

BYLAWS

OF

THE LESSAC TRAINING AND RESEARCH INSTITUTE, INC.

**ARTICLE 1
OFFICES**

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation is located at Scolari Goldsmith and Weiss, P.C. ; 475 Park Avenue South, 25th Floor, New York, NY 10016.

SECTION 2. CHANGE OF ADDRESS

The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

Scolari Goldsmith and Weiss, P.C., 475 Park Avenue S, 25th Floor, NY, NY 10016 Dated: Jan. 7, 2010

_____ Dated: _____, 20__

_____ Dated: _____, 20__

SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

**ARTICLE 2
NONPROFIT PURPOSES**

SECTION 1. IRC SECTION 501(C)(3) PURPOSES

- 1) This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this corporation are as follows, as set forth in its Articles of Incorporation:

The corporation is organized exclusively for educational, charitable, scientific, and literary purposes, within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, including but not limited to the following:

- A. to establish a research, developmental and training center in the fields of the voice and speech arts and the vocal and verbal communicating skills;
- B. to foster and encourage the growth and development in the United States of the individual through the improvement and increase in efficiency of his means of effective and creative self expression;
- C. to foster, maintain and operate conferences, seminars and workshops for the purposes of stimulating and encouraging research and exchanging concepts and ideas in the field of voice and speech skills and arts;
- D. to experiment, work, teach, and to foster and encourage such experimentation, work, teaching, and perform in all areas of voice, speech, theatre skills and arts;
- E. to publish works, studies and findings relating to all of the aforesaid purposes.

ARTICLE 3 MEMBERSHIP

SECTION 1. CATEGORIES OF MEMBERS

The corporation shall have at least six (6) classes of membership open to all persons interested in furthering the purposes of the corporation, as well as other classes provided from time to time by the Board of Directors. All membership levels receive materials published by the corporation as a part of their benefits.

- A. Individual Membership. Individual membership shall be granted to an individual upon payment of annual dues as set by the Board of Directors. Individual members shall have no voting privileges.

- B. Student Membership. Student membership shall be granted to an individual currently enrolled in a recognized university or conservatory training program, upon payment of annual dues as set by the Board of Directors. Student members shall have no voting privileges.
- C. Associate Membership. Associate membership shall be granted to an individual designated as a Lessac Practitioner, and upon payment of annual dues as set by the Board of Directors. Associate members shall have one vote in every election of the general membership.
- D. Professional Membership. Professional membership shall be granted to an individual designated as a Lessac Certified Trainer or a Lessac Master Teacher, and upon payment of annual dues as set by the Board of Directors. Professional members shall have one vote in every election by the general membership.
- E. Honorary Membership. Honorary membership shall be awarded by the Board of Directors to those individuals considered to have made a uniquely valuable contribution to Lessac training and research. Honorary members shall not pay annual dues. Each member shall have one vote in every election by the general membership.
- F. Organization Membership. Organization membership shall be granted to organizations, upon payment of annual dues as set by the Board of Directors. Organization members shall not have voting privileges.

SECTION 2. MEMBERS' RIGHTS AND PRIVILEGES

The Board of Directors shall have the authority to determine or to redetermine the rights, other than voting rights, of each membership class.

SECTION 3. MEMBER'S RIGHT TO REVIEW

The Board shall establish a method for members to communicate their views and opinions regarding actions the Board takes or other business of the Institute.

SECTION 4. RESIGNATION

Any member may resign by filing a written resignation with the Secretary.

SECTION 5. MEMBERSHIP YEAR

Membership year shall be January 1-December 31.

ARTICLE 4

QUORUM AND MEETINGS OF MEMBERS

SECTION 1. ANNUAL MEETING

An annual meeting of the members shall be held at such place and time as the Board of Directors shall designate.

SECTION 2. SPECIAL MEETINGS

Special meetings of the members may be called and the time, place, and purpose of such meetings shall be designated either by the President, Board of Directors, or a quorum of the members.

SECTION 3. NOTICE OF MEETINGS

Written notice stating the purpose, place, date, and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting not less than thirty (30) days before the date of such meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited, postage prepaid, in the United States mail, with the member's address as it appears on the records of the corporation.

SECTION 4. QUORUM

A majority of the members eligible to vote shall constitute a quorum.

SECTION 5. VOTING PROCEDURES

Any matters submitted for a vote of the members shall be acted upon at a duly held annual or special meeting, or a mail-in-ballot sent to all members eligible to vote. If, for any reason, an annual meeting of the corporation does not take place, then the Secretary shall conduct necessary business by mail under the direction of the Board of Directors.

ARTICLE 5

BOARD OF DIRECTORS

SECTION 1. COMPOSITION

The corporation shall have nine (9) directors and collectively they shall be known as the Board of Directors. The Board shall consist of the President, President-Elect, Immediate Past President, four (4) directors-at-large and Arthur Lessac, Institute Founder, and Sue Ann Park, Founding Senior Master Teacher. In addition, the Treasurer and Secretary shall be present at meetings of the Board but shall not have voting rights. Arthur Lessac, Institute Founder, and Sue Ann Park, Senior Master Teacher, shall hold director-at-large positions until they choose or are unable to serve at which time, their positions will be filled by elected directors-at-large

SECTION 2. QUALIFICATIONS

Directors shall be of the age of majority in this state. Anyone who has been a Professional member in good standing of the Corporation for at least four (4) years is eligible to be elected to the Board of Directors.

SECTION 3. ELECTIONS

The Immediate Past President shall chair a Nominating Committee comprised of the chair and two (2) corporation members who are eligible to vote. For procedures of this election, see Nominating Committee, Article 7, Section 2.

SECTION 4. POWERS

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members of this corporation, the Board of Directors shall be a policy making and planning body and shall manage, direct, control and administer the property,

affairs, and business of the corporation. The Board shall adopt, amend, or repeal By-laws as needed.

SECTION 5. DUTIES

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Register their addresses with the Secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

SECTION 6. TERM OF OFFICE

Each director-at-large shall hold office for a period of three (3) years and until his or her successor is elected and qualifies. A director's term shall begin at the end of the annual conference. No member of the Board of Directors shall serve more than three (3) consecutive terms. The terms of office shall be staggered.

The terms of office of President-elect, President and Immediate-Past President shall be two years each and those terms will override the original director-at-large term of office.

The positions of Treasurer and Secretary shall be appointed, for two (2) year terms, from the general membership. The President, with Board approval, may reappoint these positions for additional, consecutive two (2) year terms.

SECTION 7. COMPENSATION

Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the Board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

SECTION 8. MEETINGS

The Board of Directors shall hold at least two (2) regular meetings each year. One meeting shall be held immediately before or after the annual meeting of the corporation and the other meeting shall be at a time of year and a place as designated by the Board. Meetings of the Board may be called by the President or by any two Directors. Persons calling the meeting may set the time and place for the meeting. A majority of the Board, but never less than three (3) members, shall constitute a quorum. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

SECTION 9. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- (a) Regular Meetings. No notice need be given of any regular meeting of the Board of Directors.
- (b) Special Meetings. At least one week prior notice shall be given by the Secretary of the corporation to each director of each special meeting of the Board. Such notice may be oral or written, may be given personally, by Registered or Certified Mail, Return Receipt Requested, courier or express mail with a copy by first class mail, by courier or express mail, by telephone, or by facsimile or via email, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. The affidavit of the Secretary of the corporation shall serve as confirmation that notice was given. Notice sent by Registered or Certified Mail, Return Receipt Requested, courier or express mail shall be deemed delivered, whether actually received or not, upon first attempted delivery. Notice by facsimile or email shall be deemed delivered on the day when sent. Notice by telephone shall be deemed delivered on the day when the conversation takes place or a message is left on voice mail or answering machine. A copy of the Secretary's affidavit stating how and when such notice was given to each director shall be appended to the minutes of each special meeting of the board.
- (c) Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

SECTION 10. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President, or, in his or her absence, the President-Elect, or, in his or her absence, the Immediate Past President, or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

SECTION 11. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, (2) whenever the number of authorized directors is increased, and (3) when a Director's term of office is completed.

Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Vacancies on the Board may be filled by approval of the Board of Directors. If the number of directors then in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the Board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

SECTION 12. NONLIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 13. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

SECTION 14. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE 6 OFFICERS

SECTION 1. DESIGNATION OF OFFICERS

The officers of President and President-Elect shall be elected by the Board of Directors. Other officers of the corporation appointed by the Board shall include the following:

- A. Secretary
- B. Treasurer

Other officers who may be appointed by the Board include but are not limited to:

- C. Director of Annual Conferences
- D. Director of Training (Master Teacher)
- E. Director of Certification
- F. Coordinator of Workshops
- G. Newsletter Editor
- H. Journal Editor
- I. Director of Technical/Internet Services
- J. Archivist

Officers will report all activities to the President throughout the year and submit an annual report to the Board of Directors for their annual meeting.

SECTION 2. QUALIFICATIONS

Any person who has been a Professional or Associate Member in good standing of the corporation for at least two (2) years is eligible to be appointed as an officer.

SECTION 3. ELECTION AND TERM OF OFFICE

Officers shall be appointed by the President, with the approval of the Board of Directors, at any time, and each officer shall hold office for two (2) years, or until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be appointed and qualified, whichever occurs first.

SECTION 4. REMOVAL AND RESIGNATION

In the event that an appointed officer or committee chair is deemed by two-thirds (2/3) vote of the Board to have demonstrated a lack of activity or a lack of compliance with organizational by-laws, said person can be removed from office by a two-thirds (2/3) vote of the Board. Any officer may resign at any time by giving written notice to the Board of Directors. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy.

SECTION 6. DUTIES OF OFFICERS

Officers shall meet with the Board for all designated Board meetings, unless otherwise directed by the Board. Officers shall perform such duties as are customary or are designated by the Board of Directors, or as are outlined in the Bylaws.

SECTION 7. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors and, if this corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors. The President, with the approval of the Board of Directors, shall appoint qualified members as Secretary and Treasurer.

SECTION 8. DUTIES OF THE PRESIDENT-ELECT

In the absence of the President, or in the event of his or her inability or refusal to act, the President-Elect shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The President Elect shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors. The President-Elect shall serve as liaison to the Conference Planning Committee and to all Ad-Hoc committees as directed by the President.

SECTION 9. DUTIES OF IMMEDIATE PAST PRESIDENT

The Immediate Past President shall:

Assist and advise the President

Serve as Chair of the Nominations Committee for Board Elections.

SECTION 10. DUTIES OF SECRETARY

The Secretary shall:

Certify and keep the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep official minutes of all meetings of the directors and general membership meetings, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof, and distribute copies of those minutes to the members of the Board and officers.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Keep a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.

Handle all correspondence as directed by the President.

Summarize actions of the Board of Directors for publication.

Maintain and update membership records and disseminate the mailing list and mailing labels.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 11. DUTIES OF TREASURER

The Treasurer shall:

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 banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers and other supporting documents for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports, including tax returns, as required by law.

Collect membership dues, send membership cards to members in good standing and membership packets to new members.

Maintain and update the membership records and apprise the Secretary and President of the current membership roll.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 12. DUTIES OF THE DIRECTOR OF ANNUAL CONFERENCES

The Director of Annual Conferences shall:

Develop, in consultation with the Board, plans for the Annual Conference

Supervise, coordinate, and contract all persons, all programming and activities at the Annual Conference, symposia and other such events.

Apprise the Board of Directors and General Membership of the planning and progress of conferences.

Prepare a budget and financial report for proposed conferences for the President and Board. Submit all pertinent records of expenditures to the Treasurer.

SECTION 13. DUTIES OF THE DIRECTOR OF TRAINING (MASTER TEACHER)

The Director of Training shall:

Be responsible for acceptance of Summer Intensive applicants with regard to their previous training, health, command of English, age, references, and any personal current stresses that might distract attention during the Intensive Workshop.

Approve the qualifications of mentors of candidates for teaching certification.

Participate in the testing of prospective candidates for teaching certification.

Conduct the training and certification process for prospective Master Teachers.

Sign the Letters of Completion for participants in Lessac Institute-sponsored workshops.

Article 14. Master Teachers Council

Designated Master Teachers will serve the Institute as members of the Master Teachers Council.

The Master Teacher Council is charged with and responsible for:

Maintaining and sustaining the integrity, philosophy and principles of the Lessac Kinesensic Training as set down in *The Use and Training of the Human Voice: A Bio-Dynamic Approach to Vocal Life and Body Wisdom: The Use and Training of the Human Body* by Arthur Lessac.

Fostering the continued research of Kinesensic training cross-culturally, across disciplines, and within the purview of/voice/body training

Reviewing and approving all aspects of Institute generated workshops (including curriculum), which comprise the 'products' of the Lessac Training & Research Institute (LTRI).

Leading all LTRI workshops related to certification

Identifying and approving eligible faculty for LTRI workshops

Interviewing and approving/accepting applicants for LTRI workshops related to certification

Mentoring candidates for certification

Granting certification

Training certification mentors

Appointing a member of the Master Teacher Council to attend board meetings as a voting member

Selecting and inviting new Master Teachers

SECTION 15. DUTIES OF THE COORDINATOR OF WORKSHOPS

The Coordinator of Workshops shall:

Oversee the implementation of all workshops sponsored by the Lessac Institute.

Provide support and guidance (information, mailing lists, etc.) for on-site coordinators of workshops and act as liaison between them and the Lessac Institute.

Maintain a list of site arrangements necessary for producing the Lessac Summer Intensive.

Keep a file of all curricula used in Lessac Institute sponsored workshops

Prepare budgets for proposed workshops.

SECTION 16. DUTIES OF THE NEWSLETTER EDITOR

The Newsletter Editor shall:

Be responsible for the publication of the newsletter.

SECTION 17. DUTIES OF THE JOURNAL EDITOR

The Journal Editor shall:

Be responsible for the publication of the journal.

SECTION 18. DUTIES OF THE DIRECTOR OF TECHNOLOGY/INTERNET SERVICES

The Director of Technology/Internet Services shall:

Be responsible for maintaining the Lessac Institute website.

SECTION 19. DUTIES OF THE ARCHIVIST

The Archivist shall:

Be responsible for maintaining the Lessac Institute archives.

SECTION 20. COMPENSATION

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation.

**ARTICLE 7
COMMITTEES**

SECTION 1. EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of three (3) Board members and may delegate to such committee the powers and authority of the Board in the management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease, but not below two, (2) the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the Board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

SECTION 2. NOMINATING COMMITTEE

The Nominating Committee shall be charged with preparing a slate of nominees for election to the Board of Directors. The Committee shall be chaired by the Immediate Past President and shall include two (2) members appointed by the Immediate Past President, with the advice and consent of the Board. Current Board members (with the exception of the Immediate Past President) shall be ineligible to serve on the Nominating Committee. The Board may submit Nominees for consideration to the Committee, which the Committee may consider but is not bound to accept. The Nominating Committee shall submit to the members a slate of at least two (2) candidates for each position to be filled on the Board of Directors. The slate shall be mailed to the membership at least sixty (60) days before the annual meeting of the year, or published in the newsletter nearest to the date of the annual meeting. The Nominees shall be elected by a mail-in-ballot to be received by the Chair of the Nominating Committee no later than thirty (30) days prior to the annual meeting. The election shall be considered to be valid if the ballots of twenty-five percent (25%) of the members eligible to vote are returned.

SECTION 3. OTHER COMMITTEES

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.

SECTION 4. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 8

RULES OF ORDER

All meetings of all bodies of the corporation shall be conducted according to the current edition of Robert's Rules of Order, Newly Revised, provided that in no case shall these rules supercede the Bylaws of the corporation.

ARTICLE 9

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer.

SECTION 3. 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.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or device for the nonprofit purposes of this corporation.

SECTION 5. FISCAL YEAR

The fiscal year of the corporation shall begin on January 1st and end on December 31st.

ARTICLE 10 CORPORATE RECORDS

The corporation shall keep at its principal office:

(a) Minutes of all meetings of directors, committees of the Board and of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;

(d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

ARTICLE 11 DISSOLUTION OF CORPORATION

The provision for dissolution as set forth in the Articles of Incorporation is as follows:

In the event of a liquidation, dissolution, termination, or winding up of the corporation (whether voluntary, involuntary or by operation of law), the property or assets of the corporation shall be paid over and distributed as the Board of Directors, in its discretion, subject to the ratification and approval of at least two-thirds vote of the members present or represented at an annual or special meeting at which a quorum is present and subject to the approval of a Justice of the Supreme Court of the State of New York, may authorize, to any one, more than one, or all of the following:

1. To one or more corporations organized for objects and purposes generally similar to those of this corporation, as set forth in Article Second hereof, and which qualify as exempt from income tax under Section 501 (c) (3) of the United States Internal Revenue Code of 1954, as such section may be amended; and
2. To any other corporation, or other organization, which shall qualify as exempt from income tax under Section 501 (c) (3) of the United States Internal Revenue Code of 1954, or contributions which shall be deductible under Section 170(c)(1) of said Code, as such sections shall be amended.

ARTICLE 12 AMENDMENT OF BYLAWS

Subject to the power of the members of this corporation to adopt, amend or repeal the Bylaws of this corporation and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

ARTICLE 13 CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation of this corporation filed with the Secretary of State of the State of New York and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.