

WESTERN NEW YORK ASSOCIATION OF COLLEGE CAREER CENTERS INC.

CORPORATE DATA
as of February 1, 2010

Date of Filing: December 4, 2009

State of Filing: New York

Principal Place of Business: Buffalo State College
Career Development Center
1300 Elmwood Avenue, GC 306
Buffalo, NY 14222

Board of Directors: Jessie Lombardo
Wayne Porterfield
Joseph Meyer
Christopher LaGrow
Roslyn Colon
Ron Beiter
Stephanie Newman
James Jones

Officers: Jessie Lombardo - President
Wayne Porterfield - President-Elect
Joseph Meyer - Secretary
Christopher LaGrow - Treasurer

Committee Chairs: Roslyn Colon - Communications
Ron Beiter - Employer Relations
Stephanie Newman - Professional Development
James Jones - Audit (Ad hoc)

Bank Accounts: M&T Bank

Fiscal Year: June 30

Annual Meeting Date: June

LOCATION OF CORPORATE OUTFIT

RETAINED IN OFFICE	FORWARDED TO CLIENT	DATE:
<input checked="" type="checkbox"/> Minute Book	<input type="checkbox"/>	_____
<input checked="" type="checkbox"/> Share Certificate Book	<input type="checkbox"/>	_____
<input checked="" type="checkbox"/> Share Ledger	<input type="checkbox"/>	_____
<input checked="" type="checkbox"/> Seal	<input type="checkbox"/>	_____

FILE IN OFFICE NOTEBOOK OF CORPORATE CLIENTS

**Action Taken In Place Of The
Organization Meeting
Of**

WESTERN NEW YORK ASSOCIATION OF COLLEGE CAREER CENTERS INC.

The undersigned, being the sole Incorporator of the Corporation, hereby adopts the following resolutions:

- (1) RESOLVED, that a copy of the Certificate of Incorporation, together with the original receipt showing payment of the statutory organization tax and filing fee, be inserted in the minute book of the Corporation.
- (2) RESOLVED, that the form of By-Laws submitted to the incorporators and directors is hereby adopted as and for the By-Laws of the Corporation and a copy thereof be inserted in the minute book directly following the Certificate of Incorporation.
- (3) RESOLVED, that the following persons be and they hereby are, elected as Directors of the Corporation, to serve until the first annual meeting of members, and until their successors are elected and qualify:

Jessie Lombardo
Wayne Porterfield
Joseph Meyer
Christopher LaGrow
Roslyn Colon
Ron Beiter
Stephanie Newman
James Jones



Jessie Lombardo, Incorporator

Dated: February 10, 2010

WAIVER OF NOTICE OF FIRST MEETING

OF

BOARD OF DIRECTORS

OF

WESTERN NEW YORK ASSOCIATION OF COLLEGE CAREER CENTERS INC.

WE, the undersigned, being all of the Directors of the Corporation, hereby agree and consent that the first meeting of the Board of Directors of the Corporation be held on the date and time, and at the place designated hereunder, and do hereby waive all notice whatsoever of such meeting and of any adjournment or adjournments thereof.

We do further agree and consent that any and all lawful business may be transacted at such meeting, or at any adjournment or adjournments thereof, as may be deemed advisable by the Directors present thereat. Any business transacted at such meeting or at any adjournment or adjournments thereof, shall be as valid and legal and of the same force and effect as if such meeting or adjourned meeting(s) were held after notice.

Place of Meeting: Buffalo State College
Career Development Center
1300 Elmwood Avenue, GC 306
Buffalo, NY 14222

Date of Meeting: February 10, 2010

Time of Meeting: 10:00 A.M.

Dated: February 10, 2010



Jessie Lombardo, Incorporator

**MINUTES OF FIRST MEETING
OF
BOARD OF DIRECTORS
OF**

WESTERN NEW YORK ASSOCIATION OF COLLEGE CAREER CENTERS INC.

The first meeting of the Board of Directors of the above-captioned Corporation was held on the date, time and at the place set forth in the written Waiver of Notice signed by all the Directors, fixing such time and place, and prefixed to the minutes of this meeting.

They were present the following:	Jessie Lombardo
	Wayne Porterfield
	Joseph Meyer
	Christopher LaGrow
	Roslyn Colon
	Ron Beiter
	Stephanie Newman
	James Jones

being all the members of the Board of Directors.

The meeting was called to order by Jessie Lombardo. It was moved, seconded and unanimously carried, that Jessie Lombardo act as Temporary Chairman and Joseph Meyer as Temporary Secretary.

