

BYLAWS of UNIVERSITY AT BUFFALO CHILD CARE CENTER, INC., A New York Not-for-Profit Corporation

(Adopted by the Board of Directors, August 10, 2020)

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ARTICLE ONE: Organization

1.1 Name. The name by which the organization shall be known shall be **UNIVERSITY AT BUFFALO CHILD CARE CENTER, INC.** (hereinafter the “Corporation”).

1.2 Principal and Other Offices. The principal office of the Corporation shall be located in Erie County, State of New York. The Corporation may have other and additional offices at such place or places within Erie County as the Board of Directors may from time to time determine, or the affairs of the Corporation may require or make desirable.

1.3 Registered Agent. The Corporation may, at the pleasure of the Board of Directors, have a registered agent in accordance with the provisions of the New York Not-for-Profit Corporation Law (“NPCL”). The registered agent may be changed from time to time by the Board of Directors.

ARTICLE TWO: Purposes and Governing Instruments

2.1 Not-for-Profit Corporation. The Corporation shall be organized and operated as a not-for-profit corporation under the provisions of the NPCL.

2.2 Purposes. The Corporation shall engage in the implementation and fulfillment of the purposes set forth in the Certificate of Incorporation, including, without limitation the following purposes:

(a) To establish, maintain and operate a child care center at one or more locations (hereinafter, the “Center”) for the care and education of children of parents or guardians who are working and/or pursuing their education, and to conduct all such other activities related or incidental thereto as the Board of Directors shall, in its discretion from time to time, determine.

(b) To exercise the general powers set forth in Section 202 of the NPCL and to conduct any and all other acts or things necessary, suitable, appropriate and proper, which are incidental to accomplishing the foregoing purposes and that may be done by a corporation organized for such purposes under the laws of the State of New York.

2.3 Governing Instruments. The Corporation shall be governed by its Certificate of Incorporation and these Bylaws. All matters contained in these Bylaws shall be subject to any provisions in regard thereto as are set forth in the Certificate of Incorporation. All references in these Bylaws to the Certificate of Incorporation shall be construed to mean the Certificate of Incorporation as amended from time to time.

ARTICLE THREE: Membership

The Corporation shall have no Members as that term is defined in Section 102(a)(9) of the NPCL.

ARTICLE FOUR: Board of Directors

4.1 Authority and Responsibility of the Board of Directors.

(a) The governing body of the Corporation shall be the Board of Directors (the “Board of Directors” or the “Board”). A member of the Board may be referred to in these Bylaws as a “Director”. The Board of Directors shall have supervision, control, and direction of the management, affairs, and property of the Corporation; shall determine its policies or changes therein; shall actively prosecute its purposes and objectives; and shall supervise the management of its funds and assets, all upon the majority vote of the Board of Directors. The Board of Directors may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of the Corporation as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain aspects of its authority and responsibility to an Executive Committee. The Board of Directors shall employ an Executive Director who shall have the authority and responsibilities set forth in Article Ten of these Bylaws. Under no circumstances, however, shall any actions be taken that are inconsistent with the Certificate of Incorporation, these Bylaws, the NPCL or other applicable law.

(b) The Board of Directors may, from time to time, appoint, as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the purposes and functions of the Corporation.

(c) The Board of Directors is authorized to employ such person or persons, including Directors (subject to the terms of these Bylaws and the Corporation's Conflict of Interest Policy), attorneys, trustees, agents, and assistants, as in its judgment are necessary or desirable for the administration and management of the Corporation, and to pay reasonable compensation for the services performed and expenses incurred by any such person or persons. No Director shall be compensated for service as a director of the Corporation; provided, however, that nothing in this section shall prevent reimbursement to Directors for reasonable out-of-pocket expenses incurred on behalf of the Corporation.

4.2 Number of Directors. The Board of Directors shall consist of not less than six (6) nor more than eighteen (18) Directors. This number may be increased or decreased from time to time by amendment of these Bylaws, provided, however, that no decrease shall shorten the term of an incumbent Director. As used in these Bylaws, the phrase "Entire Board" means the number of Directors within the range provided in this paragraph that were elected as of the most recently held election of Directors.

4.3 Election and Term of Directors.

(a) To be eligible for election to the Board of Directors, a prospective Director shall demonstrate an active interest in the principles, objectives, concepts and goals of the Corporation. Consideration may also be given to individuals who possess relevant skills or relationships that may benefit the Corporation such as, for example, persons with advanced financial skills who can provide guidance to the Board in the discharge of its fiduciary responsibilities.

