

BYLAWS
OF
KAISERTOWN FRIENDS ASSOCIATION, INCORPORATED.
(A New York Not-for-Profit Corporation)

ARTICLE I

Name and Offices

The name of the organization is Kaisertown Friends Association, Incorporated. (the "Corporation"). The principal office of the Corporation shall be located within the State of New York as the Board may from time to time determine. The Corporation may also have other offices within the State of New York as the Board of Directors may from time to time determine or the purposes of the Corporation may require.

ARTICLE II

Purpose

(The purposes of the Corporation shall be those set forth in the Certificate of Incorporation, as may be amended from time to time.)

The purpose of the Corporation shall be to promote and encourage responsible, and sustainable development and improvement to our neighborhood for all residents, and businesses.

ARTICLE III

Membership

Section 1 - Eligibility for membership: Membership is open to all residents and business owners in the area demarcated by Dingens Street, the Buffalo River, Harlem Road, and Bailey Avenue, located within New York State, County of Erie, and zip code of 14206.

Membership is granted after completion and receipt of a membership application and annual dues. All memberships shall be granted upon a majority vote of the board.

Section 2 - Annual Dues: Membership dues are \$10 per year, and may be exempted at the discretion of the board for individual members, or groups. Annual dues may be changed by a majority vote of the board. Continued membership is contingent upon being up-to-date on membership dues.

Section 3 - Resignation and termination: Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the membership or the board.

ARTICLE IV

Board of Directors

Section 1 - Powers and Numbers. The affairs and property of the Corporation shall be managed by or under the direction of the Board of Directors (the "Board") in accordance with the purposes and limitations set forth in the Certificate of Incorporation and in these Bylaws.

The number of directors that shall constitute the Board initially shall be three (3). The number of directors shall be at least three (3) but no more than fifteen. Within the specified limits, the number of directors can be increased or decrease from time to time, by resolution of the Board, but such action by the Board shall require a vote of a majority of the entire Board and no decrease shall shorten the term of any incumbent director.

Section 2 - Election and Term. The initial directors shall be the persons named in the Certificate of Incorporation and shall serve until the first annual meeting of the Board. In the election held by the Corporation at the first annual meeting of the Board, there shall be directors elected. To become a

director, a person shall be nominated by a director and elected by a majority of the Board. Directors shall hold office for a term of two (2) years and each shall continue in office for such term and until such director's successor shall have been elected or qualified, or until such director's death, resignation or removal.

Section 3 - Newly Created Directorships. Newly created directorships resulting from an increase in the authorized number of directors and vacancies occurring in the Board for any cause, including any vacancy occurring by reason of the removal of any director from office with or without cause, may be filled by the vote of the majority of the directors then in office, although less than a quorum, or by a sole remaining director. Each director so elected shall serve until the next annual meeting and until such director's successor is elected or appointed and qualified or until such director's earlier death, resignation, or removal.

Section 4 - Removal. Any director may be removed at any time, with cause, at any meeting by a majority of the entire Board or by action in writing signed by all of the other directors.

Section 5 - Resignation. Any director may resign at any time by giving five (5) days written notice to the President or Secretary. The resignation shall take effect at the time specified therein, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 6 - Meetings. The annual meeting and regular meetings of the Board shall be held at such times and places as may from time to time be fixed by the Board or may be specified in a notice of meeting. Regular or special meetings of the Board may be held at any time upon the call of the President or any two directors.

Section 7 - Notice of Meetings. Notice need not be given of regular meetings of the Board if the time and place of such meetings are fixed by the Board. Notice of each special meeting of the Board must be given to each director not less than two (2) days before such meeting. Notice may be in writing and sent by mail, addressed to such director at his/her address as it appears on the records of the President, with prepaid postage thereon. Such notice shall state the time and place where the meeting is to be held and to the extent possible, the purpose(s) for which the meeting is called. Such notice shall be deemed to have been given when it is deposited in the United States mail. Notice may also be given by telephone or sent by facsimile transmission, telegraph, courier service, electronic mail ("e-mail") or hand delivery. Notice of any adjournment of a meeting of the Board to another time or place shall be given to any directors who were not present at the time of the adjournment. Notice of a regular or special meeting need not be given to a director who submits a signed waiver of notice before or at the meeting's commencement, or who attends the meeting without protesting (not later than the commencement of the meeting) the lack of notice to him or her.

Section 8 - Quorum. At each meeting of the Board, the presence of one-half of the total number of directors shall constitute a quorum for the transaction of business. If a quorum is not present at any meeting of the Board, a majority of the directors present may adjourn the meeting from time to time without notice other than by announcement at the meeting, until such a quorum is present.

Section 9 - Manner of Acting. The vote of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board.