The meeting then proceeded to the election of officers. Upon nominations duly made and seconded, the following were elected and qualified:

President:	Jessie Lombardo
President-Elect:	Wayne Porterfield
Secretary:	Joseph Meyer
Treasurer:	Christopher LaGrow

The President of the Corporation thereupon assumed the Chair, and the Secretary of the Corporation assumed his duties as Secretary of the meeting.

The Secretary presented to the meeting:

- (1) Copy of the Certificate of Incorporation;
- (2) Copy of the By-Laws of the Corporation, as adopted by the Incorporator; and
- (3) Resolutions adopted by the Incorporator.

Upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that all the acts taken and resolutions adopted by the Incorporator be, and they hereby are, approved, ratified and adopted by this Board of Directors.

The Secretary submitted to the meeting a seal proposed for use as the corporate seal of the Corporation. Upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that the form of seal submitted to this meeting be, and it hereby is, approved and adopted as the corporate seal of this Corporation, and that an impression thereof be made in the margin of these minutes.

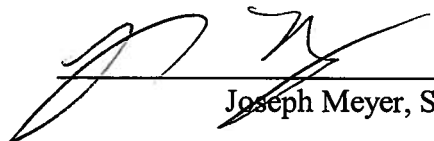
The banking arrangements of the Corporation were then discussed. After discussion, on motion duly made, seconded and unanimously carried, it was

RESOLVED, that the Board designate M&T Bank as a depository of the Corporation, that the Corporation execute the necessary form to open the corporate checking account and that the account number be annexed to the minutes of this meeting.

The Chair then advised that the Board of Directors agreed that the Board take action to elect that the Corporation file for a not for profit tax status with the Internal Revenue Service I.R.C §501(c)(3); and it was

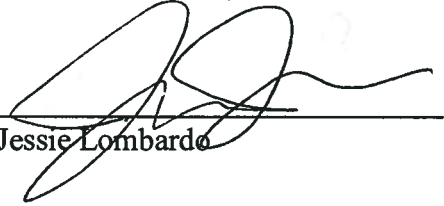
RESOLVED, that the President is hereby authorized and directed to take any and all action necessary or desirable to comply with all of the requirements of the Internal Revenue Service for making said election.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, it was adjourned.


Joseph Meyer, Secretary

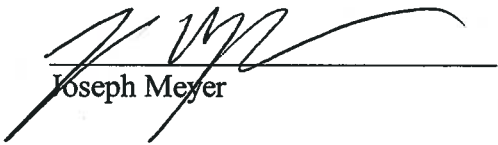
Attest:

Board of Directors



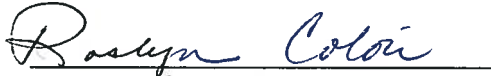
Jessie Lombardo

Wayne Porterfield



Joseph Meyer

Christopher LaGrow




Roslyn Colon

Ron Beiter



Stephanie Newman

James Jones



James Jones

BY-LAWS OF WESTERN NEW YORK ASSOCIATION OF COLLEGE CAREER CENTERS INC.

ARTICLE I: NAME AND PURPOSE

Section 1.

The name of this Corporation shall be Western New York Association of College Career Centers Inc.

Section 2.

The purpose for which Western New York Association of College Career Centers Inc. ("Corporation") is formed is to:

- (1) To provide employment and career training opportunities for the students and alumni of the colleges and universities in Western New York;
- (2) To provide professional development programs for the Corporation's members;
- (3) To expand professional growth of its members through the articulation of problems and issues, the exchange of points of view, the development of heightened awareness of the contemporary needs of society in general, the sharing of information related to career guidance and the facilitation of communications;
- (4) To sponsor career information workshops and conferences; and
- (5) To develop rapport with employer representatives in order to maximize benefit to our clientele.

ARTICLE II: MEMBERSHIP

Section 1. Members.

The Corporation shall have three (3) classes of membership: (1) Individual Members; (2) Student Members and (3) Emeritus Members.

- (1) Individual Members are defined as members who primary responsibilities include placement, career development and counseling responsibilities and whose employment is with a public or private two or four year degree granting institution of higher education in Western New York.

(2) Student Members are defined as undergraduate and graduate students in a two or four year degree granting institution of higher education in Western New York and who are nominated by an Individual Member of the Corporation.

Section 2. Voting.

The voting members of the Corporation shall be those Individual Member persons who have paid dues pursuant to the provisions contained in Section 3 of this Article. Each voting member shall be entitled to one (1) vote on all matters submitted to a vote of the Corporation's members. Student and Emeritus members may not hold office, do not have voting privileges and cannot chair any sub-committee.

Section 3. Dues.

The annual dues of each member of the Corporation according to class shall be established from time to time by the Board of Directors.

ARTICLE III: MEETINGS

Section 1. Regular Meetings.

The membership meetings of the Corporation shall be held approximately four times during the academic year (September to June) and shall be held at a date and time to be fixed by the Board of Directors. These meetings shall consist of at least one general business meeting at the start of the academic year and approximately two additional general business meetings during the academic year. Additional meetings, including professional development and socials shall be interspersed throughout the year and shall be held separate from business meetings. Notice of the time and place of the meetings shall be given to members either personally, by publication, mailing or electronically at least five (5) days before the meeting.

Section 2. Special Meetings.

Special meetings of members may be called by the President at any time on such individual's own initiative, or by the President and another Board member. There must be at least 24 hours (telephone, fax, e-mail) or 72 hours written (mail) notice to all members of the Corporation, and such special meeting shall only consider such business as specified in the notice of the meeting.

Section 3. Annual Meeting.

A meeting of members shall be held annually for announcement of Board of Directors and the transaction of other business in May-June or as prescribed by the Board of Directors at such place, time and date as the Board of Directors may specify. The Secretary shall cause to be mailed or emailed to every member a notice stating the date, time and place of the meeting at least ten days before the meeting. This annual meeting shall also constitute a general business meeting.

Section 4. Quorum and Voting.

At all membership meetings of the Corporation, regular, special or annual, a majority of the individual existing members entitled to vote shall constitute a quorum. The individual members shall act by a majority vote of those members present and permitted to vote at a meeting. The members may participate in such meeting in person or by telephonic means.

Section 5. Proxy Voting

Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy. Execution may be accomplished by the member signing such writing or causing his signature to be affixed to such writing by any reasonable means including but not limited to by facsimile signature. A member may authorize another person or persons to act for the member as proxy by electronic transmission to the person who will be the holder of the proxy. Any such electronic transmission must be set forth or be submitted with sufficient information from which it can be reasonably determined that the electronic transmission was authorized by the member. The information relied upon by the inspectors or other persons making the determination shall be specified.

Every proxy shall be valid only if filed with the Secretary of the Corporation or with the Secretary of the meeting prior to the commencement of voting on the matter in regard in which said proxy is to vote. No proxy shall be valid after the expiration of 11 months from the date of its execution unless otherwise expressly provided in the proxy. Every proxy shall be revocable at the pleasure of the person executing it. Unless the proxy by its terms provide for specific revocation date and accept otherwise provided by statute, revocation of a proxy shall not be effective unless and until such revocation is executed in writing by the member who executed such proxy and the revocation is filed with the Secretary of the Corporation or with the Secretary of the meeting prior to the voting of the proxy.

Section 6. Electronic Voting

The Board may authorize a system of electro-mechanical, electronic or any other means, including the Internet, of voting by its members entitled to vote.

ARTICLE IV: OFFICERS

Section 1. Number and Eligibility.

The officers of the Corporation shall be the President, President-Elect, Secretary, and Treasurer or other officers as the Board of Directors shall direct. They shall have duties, powers and functions as hereinafter provided, or as further stated by resolution of the Board. Only individual members may hold an office.

Section 2. Election and Term of Office.

All officers shall be elected by the individual members at the Annual Meeting for the term of one (1) year or until their successors are elected by the membership. President-Elect shall serve for

one (1) term and then shall serve as President for the next consecutive term. Secretary and Treasurer can be elected to succeed themselves for only one (1) term.

Section 3. Duties of Officers.

A. President. The President shall call, create agenda for and preside at all meetings of members and at meetings of the Board of Directors and Executive Board. Such individual shall have the general supervision of the affairs of the Corporation and shall see that all orders and resolutions of the Board are carried into effect. Such individual shall appoint Standing Committee Chairs on or after July 1st and establish charges of Standing Committees. The President shall also appoint ad hoc committees and define the powers and duties of such committees unless otherwise stated in the Corporation's Constitution ratified in April 25, 1979 and amended thereafter. The President shall be an ex-officio member of all Standing and Ad Hoc Committees and all Sub-Committees and shall have power to sign and execute all contracts and instruments of conveyance in the name of the Corporation and to sign checks, drafts, notes and orders for the payment of money including administrative expenses with the prior approval of the Board. He/she shall perform all duties incident to the Office of President.

B. President-Elect. The President-Elect shall oversee the elections. The President-Elect shall in the absence or disability of the President perform all duties and exercise the powers and functions of the President. The President-Elect shall work with external constituencies on an ad hoc basis and shall perform such other duties as may be delegated to such individual by the President or prescribed by the Board of Directors.

C. Secretary. The Secretary shall record and maintain accurate minutes of all the Corporation's meetings and report same to the membership and shall be responsible for counting and recording all votes of the members. This individual shall keep a roster of membership and send out notices of the meetings and special events at least two weeks prior to the event and be responsible for the Corporation's correspondence. The Secretary shall attend to the giving and serving of all notices of the corporation and shall have charge of such books and papers as the Board may direct; such person shall attend to such correspondence as may be assigned to him/her and perform all duties incidental to his/her office. The Secretary shall maintain the historical records and documents of the proceedings of the Corporation. The Secretary shall co-chair the Membership/Nominating Committee with the Treasurer.

D. Treasurer. The Treasurer shall have the care and custody of all funds and securities of the Corporation and shall deposit said funds in the name of the Corporation in such bank or trust company as the Directors may elect and have custody and keep records of all receipts and expenditures. He/she shall, when duly authorized by the Board, sign and execute all contracts in the name of the Corporation when countersigned by the President or Vice-President. The Treasurer shall sign all checks, drafts, notes or orders for payment of money which shall be duly authorized by the Board; he/she shall at all reasonable times, exhibit books and accounts to any Director or member of the Corporation during ordinary business hours; and he/she shall prepare a budget for the year. The Treasurer shall collect financial reports and invoices from Standing

Committees, submit the books for audit at the close of his/her term and request professional financial assistance when deemed necessary. This individual shall submit a final report at the end of the fiscal year as well as maintaining historical financial records of the Corporation. The Treasurer shall co-chair the Membership/Nominating Committee with the Secretary.

The Treasurer may appoint an Assistant Treasurer to individual committees with appropriate approval from the Executive Board.

Section 4. Removal of Officers.

Any officer elected by the membership may be removed by a majority of a quorum of the membership, but the authority to act in an office may be suspended by the Board of Directors for cause.

Section 5. Resignation.

Any Officer may resign from the Board at any time by delivering written notice of his/her resignation to the Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Secretary, and the acceptance of the resignation shall not be necessary to make it effective. If any Officer shall fail to attend three (3) consecutive meetings without an excuse accepted as satisfactory by the Board, such Officer shall be deemed to have resigned from the Board.

Section 6. Vacancies.

If an office becomes vacant for any reason, the Directors may elect any qualified person to fill in such vacancy, who shall hold office for the unexpired term of his/her predecessor and until his/her successor is elected or appointed.

ARTICLE V: BOARD OF DIRECTORS

Section 1. Number, Term and Eligibility

The Corporation shall be managed by a Board of Directors which shall not be less than four (4) or more than twelve (12) in number, consisting of the officers and the Chairs of the standing and ad hoc committees. They shall be elected by the Individual Members after announcement at the Annual Meeting for a term of two (2) year or until their successors are elected by the membership. Only Individual Members may hold Director's positions.

Subject to the foregoing, the number of Board of Directors may be increased or decreased by resolution of the members or the Board of Directors, provided that any such action by the Board of Directors to effect such increase or decrease shall require the vote of a majority of the entire Board of Directors. No decrease shall shorten the term of any director then in office.

Section 2. Initial Board of Directors

The first Board of Directors shall consist of those persons elected by the Incorporators or named as the initial Board of Directors in the Certificate of Incorporation of the Corporation, and they shall hold office until their successors have been duly elected and qualified.

Section 3. Powers and Duties.

The Board of Directors shall have the general charge and control of the affairs, funds, and property of the Corporation. The Board of Directors shall have the power to create and dissolve all standing and ad hoc committees.

Section 4. Meetings

The Board of Directors shall meet monthly. Such meetings shall be held at such time and place as determined by the Board of Directors or as determined by the President. Special meetings of the Board of Directors may be called at any time upon twenty-four (24) hour notice by the President, President-Elect, or three (3) members of the Board of Directors.

Section 5. Notice.

At least five (5) days notice shall be given of any regular meeting of the Board of Directors; the same is to be given personally or sent by mail or e-mail.

Section 6. Quorum.

Unless otherwise provided in the Certificate of Incorporation, a majority of the Board, as set pursuant to Article V, Section 1 above, shall constitute a quorum for the transaction of business.

Section 7. Action of the Board.

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. Each Director present shall have one vote.

Section 8. Removal of Directors.

Any Director elected by the membership may be removed by a majority of a quorum of the membership, but the authority to act in an office may be suspended by the Board of Directors for cause.

Section 9. Resignation.

Any member of the Board of Directors may resign at any time by delivering written notice of his/her resignation to the Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Secretary, and the acceptance of the resignation shall not be necessary to make it effective. If any Board member shall fail to attend three (3) consecutive meetings without an excuse accepted as satisfactory by the Board, such Board member shall be deemed to have resigned from the Board.

Section 10. Vacancies.

In case of any vacancy on the Board for any reason, the remaining Directors may elect the successor who shall take office immediately and hold office for the unexpired portion of the term of the Director to whose place he/she is elected.

Section 11. Action Without Meetings

Any action required or permitted to be taken by the Board of Directors, or any Committee thereof, may be taken without a meeting, if all members of the Board or committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the board or committee shall be filed with the minutes of the proceedings of the Board or by committee.

Section 12. Telephonic Participation

Any one or more members of the Board or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating to communicate with each other at the same time. Participation by such means shall constitute presence in person at such meeting.

Section 13. Electronic Voting

The Board may authorize a system of electro-mechanical, electronic or any other means, including the Internet, of voting by its Board of Directors members on Board actions requiring a vote.

ARTICLE VI: EXECUTIVE BOARD

Section 1.

Executive Board

1. **Members.** The Executive Board shall be comprised of the President, the President-Elect, the Secretary, the Treasurer and Chair Persons from each Standing Committee. No more than two (2) members from the same college or university may be represented on the Executive Board unless approved by a forum of the membership.

2. **Powers and Duties.** The Executive Board is authorized to act on behalf of the Board between regular meetings and may execute such ordinary functions and powers of the Board as may be necessary for the conduct of business by the affirmative vote of a majority of the committee, excepting such matters that require the vote of a specified number of Directors. The Executive Board shall approve the charges and budget request of standing committees, review recommendations and proposals from standing and ad hoc committees and individual members.

3. All Corporation's funds including all standing and sub-committees will be under the direction of the Executive Board.

ARTICLE VII: COMMITTEES

Section 1.

The Board of Directors will have Standing and Ad Hoc Committees. The purpose of the Standing Committee is to facilitate consideration of the business and management of the Corporation. There shall be three Standing Committees as follows: Communication, Employer Relations and Professional Development. The Board may establish or eliminate Standing Committees as necessary to operate the Corporation and implement its purposes.

Each Standing Committee has the right to form sub-committees as may be required to effectively conduct the business of the Standing Committee. Sub-committees must operate, report and seek finances from the committee under which it was formed.

A. Standing Committees:

1. Communication Committee. The Communication Committee shall manage the positioning of the Corporation with the general public. In doing so, the committee will oversee all publications of the corporation and its committee as well as all other communication, both printed and electronic. The Communication Committee will report to the Executive Board to secure approval and funding. This committee shall consist of a chair person and at least two members of the Corporation.

2. Employer Relations Committee. The Employer Relations Committee shall monitor all employer related events and activities of the Corporation, research and investigate employer needs, poll members on a timely basis to ascertain ideas, review requests from committees, sub-committees or members and report to the Executive Board to secure approval and funding. This committee shall consist of a chair person and one designated member from each of its sub-committees. In the absence of sub-committees, the Employer Relations Committee shall consist of a chair person and at least two members of the Corporation.

3. Professional Development Committee. The Professional Development Committee shall implement programs and/or activities to meet the professional growth the Corporation's members, poll members on a timely basis to ascertain ideas and needs, report to the Executive Board to secure approval and funding and coordinate arrangements of professional development programs. This committee shall consist of a chair person and at least two members of the Corporation.

B. Ad Hoc Committees: These committees may be established by the President and/or Board of Directors to meet the programmatic or research needs of the Corporation. Once the committee's work is complete, the ad-hoc committee is dissolved.

1. Audit Committee. The Audit Committee is an operating committee of the Board Directors charged with oversight of financial reporting and disclosure. Committee members are

drawn from members of the Board of Directors with a Chairperson selected from among the members. The Audit Committee is not responsible for the execution of Corporation activities; they advise management and the Board of Directors on how to better execute their responsibilities.

2. Membership/Nominating Committee.

a. The Secretary and Treasurer shall co-chair this Committee.

b. It shall be the duty of the membership/nominating committee to conduct annual membership drives, supervise the collection of membership fees, and be responsible for all membership mailings. The membership/nominating committee shall present to the membership its recommendations for officers and members of the Board of Directors. A slate of nominees shall be prepared at a minimum of 30 days prior to the annual meeting by a committee composed of the Membership/Nominating chair and co-chair and three (3) members, at least two of whom do not serve on the Board of Directors. A copy of the proposed slate shall be sent to the membership at least fifteen (15) days before the Annual Meeting and presented to the membership for approval at the Annual Meeting.

c. A slate nominee shall be prepared by a committee composed of the membership/nominating co-chairs and three members appointed by the President-Elect. The slate shall be submitted to the President-Elect before May 1st and to the membership before May 15th.

Section 2.

Other committees may be determined and developed from time to time by the Board of Directors.

ARTICLE VIII. SUB-COMMITTEES

Section 1.

The Board of Director will have the following sub-committees:

A. Technology Sub-Committee. The Technology Sub-Committee shall manage the website and develop appropriate guidelines related to the site and report to the Executive Board to secure approval and funding.

Section 2.

Other sub-committees may be determined or developed from time to time as needed by the Board of Directors and do not need to be approved by the Individual Members of the Corporation.

ARTICLE IX. ELECTIONS

Section 1.

There shall be an annual election for officers by mail ballot.

Section 2. Nominations

Nominations shall be made by membership/nominating committee pursuant to these By-laws and the Corporation's Constitution previously ratified on April 25, 1979 and pursuant to amendments thereafter.

Section 3. Voting

The President-Elect shall prepare and mail, fax or email the official ballot to the membership at least four (4) weeks before the Annual membership meeting. Voting shall be concluded by June 1st. The result of the election shall be reported to the President who will inform the membership at the June Annual meeting.

Section 4.

In case of a tie vote in the ballot or an order to fill an emergency vacancy the election in question shall be determined by ballot.

ARTICLE X: INDEMNIFICATION OF DIRECTORS AND OFFICERS

This Corporation shall indemnify its Directors and Officers to the fullest extent now or hereafter permitted by law. This corporation may, by resolution of the Board of Directors, authorize additional entitlements to indemnification to its Directors and Officers beyond that provided by Article 7 of the Not-for-Profit Corporation Law of New York, to the extent permitted by § 721 of said article. This corporation is authorized to purchase and maintain Directors and Officers Liability Insurance pursuant to § 726 of the Not-for-Profit Corporation Law.

ARTICLE XI: MISCELLANEOUS

Section 1. Fiscal Year.

The fiscal year of the Corporation shall begin on the first day of July and terminate on the last day of June in each calendar year.

Section 2. Parliamentary Procedure.

When not inconsistent with these By-Laws, Robert's Rules of Order shall govern all business of the Corporation.

Section 3.

To the extent these By-laws conflict with the Corporation's Constitution as ratified and amended thereon, these By-laws shall preside.

ARTICLE XII: AMENDMENTS

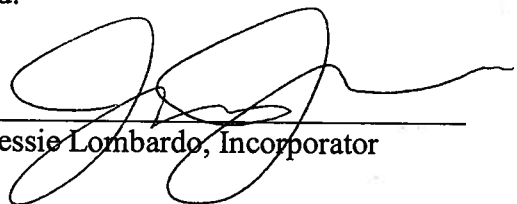
These By-Laws may be amended only by a two-thirds vote of the members present at a regular, special or annual meeting of the Corporation. The purport of the proposed Amendment will be sent to the membership no later than the notice of the regular meeting at which it will be moved.

Section 1. Certificate

The Board of Directors may amend the Certificate of Incorporation at a meeting of the Board of Directors, at which a forum is present, by a vote of a majority of the entire board or by unanimous written consent of the Board of Directors.

Section 2. By-Laws

These By-Laws may be amended only by a two-thirds vote of the members present a regular, special or annual meeting of the Corporation. The purport of the proposed Amendment will be sent to the membership no later than the notice of the regular meeting at which it will be moved. However, that any action to increase or decrease the number of directors set forth in Article V, Section 1 shall require a vote of a majority of the entire Board.



Jessie Lombardo, Incorporator

Adopted: February 10, 2010