(b) Current Corporation employees and their immediate family members are not eligible for election to the Board.

(c) Reasonable efforts will be made to have balanced representation on the Board in terms of the number of Directors who are University at Buffalo students, faculty and staff, as well as members of the community at large.

(d) At each annual meeting, the Board of Directors, by a plurality of the votes cast, shall elect new Directors, including but not limited to the replacement of those whose terms are expiring.

(e) A full term of office of a Director is three years. Directors may self-nominate for additional terms.

4.4 Nominations. The Leadership Development Committee, in accordance with Section 8.5 of these Bylaws, shall prepare and present to the Board a list of Director nominees at least ten (10) days before the annual meeting. The Leadership Development Committee shall use reasonable efforts to provide a list of Director nominees that contain at least one nomination for each seat on the Board of Directors of the Corporation that is vacant or about to expire.

4.5 Removal. Any Director may be removed with or without cause by a majority vote of the Entire Board at a special meeting, if notice of intention to act upon such matter shall have been given in the notice calling such special meeting. Directors who miss three (3) consecutive Board meetings, without having notified the Board Chair of their inability to attend, or three (3) consecutive committee meetings without having notified the Committee Chair of the inability to attend, shall be brought up before the Board for a removal vote by the Board Chair. Board minutes shall reflect three (3) categories of attendance: present, absent, or excused. A removed Director's successor may be elected at the same meeting at which removal is approved to serve until the next annual meeting at which Board elections shall be held, and until his/her successor is elected or appointed and qualified.

4.6 Vacancies. Any vacancy in the Board of Directors arising at any time and from any cause, including a vacancy resulting from an increase in the number of Directors, may be filled for the unexpired term at any meeting of the Board of Directors by a majority of the Directors then in office. Nominations of candidates may be made by the Leadership Development Committee or by individual Directors. Each Director so selected shall hold office until the next annual meeting at which the election of directors is in the regular order of business, and until his/her successor is elected or appointed and qualified.

4.7 Committees. By resolution adopted by a majority of Directors, the Board of Directors may from time to time designate committees in accordance with Articles Eight and Nine of these Bylaws. Except as prohibited by law, each committee shall have the authority as set forth in the resolution establishing said committee or otherwise as may be properly delegated by the Board from time to time.

ARTICLE FIVE: Meetings of the Board of Directors

5.1 Place of Meetings. Meetings of the Board of Directors, annual, special or regular, may be held at any place within Erie County as set forth in the notice thereof, or in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is so specified, at the principal office of the Corporation.

5.2 Annual Meetings. The annual meeting of the Board shall be held within six months of the close of the Corporation's fiscal year at a time to be set by the Board of Directors, as set forth in the notice of the annual meeting, for the purpose of electing Directors and officers, and for such other business as may properly come before the Board.

5.3 Regular Meetings; Notice. Regular meetings of the Board of Directors shall be held from time to time at such times and at such places as the Board of Directors may prescribe. Notice of the time and place for each such meeting will be given by the Secretary at least one week in advance of such meeting.

5.4 Special Meetings; Notice. Special meetings of the Board of Directors may be called by or at the request of the Board Chair, or on the written request of at least thirty-three percent (33%) of the Entire Board. Notice of the date, time, place and purpose of any special meeting of the Board of Directors shall be given by the Secretary to the Directors at least twenty-four (24) hours before such meeting and in the manner designated in Section 6.1 of these Bylaws, and such notice may be waived in accordance with the provisions of Section 6.2 of these Bylaws.

5.5 Waiver. Attendance by a Director at a meeting shall constitute waiver of notice of such meeting unless such Director at the beginning of the meeting (or promptly upon his or her arrival) objects to the holding of the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

5.6 Quorum. At meetings of the Board of Directors, a majority of the Directors then in office shall constitute a quorum for the transaction of business, unless a greater or lesser number is required by law or these Bylaws.

5.7 Vote Required for Action. Except as otherwise provided in the Certificate of Incorporation, these Bylaws or by law, the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present at the time, shall be the act of the Board of Directors, unless a different vote is required by statute, by the Certificate of Incorporation, or by these Bylaws. Adoption, amendment and repeal of a bylaw are provided for in Article Sixteen of these Bylaws. Vacancies in the Board of Directors may be filled as provided in Section 4.6 of these Bylaws.

5.8 Action by Directors without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors (or any committee thereof) may be taken without a meeting if unanimous consent in writing, setting forth the action so taken is signed by all of the Directors (or all of the members of any committee, as applicable) then in office. Such consent shall have the same force and effect as a vote at a meeting duly called. The signed unanimous written consent, signed on one document or in counterpart, or a signed copy or copies thereof, shall be filed with the minutes of the

proceedings of the Board or committee. Unanimous written consent of the Board of Directors, or any committee thereof, may be delivered by email.

5.9 Telephone and Similar Meetings. Unless otherwise restricted by these Bylaws, Directors may participate in and hold a meeting (including committee meetings) by means of conference telephone, videoconference, or similar communications equipment enabling all persons participating in the meeting to simultaneously hear each other during the meeting. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

5.10 Adjournments. A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the Directors to reconvene at a specific date, time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting that was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted that could have been transacted at the meeting that was adjourned.

ARTICLE SIX: Notice and Waiver

6.1 Procedure. Whenever these Bylaws require notice to be given, the notice shall be given in accordance with this Section 6.1. Notice under these Bylaws shall be in writing unless oral notice is permitted by the NPCL and is reasonable under the circumstances. Notice may be communicated in person, by telephone, facsimile, email, or other form of wire or wireless communication, or by U.S. mail or private carrier. If these forms of personal notice are likely to prove impracticable in particular cases, notice may in addition be communicated by a newspaper of general circulation in the area where published, or by radio, television, or other form of public broadcast communication. Written notice, if in a comprehensible form, is effective at the earliest of the following:

1. When received or when delivered, properly addressed, to the addressee's last known principal place of business or residence;
2. Three (3) business days after its deposit in the U.S. mail, as evidenced by the postmark, if mailed with first-class postage prepaid and correctly addressed; or
3. On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

Oral notice is effective when communicated if communicated in a comprehensible manner.

In calculating time periods for notice, when a period of time measured in days, weeks, months, years, or other measurement of time, is prescribed for the exercise of any privilege or the discharge of any duty, the first day shall not be counted but the last day shall be counted.

6.2 Waiver. Any notice may be waived before or after the date and time stated in the notice. Except as provided herein, the waiver must be in writing, signed by the person entitled to the notice, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. A Waiver of Notice may be delivered by email. A person's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless such person at the beginning of the meeting (or promptly upon his or her arrival) objects to the holding of the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

ARTICLE SEVEN: Officers

7.1 Number and Qualifications. The executive officers of the Corporation shall consist of a President, one (1) or more Vice Presidents, a Secretary and a Treasurer. The Board of Directors of the Corporation shall, from time to time, create and establish the duties of such other officers as it deems necessary for the efficient management of the Corporation. Any two (2) or more offices may be held by the same person, except the offices of the President and the Secretary.

7.2 Election and Term of Office. Only Directors of the Corporation shall hold the offices of President, Vice President, Secretary and Treasurer. The executive officers of the Corporation shall be elected annually by the Board of Directors following the annual election of Directors. Such officers shall serve for a term of one (1) year, or until their earlier resignation, removal, retirement, disqualification or death. Any other officers appointed by the Board of Directors of the Corporation under Article Seven of these Bylaws shall serve at the will of the Board of Directors until their successors have been elected and have qualified. No Director may serve more than five (5) consecutive terms in the same office.

7.3 Other Agents. The Board of Directors may appoint, from time to time, such other agents as it may deem necessary or desirable, each of whom shall serve at the pleasure of the Board, and shall have such authority, and perform such duties, and shall

receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.

7.4 Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors, with or without cause. However, any such removal shall be without prejudice to the contract rights, if any, of the officer or agent so removed. The election or appointment of an officer or agent shall not of itself create contract rights.

7.5 Vacancies. A vacancy in any office arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board of Directors by a majority vote of the Board.

7.6 President/Board Chair. The President of the Corporation shall be the representative of the Board, and shall serve as the Chair of the Board. The President, as the Chair of the Board, shall preside at all meetings of the Board of Directors and shall perform all duties and possess such powers incident to the office of the President of a New York not-for-profit corporation and as a presiding officer, and shall generally perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe. The President shall appoint, from among the members of the Board, committee chairs when the Board of Directors does not act to do so or may defer to *ex officio* committee chairs as prescribed by these Bylaws. The President shall not be an employee of the Corporation.

7.7 Vice President. The Vice President, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the President, perform the duties, and have the authority and exercise the powers of the President. He or she shall serve as the Chair of the Personnel Committee, unless the Board of Directors or President shall appoint a different Director to be the Chair of the Personnel Committee, and shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President may from time to time direct.

7.8 Secretary.

(a) The Secretary shall attend all meetings of the Board of Directors and record, or cause to be recorded, all votes, actions and the minutes of all proceedings in books to be kept for that purpose, and shall perform, or cause to be performed, like duties for the executive and other committees when required. The Secretary shall be responsible for ensuring the records of the Corporation are retained at the corporate office. If the office of Secretary is vacant, the President or president's designee shall be responsible for ensuring the records of the Corporation are retained at the corporate office.

(b) The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors, and will record the attendance for the meetings.

(c) The Secretary shall ensure safe custody of the seal of the Corporation and, when authorized by the Board of Directors or the Board Chair, affix it to any instrument requiring it. When so affixed, it shall be attested by his or her signature or by the signature of the Treasurer. The Secretary shall be responsible for maintaining and verifying the contact mechanisms used by the Board to communicate regular notices and other Board business.

(d) The Secretary shall perform all duties and possess all powers incident to the office of Secretary of a New York not-for-profit corporation, and shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the Board Chair may from time to time direct.

(e) The Secretary may delegate some of his or her duties to other officers or employees of the Corporation as he or she may see fit; however, the Secretary shall at all times remain ultimately responsible for the proper performance of any duty which he or she may delegate to others.

7.9 Treasurer.

(a) The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements of the Corporation in books belonging to the Corporation, or shall have such accounts maintained, and shall deposit, or have deposited, all monies and other valuables in the name and to the credit of the Corporation into depositories designated by the Board of Directors.

(b) The Treasurer shall disburse the funds of the Corporation, or have such funds disbursed, only as ordered by the Board of Directors, and shall prepare financial statements, or have financial statements prepared, and provide an account of all his or her transactions as Treasurer each month or at such other intervals as the Board of Directors shall direct.

(c) If required by the Board of Directors, the Treasurer shall give the Corporation a bond (in such form, in such sum, and with such surety or sureties as shall be satisfactory to the Board) for the faithful performance of the duties of his or her office and for the restoration to the Corporation, in case of his or her death, resignation, retirement, or removal from office of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Corporation.

(d) The Treasurer shall serve as the Chair of the Finance Committee, and shall perform such other duties and possess such other authority and powers incident to the office of

the Treasurer of a New York not-for-profit corporation, including such other duties and powers as the Board of Directors may from time to time prescribe or as the Chair may from time to time direct.

(e) The Treasurer may delegate some of his or her duties to other officers or employees of the Corporation as he or she may see fit; however, the Treasurer shall at all times remain ultimately responsible for the proper performance of any duty which he or she may delegate to others.

(f) The Treasurer and a member of the Finance and Audit Committee appointed by the Board shall be the Board's representatives during the annual audit of the Corporation.

ARTICLE EIGHT: Committees

8.1 Committees of the Board. The Board may from time to time establish "Committees of the Board" which shall have the authority to bind the Board to the extent that the Board delegates such authority to a designated committee, as the Board may deem necessary for the expeditious handling of its affairs. The Board shall appoint from their number the members of each Committee of the Board. A Committee of the Board may include members who are not directors provided that any such non-Director member may serve in an advisory capacity only and shall be a non-voting member of such committee. Each Committee of the Board shall consist of three or more members of the Board (including the chair of each such committee). The following are designated as Committees of the Board:

1. Executive Committee
2. Finance Committee
3. Personnel Committee
4. Leadership Development Committee
5. Communication, Enrollment and Development Committee
6. Audit Committee

8.2 Executive Committee. There shall be an Executive Committee consisting of the President, Vice President(s), Treasurer, and Secretary of the Corporation. The President of the Corporation shall be the chair of the Executive Committee. The Executive Committee shall transact all regular business of the Board during the period between the meetings of the Board, subject to any prior limitations imposed by the Board. Actions of the Executive Committee shall be subject to review by the Board at the next meeting of the Board of Directors and may be reversed upon a majority vote of

the Directors. The Executive Committee shall meet as often as needed. The Executive Committee shall provide guidance to and oversight of the Executive Director.

8.3 Finance Committee. The Finance Committee, unless otherwise determined by the Board or the President of the Corporation, shall be chaired *ex officio* by the Treasurer and shall consist of Independent Directors (defined below). At least one member of the Finance Committee shall meet the criteria of financial expert and have adequate financial savvy to understand, analyze, and reasonably assess the Corporation's financial statements and the competency of the Corporation's auditing firm. The Finance Committee shall be responsible for overseeing the management of all operating and non-operating revenue of the Corporation. The Finance Committee shall initially review the proposed budget of the Corporation and report to the Board of Directors with its recommendations regarding the proposed budget. The Finance Committee shall also make certain recommendations to the Board regarding other financial decisions of the Corporation and consider such other financial issues as may be prescribed by the Directors.

8.4 Personnel Committee. The Personnel Committee, unless otherwise determined by the Board or the President of the Corporation, shall be chaired *ex officio* by a Vice President of the Board. The Personnel Committee shall be responsible for ensuring equitable compensation and benefits for employees, and for the establishment and periodic review of the Corporation's personnel policies, including those policies governing the Corporation's personnel review program, and the Corporation's adherence to those policies. The Personnel Committee shall be responsible for developing and implementing an evaluation process for the Executive Director.

8.5 Leadership Development Committee. The Leadership Development Committee shall be responsible for ongoing assessment of the strengths and limitations of the Board with respect to its composition and familiarity with the duties and obligations of a not-for-profit corporation Board. The Leadership Development Committee, in addition to other avenues available to the Board, shall identify and recruit individuals for potential Board membership as prescribed in Article Four and under a general recruitment plan developed by the Leadership Development Committee and approved by the Board of Directors. The Leadership Development Committee shall organize and conduct the annual election. The Leadership Development Committee shall also design and implement new Board member orientation procedures, and coordinate the training and development of all Board members.

8.6 Communication, Enrollment and Development (CED) Committee. The Communication, Enrollment and Development Committee is responsible for establishing the Corporation's marketing and enrollment management strategies and studying methods for increasing the Corporation's ability to raise funds and for conducting fundraising activities.

8.7 Audit Committee. The President shall appoint a Chairperson of the Audit Committee, whose members shall all be Independent Directors (as defined herein). The duties of the Audit Committee shall include the following:

- a. Review with the auditor the scope and planning of the audit prior to its commencement.
- b. Upon completion of the audit, review and discuss any material risks and weaknesses in internal controls identified by the auditor, any restrictions on the scope of the auditor's activities or access to requested information, any significant disagreements between the auditor and management, and the adequacy of the Corporation's accounting and financial reporting processes.
- c. Annually consider the performance and independence of the auditor.
- d. Administer the Corporation's Conflict of Interest Policy.
- e. Collect the Conflict of Interest Policy Annual Disclosure Statements from all Directors and from all prospective Directors prior to their election.
- f. Administer the Corporation's Whistle Blower Policy.

An Independent Director is a Director who: (a) is not, and has not been within the last three years, an employee or a key person 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 person of the Corporation or an affiliate of the Corporation; (b) has not received, and does not have a relative who has received, in any of the last three fiscal years, more than \$10,000 in direct compensation from the Corporation or an affiliate of the Corporation; (c) 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 provided payments, property or services to, or received payments, property or services from, the Corporation or an affiliate of the Corporation if the amount paid by the Corporation to the entity or received by the Corporation from the entity for such property or services, in any of the last three fiscal years, exceeded the lesser of \$10,000 or 2% of such entity's consolidated gross revenues if the entity's consolidated gross revenue was less than \$500,000; \$25,000 if the entity's consolidated gross revenue was \$500,000 or more but less than \$10,000,000; \$100,000 if the entity's consolidated gross revenue was \$10,000,000 or more; or (d) 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.

For purposes of this definition, the term "compensation" does not include reimbursement for expenses reasonably incurred as a Director or reasonable compensation for service as a Director as permitted under Section 202(a) of the NPCL, and the term "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, or payments made by the Corporation at fixed or non-negotiable rates or amounts for services received, provided that such services be by and to the Corporation

are available to individual members of the public on the same terms, and such services received by the Corporation are not available from another source.

8.8 Committees of the Corporation. The Board of Directors may from time to time establish “Committees of the Corporation” as it may deem necessary or desirable, including advisory committees, whose membership may include non-Board members, and that are not in conflict with the Corporation’s Certificate of Incorporation or any provisions of these Bylaws. Committees of the Corporation shall have no authority to bind the Board. It shall be the function and purpose of each Committee of the Corporation to advise the Board of Directors or its designee on matters relating to the business and affairs of the Corporation as the Board shall direct. Each such Committee of the Corporation shall only have such powers and perform such specific duties or functions as may be prescribed for it by the Board of Directors. Appointments to and the filling of vacancies on any Committee of the Corporation shall be made by the Board of Directors, or the President of the Corporation, subject to revision and alteration, including removal of a committee member, at any time and from time to time, by the Board of Directors.

8.9 Term of Appointment. Each member of a Committee of the Board or a Committee of the Corporation shall continue as such until his or her resignation or removal, or until such member ceases to qualify as a member thereof.

8.10 Term of Existence of Committees of the Corporation. Serving at the pleasure of the Board, each Committee of the Corporation shall remain constituted until the completion of the tasks for which it was appointed. Upon completion of those tasks, the Committee of the Corporation and its members shall stand discharged.

ARTICLE NINE: Meetings of Committees

9.1 Chair. One member of each committee shall be appointed chair thereof by the Board of Directors or, if not so appointed, by the President of the Corporation unless these Bylaws provide otherwise.

9.2 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

9.3 Quorum. A majority of the whole committee, but not less than two (2) members thereof, shall constitute a quorum; and the act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

9.4 Rules. Each committee may adopt rules for its own governance, so long as such rules are not inconsistent with these Bylaws or with policies, rules or directives adopted by the Board of Directors.

ARTICLE TEN: Executive Director

10.1 Executive Director. The Board of Directors shall select and appoint a qualified person to serve as the Executive Director for the Corporation. The Executive Director is an employee of the Corporation and reports directly to the Board. The Executive Director shall act as the Board's direct representative in the day-to-day management of the Corporation, and shall supervise all of its activities, subject only to the policies enacted by the Board, or any committee of persons to which the Board has specifically delegated supervisory authority for specific action.

The Executive Director shall provide support to the Board of Directors, and to committees of the Board as necessary or requested. The Executive Director shall act as the duly authorized representative of the Board of Directors in all day-to-day operational matters, except those in which the Board has formally designated another person or persons to act.

10.2 Authority and Duties. The Executive Director shall be responsible for the day-to-day operation of the Corporation, subject to the policies and procedures established by the Board. The Executive Director shall be responsible for the general and active management of the business of the Corporation, and shall ensure that all directives, orders and resolutions of the Board of Directors are carried into effect. The Executive Director may delegate some of his or her duties to the Center Director(s) or to other employees of the Corporation as he or she may see fit; however, the Executive Director shall at all times remain ultimately responsible for the proper performance of any duty that he or she may delegate.

ARTICLE ELEVEN: Corporate Records, Contracts, and Reports

11.1 Records. The Corporation shall keep at its principal office correct and complete books and records of accounts, properties, business transactions, including the Corporation's assets and liabilities, and shall also keep minutes of the proceedings of its

Board of Directors, resolutions adopted by the Board of Directors, policies enacted by the Board of Directors, and committees having any of the authority of the Board of Directors. The Corporation shall keep at its principal office a record showing the names and addresses of the Directors and any other information required under New York law, but shall keep personal information (including, without limitation, private addresses and home telephone numbers) regarding each Director confidential and shall only disclose such information as required by law.

11.2 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation. Such authority must be in writing and may be general or confined to specific instances.

11.3 Checks, Drafts, Notes, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such other manner as may from time to time be determined by resolution of the Board of Directors.

11.4 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

11.5 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the Corporation's general purposes, or for any special purpose of the Corporation.

ARTICLE TWELVE: Indemnification and Insurance

12.1 Definitions. As used in this Article, the term:

(a) "Director" has the meaning set forth in Article Four above, but for purposes of this Article Twelve shall also mean an individual who was serving as a member of the Board of Directors and, unless the context requires otherwise, the estate or personal representative of a Director.

(b) "Expenses" include, without limitation, court costs and counsel fees.

(c) “Liability” means the obligation to pay a judgment, settlement, penalty, fine or reasonable Expenses incurred with respect to a Proceeding.

(d) “Officer” means an individual who is or was an officer of the Corporation so elected by the Board of Directors. “Officer” includes, unless the context requires otherwise, the estate or personal representative of an Officer.

(e) “Official Capacity” means, (i) when used with respect to a Director, the office of a member of the Board of the Corporation, and (ii) when used with respect to a person other than a Director, the elective or appointive office in the Corporation held by the officer or the employment or agency relationship undertaken by the employee or agent on behalf of the Corporation.

(f) “Party” includes an individual who was, is, or is threatened to be, made a named defendant or respondent in a proceeding.

(g) “Proceeding” means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative or investigative, any appeal in such an action, suit or proceeding, and any inquiry or investigation that could lead to such an action, suit or proceeding.

12.2 Basic Indemnification Arrangement.

(a) Except as provided in subsections 12.2(c) and 12.2(d) below, the Corporation shall indemnify, to the extent of insurance coverage carried by the Corporation, an individual who is made a Party to a Proceeding because he or she is or was a Director or Officer, against Liability incurred by him or her, in a Proceeding if the individual (i) conducted himself or herself in good faith; (ii) reasonably believed (a) in the case of conduct in his or her Official Capacity as a Director or Officer, that his or her conduct was in the Corporation’s best interest, and (b) in all other cases, that his or her conduct was at least not opposed to the Corporation’s best interest; and (iii) in the case of any criminal Proceeding, the individual had no reasonable cause to believe that his or her conduct was unlawful.

(b) The termination of a Proceeding by judgment, order, settlement, or conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, be determinative that the proposed indemnitee did not meet the standard of conduct set forth in subsection 12.2(a). A person shall be deemed to have been found liable in respect of any claim, issue or matter only after the person shall have been so adjudged by a court of competent jurisdiction, and after exhaustion of all appeals therefrom.

(c) The Corporation shall not indemnify a person under this Article in connection with (i) a Proceeding by or in the right of the Corporation in which such person was adjudged liable to the Corporation; or (ii) any Proceeding in which such person was adjudged

liable on the basis that personal benefit was improperly received by him or her, whether or not the benefit resulted from an action taken in the person's Official Capacity.

(d) Indemnification permitted under this Article in connection with a Proceeding by or in the right of the Corporation is limited to reasonable and necessary Expenses incurred in connection with the Proceeding.

12.3 Advances for Expenses.

(a) The Corporation shall pay for or reimburse the reasonable Expenses incurred by a Director or Officer as a Party to a Proceeding in advance of final disposition of the Proceeding if:

(i) such person furnishes the Corporation a written affirmation under oath of his or her good faith belief that he or she has met the standard of conduct set forth in subsection 12.2(a) above; and

(ii) such person furnishes the Corporation a written undertaking (meeting the qualifications set forth below in subsection 12.3(b)), executed personally or on his or her behalf, to repay any advances if it is ultimately determined that he or she is not entitled to indemnification under this Article or otherwise.

(b) The undertaking required by subsection 12.3(a)(ii) above must be an unlimited general obligation of the proposed indemnitee, but, at the discretion of the Board of Directors, need not be secured and may be accepted without reference to financial ability to make repayment.

12.4 Authorization of and Determination of Entitlement to Indemnification.

Any indemnification provided for by Section 12.2 of this Article 12 shall be authorized in any manner provided by applicable law or, in the absence of such law: (a) by the Board acting by a quorum of directors who are not parties to such action or proceeding, upon a finding that there has been no judgment or other final adjudication adverse to the director or officer which establishes that his or her 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, or (b) if a quorum under clause (a) is not obtainable, by the Board upon the opinion in writing of independent legal counsel that indemnification is proper in the circumstances because there has been no such judgment or other final adjudication adverse to the director or officer.

12.5 Indemnification of Employees and Agents. The Corporation may, but shall not be required to do so, indemnify and advance expenses under this Article Twelve to an

employee or agent of the Corporation who is not a Director or Officer to the same or any lesser extent as to a Director or Officer.

12.6 Liability Insurance. The Corporation shall purchase and maintain insurance on behalf of its Directors and Officers.

12.7 Witness Fees. Nothing in this Article shall limit the Corporation's power to pay or reimburse Expenses incurred by a person in connection with an appearance as a witness or other participant in a Proceeding at a time when he or she has not been made a named defendant or respondent in such Proceeding.

12.8 Amendments. It is the intent of the Corporation to indemnify and advance Expenses to its Directors and Officers to the full extent permitted by the NPCL, as amended from time to time. To the extent that the NPCL is hereafter amended to permit a New York not-for-profit corporation to provide to its Directors or Officers greater rights to indemnification or advancement of Expenses than those specifically set forth hereinabove, this Article shall be deemed amended to require such greater indemnification or more liberal advancement of Expenses to its Directors and Officers, in each case consistent with the NPCL as so amended from time to time. No amendment, modification or rescission of this Article Twelve, or any provision hereof, the effect of which would diminish the rights to indemnification or advancement of Expenses as set forth herein shall be effective as to any person with respect to any action taken or omitted by such person prior to such amendment, modification or rescission.

12.9 Non-Exclusivity; Severability. The rights conferred on any person under this Article shall not be exclusive of any other right which may exist under any statute, these Bylaws, agreement, or otherwise. In the event that any of the provisions of this Article Twelve (including any provision within a single section, subsection, division or sentence) is held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions of this Article Twelve shall remain enforceable to the fullest extent permitted by law.

ARTICLE THIRTEEN: Conflicts of Interest

13.1 Conflicts of Interest. Directors must disclose any potential conflicts of interest when voting on policy or transaction matters of the Corporation and shall comply with the Conflict of Interest Policy of the Corporation, as it may be amended from time to time. Directors shall be required to submit an annual Disclosure Statement. Prospective Directors shall be required to submit a Disclosure Statement prior to their election. The

Audit Committee shall oversee compliance with the Conflict of Interest Policy and submission of Disclosure Statements.

ARTICLE FOURTEEN: Miscellaneous

14.1 Fiscal Year. The Board of Directors is authorized to fix the fiscal year of the Corporation and to change the same from time to time as it deems convenient or appropriate.

14.2 Construction. Whenever the context so requires in these Bylaws, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these Bylaws shall be deemed invalid or inoperative by a court of competent jurisdiction, then, so far as is reasonable and possible:

- (a) the remainder of these Bylaws shall be considered valid and operative; and
- (b) effect shall be given to the intent manifested by the portion held invalid or inoperative to the extent permitted by law.

14.3 Table of Contents; Headings. The table of contents and headings in these Bylaws are for organization, convenience and clarity only. In interpreting these Bylaws, the table of contents and headings shall not modify the textual provisions hereof.

14.4 Relation to Certificate of Incorporation. These Bylaws are subject to, and governed by, the Certificate of Incorporation, and in the event of any conflict between the Certificate of Incorporation and the Bylaws, the Certificate of Incorporation shall control.

ARTICLE FIFTEEN: Prohibition Against Sharing in Corporate Earnings and Maintenance of Exempt Status

15.1 No Private Inurement. No Director, officer, employee, committee member or other natural person connected with the Corporation, or any other private individual, shall receive any of the net earnings or pecuniary profit from the operations of the

Corporation at any time, provided, however, that this provision shall not prevent the payment to any such person of reasonable compensation, as determined by the Board of Directors, for actual services rendered to or on behalf of the Corporation and/or for reimbursement of reasonable expenses incurred in connection with such services. None of the persons enumerated above shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. In the event of dissolution, all of the remaining assets and property of the Corporation shall after payment of necessary expenses and satisfaction of all liabilities thereof be distributed upon approval of a Justice of the Supreme Court of the State of New York to another organization exempt under Section 501(c)(3) of the Internal Revenue Code or to the local government for public purpose.

15.2 Preservation of Exempt Status. The Corporation is and shall be a not-for-profit corporation formed under the NPCL. It is formed and shall be operated exclusively for charitable, educational, religious or scientific purposes as defined pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law). Notwithstanding any other provision of these Bylaws, no Director, officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation which is not permitted to be taken or carried on: (i) by an organization exempt from federal income tax under Internal Revenue Code Section 501(c)(3); or (ii) by an organization contributions to which are deductible under applicable sections of the Internal Revenue Code.

15.3 Lobbying Limitations and Political Activity Prohibition. Provided that no contractual lobbying limitations/prohibitions exist, the Corporation may lobby to the extent a 501(c)(3) organization is permitted to do so under the Internal Revenue Code. However, no *substantial* part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as permitted pursuant to Section 501(h) of the Internal Revenue Code. The Corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE SIXTEEN: Amendments

16.1 Time Effective. These Bylaws shall become effective immediately on their adoption.

16.2 Amendments. These Bylaws may be altered, amended or repealed by a two-thirds vote of the Entire Board at a meeting called on at least ten (10) days prior notice, which notice shall set forth the proposed Bylaws modifications.

16.3 Review. These Bylaws shall be reviewed at least bi-annually by the Executive Committee of the Board of Directors, or if the Board so directs, by a committee established for such purpose.