Section 10 - Meeting by Conference Telephone. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a

conference telephone or similar communication equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 11 - Action Without a Meeting. 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 consent in writing to the adoption of a resolution authorizing the action. The resolution and written consents thereto by the members of the Board or such committee shall be filed with the minutes of the proceedings of the Board or such committee.

Section 12 - Compensation of Directors. The Corporation shall not pay compensation to directors for services rendered to the Corporation in their capacity as directors, except that directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Corporation. This shall not in any way limit reimbursement of or payment for services provided to the Corporation by the director in any capacity separate from his or her responsibilities as a director, provided that there is full disclosure of the terms of such compensation and the arrangement has been approved by the Board. The provisions of this section shall not in any way limit reimbursement of or payment for services provided to the Corporation by any organization in which a director is affiliated, subject to the conflict of interest policy.

ARTICLE V

Advisory Board

The Board, by resolution adopted by a majority of the entire Board, may designate an Advisory Board. Such Advisory Board shall consist of persons who are interested in the purpose and principles of the Corporation. The advisory Board and each member thereof shall serve at the pleasure of the Board. Any vacancy in the Advisory Board may be filled and the Board may remove any member of the Advisory Board, either with or without cause. The Advisory Board shall advise the Board as to any matters that are put before it by the Board concerning the Corporation. The Advisory Board shall not have or purport to exercise any powers of the Board nor shall it have the power to bind the Corporation in any manner.

ARTICLE VI

Committees

Section 1 - Nominating Committee. By resolution of the Board, a Nominating Committee may be appointed consisting of three (3) directors, who shall be elected by a plurality of the votes cast by the directors of the Corporation at each Annual Meeting and shall serve until the next Annual Meeting. The Nominating Committee shall present a slate of nominees for the Board at the next Annual Meeting following its election.

Section 2 - Executive Committee and Other Standing Committees. The Board, by resolution adopted by a majority of the entire Board, may designate from among its members an Executive Committee and other standing committees consisting of three (3) or more directors.

The standing committees shall have such authority as the Board shall by resolution provide; and the Executive Committee shall have all the authority of the Board, except that no such committee shall have authority as to the following matters:

(a) The filling of vacancies in the Board or in any committee.

- (b) The fixing of compensation of the directors for serving on the Board or on any committee.
- (c) The amendment or repeal of the Bylaws, or the adoption of new Bylaws.
- (d) The amendment or repeal of any resolution of the Board which by its terms, shall not be so amendable or repeal-able. Any reference in these Bylaws to the Board shall include the Executive Committee unless the context or express provision otherwise indicates.

Section 3 - Special Committees. The Board may designate special committees, each of which shall consist of such persons and shall have such authority as is provided in the resolution designating the committee, except that such authority shall not exceed the authority conferred on the Executive Committee by Section 2 of this Article VI.

Section 4 - Meetings. Meetings of committees, of which no notice shall be necessary, shall be held at such time and place as shall be fixed by the President of the Corporation or the chairman of the committee or by vote of a majority of all of the members of the committee.

Section 5 - Quorum and Manner of Acting. Unless otherwise provided by resolution of the Board, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of the committee shall be the act of the committee.

The procedures and manner of acting of the Executive Committee and of the committees of the Board shall be subject at all times to the directions of the Board.

Section 6 - Tenure of Members of Committees of the Board. Each committee of the Board and every member thereof shall serve at the pleasure of the Board.

Section 7 - Alternate Members. The Board may designate one (1) or more directors as alternate members of the Executive Committee or of any standing committee of the Board, who may replace any absent member or members at any meeting of such committee.

ARTICLE VII

Officers

Section 1 - Officers. The officers of the Corporation shall at least consist of a President, a Secretary and a Treasurer, and such other officers, if any, including one or more Vice Presidents, as the Board may from time to time appoint. All officers shall be chosen by and shall serve at the pleasure of the Board.

Section 2 - Election, Term of Office, and Qualifications. The officers of the Corporation shall be elected annually by a majority vote of the Board at the annual meeting of the Board, and each officer shall hold office until such officer's successor is elected and qualified or until such officer's earlier death, resignation, or removal. Except as may otherwise be provided in the resolution of the Board choosing an officer, no officer need be a director. One person may hold, and perform the duties of, more than one office, provided that the same person may not hold the offices of President and Secretary. All officers shall be subject to the supervision and direction of the Board.

Section 3 - Removal. Any officer elected or appointed by the Board may be removed at any time, with or without cause, at any meeting by a majority of the entire Board at which a majority of the directors is present or by action in writing signed by all directors.

Section 4 - Resignations. Any officer may resign at any time by giving five (5) days written notice to the Chairperson. The 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 - Vacancies. A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term in the manner prescribed in these Bylaws for regular appointment to such office.

