial status of the Corporation, and such other duties, as may from time to time, be assigned by the Chairperson or the Board.

10. Assistant Secretary and Assistant Treasurer. The Assistant Treasurer and the Assistant Secretary will in general perform such duties as shall be assigned to them by the Treasurer or the Secretary, respectively, or the Chairperson.

ARTICLE VIII - CONTRACTS, LOANS, CHECKS AND DEPOSITS

1. Contracts. The Board may authorize any Officer or agent to enter into any contract, or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or limited to specific instances.

2. Loans. No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued therefor in its name, unless authorized by a resolution

of the Board and signed by two (2) Officers. Such authority may be general or limited to specific instances.

ARTICLE IX - AGENTS, CONSULTANTS, PROFESSIONAL SERVICES

Persons or firms other than Officers of the Corporation may, from time to time, be engaged by contract to assist the Corporation in carrying out its programs and purposes. Any such engagement must be authorized by action of the Board upon such terms and conditions as the Board may require, such as the contractor's appearance at monthly Board meetings to give progress reports, and including payment for services as set forth by the Board.

ARTICLE X - STAFF

The Corporation may employ staff necessary to carry out the functions and purposes of the Corporation. The Executive Director shall be responsible for the selection, general management and supervision of staff.

ARTICLE XI - FISCAL YEAR

The fiscal year of the Corporation shall begin on the 1st day of July and end on the 30th day of the month in June of the following year.

ARTICLE XII - CORPORATE INTEGRITY

A. Conflict of Interest Policy.

1. The purpose of this conflict of interest policy is to ensure that Directors, Officers, Members of the Youth Council (each, a "Member"), and key employees of the Corporation, act in the best interests of the Corporation and in compliance with the requirements of Section 715 of the Not-for-Profit Corporation Law. For purposes of this Article,

(a) "key employee" means any person who is in a position to exercise substantial influence over the affairs of the Corporation, as referenced in the excess benefit transaction provisions of the Internal Revenue Code and related regulations; and (b) a "relative" of an individual means his or her (i) spouse, ancestors, brothers and sisters (whether whole or half blood), children (whether natural or adopted), grandchildren, great-grandchildren, and spouses of brothers, sisters, children, grandchildren, and great-grandchildren; or (ii) domestic partner as defined in Section 2994-a of the New York Public Health Law, or any successor statute.

2. A conflict of interest arises when (a) a Director, Officer, Member, or key employee of the Corporation, or a relative or business associate of such person, has a financial interest in, or a business, employment or fiduciary relationship with, an entity with which the Corporation has or is considering a transaction, agreement, or any other arrangement the approval of which would come before the Board in the regular course of business, and (b) a Director, Officer, Member or key employee of the Corporation engages in any activity determined by the Governor of the State of New York to constitute a conflict of interest as specified in the State WIA Plan.

3. Promptly upon learning of such a transaction, agreement, or arrangement, or the possibility of engaging in such activity, a person having such interest or relationship or who may engage in such activity (an "interested person") shall promptly disclose the material facts concerning such interest to the Board. Such disclosure may be made by written or electronic communication to the Chairperson or orally in a meeting of the Board, in which case it shall be recorded in the minutes of the meeting.

4. The interested person may explain the circumstances of the conflict of interests to the Board, but shall not be present at or participate in Board deliberation or vote on the matter, and shall not attempt to influence the deliberation or vote on the matter.

5. The existence and resolution of the conflict of interest shall be documented in the minutes of the meeting at which the conflict was discussed or voted upon,

or if there was no such meeting, by written report by the Chairperson to the Board, which report shall be recorded with the minutes of the next meeting of the Board.

6. If a conflict of interest arises from a related party transaction, then the Board shall: (a) prior to entering into the transaction, consider alternatives to the extent available; (b) approve the transaction by not less than a majority vote of the Directors present at the meeting; and (c) contemporaneously document in writing (either in the text of or attached to the minutes of the meeting) the basis for the Board's approval, including its consideration of alternative transactions. A "related party transaction" means any transaction, agreement or any other arrangement in which a Director, Officer, Member, or key employee of the Corporation or an affiliate, or a relative, or an entity in which such person or relative has an interest - - all as further defined by Section 102 of the Not-for-Profit Corporation Law.

7. Prior to the initial election of any Director, Officer, Member, or key employee, and annually thereafter, he or she shall complete, sign and submit to the Secretary a written statement identifying, to the best of his or her knowledge, any entity (a) of which he or she is an officer, director, trustee, member, owner (either as sole proprietor or partner) or employee, and (b) with which the Corporation has a relationship, and any transaction in which he or she might have a conflicting interest.

8. No Director, Officer, Member, or key employee may engage in any activity determined by the Governor of the State of New York to constitute a conflict of interest as specified in the State WIA Plan. In such matter, a Director, Officer, Member, or key employee must acknowledge the potential conflict of interest and must abstain from voting on the matter.

B. Confidentiality Every Director, Officer and employee of the Corporation shall take care not to disclose to any other person confidential information relating to the Corporation, except in accordance with law and as required in the performance of his or her duty or by law.

C. Gifts. No Director, Officer or employee shall accept any gift from or on behalf of an employee or prospective employee of the Corporation, or person or organization that does or proposes to do business with the Corporation.

ARTICLE XIII - INDEMNIFICATION

1. Indemnification. The Corporation may indemnify any person made, or threatened to be made, a party to an action or proceeding by reason of the fact that such person or his testator or intestate is or was a Director or Officer of the Corporation, or (to the extent not indemnified thereby) served any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise at the request of the Corporation in the capacity of officer or director, in the case of actions in the right of the Corporation, and in any capacity in the case of all other actions, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees, in the manner and to the full extent allowed by the Not-for-Profit Corporation Law, provided that no such indemnification shall be required with respect to any settlement or other nonadjudicated disposition of any threatened or pending action or proceeding unless the Corporation has given its prior consent to such settlement or other disposition.

2. Prohibited Indemnification. The Corporation shall not indemnify any person if a judgment or other final adjudication adverse to such person (or to the person whose actions are the basis for the action or proceeding) establishes, or the Board in good faith determines, that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

3. Indemnification not Exclusive. The provisions of this Article XIII shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Board is authorized to enter into agreements on behalf of the Corporation with any Director, Officer, employee or volunteer providing them rights to indemnification or advancement of

expenses in connection with potential indemnification in addition to the provisions therefore in this Article XIII, subject in all cases to the limitations contained in Section 2 of this Article XIII.

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

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

ARTICLE XIV - SEAL

The Seal of the Corporation shall be as evidenced in the Corporation's minute book.

ARTICLE XV – CONSTRUCTION

If there be any conflict between the provisions of the Certificate of Incorporation and these By-Laws, the provisions of the Certificate of Incorporation shall govern.

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ARTICLE XVI - AMENDMENT OF BY-LAWS

These By-Laws may be adopted, amended or repealed only either by vote of the Members at the annual meeting of Members or, except as otherwise set forth in the By-Laws or the Certificate of Incorporation, by the affirmative vote of a majority of the entire Board at a special meeting called for that purpose.

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