Section 6 - President. The President shall:

- (a) preside at all meetings of the Board;
- (b) exercise general charge and supervision of the affairs of the Corporation and shall do and perform such duties as the Board may assign to the President;
- (c) keep the Board fully informed about the activities of the Corporation;
- (d) have the power to sign and execute alone in the name of the Corporation all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature.

Section 7 - Vice President. At the request of the President, or in the event of the President's absence or disability, the Vice President shall perform the duties and possess and exercise the powers of the President, and the Vice President shall have such other powers and perform such other duties as the Board may assign to the Vice President.

Section 8.

Secretary. The Secretary shall:

- (a) record and keep the minutes of all meetings of the Board in books to be kept for that purpose;
- (b) see that all notices and reports are duly given or filed in accordance with these Bylaws or as required by law;
- (c) be custodian of the records (other than financial) and have documents whose execution on behalf of the Corporation under its seal is required by law or duly authorized in accordance with these Bylaws; and
- (d) in general, perform all duties incident to the office of Secretary and such other duties as the Chair of the Board may from time to time assign to the Secretary.

Section 9. Treasurer. The Treasurer shall:

- (a) have charge and custody of, and be responsible for, all funds and securities of the Corporation and deposit all such funds in the name of the Corporation in such depositories as shall be designated by the Board;
- (b) exhibit at all reasonable times the Corporation's books of account and records to any of the directors of the Corporation upon application during business hours at the office of the Corporation where such books are kept;
- (c) render a statement of the condition of the finances of the Corporation at the annual meeting of the Board;
- (d) receive, and give receipt for, amounts due and payable to the Corporation from any source whatsoever and, subject to the direction of the Board, authorizing the disbursement of funds of the Corporation;
- (e) in general, perform all the duties incident to the office of Treasurer, and such other duties as the Chair or the Board may from time to time assign to the Treasurer; and
- (f) if required by the Board, give such security for the faithful performance of the Treasurer's duties as the Board may require.

Section 10. Employees and Other Agents. The Board may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as a majority of the Board may from time to time determine. To the fullest extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities and duties.

Section 11. Compensation. Any Officer, employee or agent of the Corporation is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Corporation when authorized by a majority of the Board, and only when so authorized.

ARTICLE VIII

Execution of Instruments

Section 1. Contracts and Instruments. The Board, subject to the provisions of Article XI, may authorize any officer or agent of the Corporation to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or may be confined to specific instances. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

Section 2. Deposits. Funds of the Corporation may be deposited from time to time to the credit of the Corporation with the depositories that are selected by the Board.

Section 3. Orders for the Payment of Money and Endorsed for Deposit.

(a) all checks, drafts or other orders for the payment of money, notes, or acceptances issued in the name of the Corporation shall be signed by the officer or officers or agent or agents of the Corporation authorized, and in the manner determined, from time to time by resolution of the Board.

(b) Endorsements for deposits to the credit of the Corporation in any of its authorized depositories may be made, without countersignature, by any officer of the Corporation or may be endorsed by hand-stamped impression in the name of Corporation, unless otherwise provided by resolution of the Board.

ARTICLE IX

Indemnification

Section 1. Indemnification. The Corporation may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his or her testator or intestate, was a director, officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

Section 2. Insurance. The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation for any obligation which it incurs as a result of its indemnification of directors, officers and employees pursuant to Section 1 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 1 above.

ARTICLE X

General Provisions

Section 1 - Fiscal Year. The Board shall fix the fiscal year of the Corporation.

Section 2 - Seal. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Not-for-Profit, New York." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

Section 3 - Books and Records. The Corporation shall keep correct and complete books and records of the activities and transactions of the Corporation, including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, all resolutions of the Board, and all minutes of meetings of the Board and committees thereof.

ARTICLE XI

Conflicts of Interest

Any potential conflict of interest which could result in a direct or indirect financial or personal benefit to a director, officer or staff member must be disclosed on good faith or known to the Board, and must be resolved pursuant to the Conflict of Interest Policy adopted by the Corporation (which is annexed to these s as Exhibit A, and shall be referred to as the "Conflict of Interest Policy").

ARTICLE XII

Amendments

These Bylaws may be amended or repealed by the affirmative vote of two-thirds of the entire Board present at any meeting of the Board at which a quorum is present. Such action is authorized only at a duly called and held meeting of the Board for which written notice of such meeting, setting forth the proposed alteration, is given in accordance with the notice provisions for special meetings set forth herein.

ARTICLE XIII

Non-Discrimination

In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual preference, or mental or physical handicap.

ARTICLE XIV

Reference to Certificate of Incorporation

References in these Bylaws to the Certificate of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted.