

BY-LAWS OF

WYANDANCH COMMUNITY DEVELOPMENT CORPORATION

\* \* \*

AS ADOPTED

September 1, 1981

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This is a certified copy of  
WCDC's Bylaws as adopted  
9/1/81



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**BYLAWS  
OF  
WYANDACNH COMMUNITY DEVELOPMENT CORPORATION**

**ARTICLE I**

**OFFICES AND BOOKS**

Section 1. **Principal Office.** The principle office of the corporation shall be located at 59 Cumberbach Street, in Hamlet of Wyandanch, County of Suffolk, and State of New York or such other place as the Board of Directors may from time to time deem proper to conduct the corporation's business.

Section 2. **Books.** The books shall be kept at the principle office of the Corporation. Correct books shall account for the activities and transactions of the corporation, including a minute book, which shall consist of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of members and of the Board of Directors.

**ARTICLE II**

**MEMBERS**

Section 1. **Membership.** The members of the Corporation shall consist of the persons who elect to become members and who reside or do business in the territory referred to in paragraph 2(a) of the Certificate of Incorporation provided, however, that each of such persons or entities shall have paid the annual dues or fees determined from time to time by the Board of Directors.

Any member may terminate his membership by notice in writing to the Board of Directors, Executive Director, or other acting head of the Corporation. The membership of and member may be questioned at any time and may be terminated in accordance with current New York State Laws for Not-For-Profit Corporations at a special meeting of members called for that purpose, or by a vote of a majority of all members.

Section 2. **Annual Meeting.** The annual meeting of the members of the Corporation for the election of directors and the transaction of such business as may properly come before the meeting shall be held on the second Thursday in May of each year, or, if that day be a legal holiday, on the next succeeding day not a legal holiday, at such a place as the Board of Directors shall designate, and at such hour as shall be specified in a notice given as provided in Section 3 of this Article II or in a waiver of notice thereof.

Section 3. **Notice of Annual Meeting.** Notice of the time and place of such annual meeting shall be given by the secretary by mailing a copy thereof or delivering the same to each member not less than then (10) nor more than twenty (20) days before such meeting or pursuant to waiver of

notice of proposed action shall be given when the business of or the proposals to be acted upon at such meeting include on or more of the following:

- a. A proposal to amend the Certificate of Incorporation;
- b. A proposal to merge or consolidate with another corporation, domestic or foreign;
- c. A proposal to lease, sell, transfer, convey, exchange or otherwise dispose of all substantially all of the assets of the corporation.

Section 4. **Special Meetings.** Special meetings of members may be held at the principal office of the corporation or at such other places as may be designated in the notice such meeting, and shall be called by the Secretary upon the written request (stating the purpose or purposes of any such meeting) of the Executive Director, thru the Chairperson, or four (4) of the Directors, or of ten percent (10%) of the members. Unless limited by law, the Certificate of Incorporation, the Bylaws, or by terms of the notice thereof, any and all business may be transacted at any special meeting of members.

Section 5. **Notice of Special Meetings.** Notice of the time, place, and purposed of any special meeting and purpose of any special meeting of members shall be given by the Secretary by mailing a copy thereof or by delivering the same to each member, at least seventy-two (72) hours before such meeting (EXCEPT, that notice of a special meeting called the purpose of considering one of more of the proposals Section 3a-c hereof shall be as provided in Section 3), or pursuant to waiver of notice signed before or after such meeting by all members.

Section 6. **Quorum & Adjournment of Meetings.** At all meetings of members, a minimum of one-third (1/3) or all members in person or by proxy shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the members present or represented may, without giving notice other than by announcement at a meeting, adjourn the meeting from time to time for a period not greater than twenty (20) days at any one time until a quorum is obtained. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called. At all meetings of members at which a quorum is present, except as otherwise provided herein, all matters shall be decided by vote of a majority of the members present in person by proxy.

Section 7. **Organization.** The Chairman shall call to order and preside at all meetings of members. In the absence of the Chairman and Vice-Chair, the Executive Director shall act as the Chair. Board of Directors may designate an alternate person for any meeting of members, and if the Chairperson, Vice-Chairperson and the Executive Director are absent from a meeting and such an alternate Chairperson has been designated therefore, he shall act as a Chairperson of the meeting. The Secretary of the Corporation shall act as Secretary at all meetings of members. In the absence of the Secretary, the Presiding Officer may appoint any person to act as Secretary of the meeting.

Section 8. **Voting.** At any meeting of members, each member present in person or by proxy shall be entitled to one vote. Upon demand of any three members before the voting begins, the vote upon any questions or proposal before the meeting shall be by ballot. The vote in the election of Directors at a meeting of members shall in all cases be by ballot. Except as otherwise required by law or by the Certificate of Incorporation, Directors to be elected at a meeting of members shall be elected by a plurality of the votes cast at such meeting by members entitled to vote in the election. Any corporate action, other than the election of Directors is to be taken by a vote of the members at the meeting thereof. It shall be authorized by a majority of the votes cast at such meeting by the members entitled to vote thereon.

Section 9. **Proxies.** At all meetings of members, any member entitled to vote by proxy. Every proxy must be appointed by an instrument in writing executed and dated by such member or by his duly authorized attorney and delivered to the Secretary of the Corporation. Any proxy shall be revocable at the will of the member executing such proxy and shall become invalid after the expiration of three months from the date of its execution unless such member shall have otherwise specified its duration therein. The Board of Directors shall review all proxies prior to the effective date of such proxy.

### **ARTICLE III**

#### **BOARD OF DIRECTORS**

Section 1. **General Powers.** The business, properties and affairs of the Corporation shall be managed by the Board of Directors, which without limiting the generality of the foregoing, shall have power to appoint officers of the Corporation, to appoint and direct agents, and to grant general or limited authority to officers, employees and agents of the Corporation to make, execute and deliver contracts and other instruments and documents in the name and on behalf of the Corporation and over its seal, without specific authority in each case. In addition, the Board of Directors may exercise all the powers of the Corporation and do all lawful acts and things which are not reserved to the members by law of the Certificate of Incorporation.

Section 2. **Number, Qualification, Election and Term.** The number of Directors shall not be less than five (5) nor more than twenty-one (21), unless changed by amendment of the Certificate of Incorporation or by these Bylaws. A director shall be elected annually and shall continue in office until his successor shall have been elected and qualified or until his death, resignation, or removal. Any director may be removed, with or without cause, at a special meeting of the members called for that purpose, by a majority vote of all members. A director needs not be a member of the Corporation.

Section 3. **Vacancies.** Any vacancy in the Board of Directors arising at any time from any cause, including an increase in the number of directors by amendment of the Certificate of Incorporation or the Bylaws, may be filled within ninety (90) days at any meeting of the Board of Directors by a majority of the remaining Directors or the Directors then in office, as the case may be, or thereafter, by the members at a special meeting of members called for that purpose. Each Director so elected shall hold office until the next annual election of Directors and until the qualification of his successor.

Section 4. **Organization Meeting: Notice.** The organization meeting of the Board of Directors shall be held immediately following the adjournment of the annual meeting of members and at the place where such meeting was held. Notice of such meeting need not be given. If, for any reason, the organization meeting of the Board of Directors is not so held, it shall be held at such time and place as may be designated in the notice of such meeting given as hereafter provided for special meetings of the Board of Directors or the waiver of notice signed before or after such meeting by all the directors.

Section 5. **Regular Meeting: Notice.** Regular stated meetings of the Board of Directors shall be held at such time and place as the board shall fix by resolution and if any such date shall be a legal holiday, the meeting, unless the Board of Directors shall otherwise determine, shall be held on the next succeeding business day not a legal holiday. Notice of such meetings shall be given by ordinary or telephone. Any regular meeting may be cancelled upon notice to the Directors by order of the Board of Directors at any previous meeting or by order of the Chairperson, or in his absence the Executive Director, and in such event shall not be held. Any business which properly may be transacted by the Board of Directors may be transacted at any regular meeting thereof.

Section 6. **Special Meeting: Notice.** Special meetings of the Board of Directors may be held at such place as may be designated in the notice of such meeting, upon the request of the chairperson, or in his absence the Executive Director, or on the request in writing of any four (4) Directors. Notice of the time, place and purpose of any special meeting of the Board of Directors shall be given by the Secretary by mailing a copy thereof or delivering the same to each Director at least seventy-two (72) hours before such meeting or pursuant to waiver of notice signed before or after such meeting by all the Directors. Unless limited by law, the Certificate of Incorporation, the Bylaws or by the terms of the notice thereof, any and all business may be transacted at any special meeting.

Section 7. **Waiver of Notice.** Notice of any meeting of the Board of Directors need not be given to any Director if waived by him in writing, before, at or after such meeting is held or if he shall be present at the meeting without protesting prior thereto or at its commencement, the lack of notice to him. Any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given if all the Directors are present.

Section 8. **Quorum: Adjournments of Meetings.** At all meetings of the Board of Directors, a majority of the Directors in the office shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Directors present may, without giving notice other than by announcement at the meeting, adjourn the meeting from time to time for a period not greater than twenty (20) days at any one time until a quorum is obtained.

Section 9. **Organization.** The Chairperson shall preside at all meetings of the Board of Directors. In the absence of the Chairperson, the Vice-Chairperson shall preside at all meetings of the Board of Directors. In the absence of the Chairperson and the Vice-Chairperson, the Executive Director shall preside at all meetings of the Board of Directors. In the absence of the Chairperson, Vice-Chairperson, and the Executive Director, a temporary Chairperson may be chosen by the members of the Board of Directors present. The Secretary of the Corporation shall act as the Secretary at all meetings of the Board of Directors. In the absence of the Secretary, the presiding officer may appoint any person to act as a Secretary of the meeting.

Section 10. **Voting.** At all meetings where a quorum is present, except as otherwise provided herein, all matters shall be decided by the vote of a majority of the Directors present. On any question on which the Board of Directors or the Executive Committee of the Board of Directors (which Committee is provided for in Article IV and is hereinafter referred to as the "Executive Committee") shall vote, the names of those voting or the vote results shall be entered in the minutes of the meeting when any member of the Board of Directors or the Executive Committee so requests.

Section 11. **Directors Compensation.** The Board of Directors shall have the authority to determine from time to time, amount of compensation which shall be paid to any of its members, who are not also officers of the Corporation, as reasonable reimbursement for transportation and other expenses of attendance. No Director or officer of the corporation shall receive, directly or indirectly, any salary or compensation for his services as Director, officer or in any capacity, unless authorized by the concurring vote of (2/3) of all the Directors or (not withstanding any quorum requirement of the Bylaws) by the concurring vote of all the disinterested Directors.

Section 12. **Resignation.** Any director may resign at any time either by oral tender of resignation at any meeting of the Board of Directors or by giving written notice to the Chairperson or the Executive Director of the Corporation. Any resignation shall be effective immediately unless a certain end date is specified therein and the acceptance of such resignation shall not be necessary to make it effective. Unexcused failure of a Director to attend three (3) successive regular meetings shall constitute automatic resignation from the board and the same shall be duly noted in the minutes at the Board meeting subsequent to such occurrence.

## ARTICLE IV

### EXECUTIVE COMMITTEE - OTHER COMMITTEES

#### Section 1. Executive Committee.

- A. **Composition and Powers.** The Board of Directors may, by resolution adopted by the affirmative vote of a majority of the whole Board of Directors, appoint an Executive Committee consisting of three (3) or more Directors, which shall have and may exercise, when the Board of Directors is not in session, all the powers of the Board of Directors in management of the business and affairs of the Corporation including authority to take all action provided in the Bylaws to be taken by the Board of Directors, and may authorize the seal of the Corporation to be affixed to all papers which may require it. The Board of Directors may appoint a member of the Executive Committee to be its Chairperson.
- B. **Meetings.** The Executive Committee may make rules for holding and conducting its meetings and shall keep minutes thereof. Such minutes shall be submitted at the next regular meeting of the Board of Directors, and any action taken by the Board of Directors with respect thereto shall be entered in the minutes of the Board of Directors. All acts done and powers conferred by the Executive Committee from time to time shall be deemed and may be certified as being done or conferred under the authority of the Board.

Section 2. **Other Committees.** The Board of Directors may, from time to time, appoint other committees which shall have powers and duties as the Board of Directors may determine and may appoint one of the members of any such other committee to be its Chairperson.

Section 3. **Place and Call of Meetings: Notice and Waiver of Notice.** Meetings of committees of the Board of Directors shall be held at such places as the committee in question may, from time to time, determine and may be called by the Chairperson of such committee or by the Secretary at the request of any other member thereof. Notice of any meeting of any committee of the of the Board of Directors shall be in a form approved by the Chairperson of such committee, or if the meeting is called pursuant to the request of some other member of such committee and there is failure to approve the form of notice as aforesaid, then in the form approved by such member. The provisions of Sections 6 and 7 of Article III with respect to the giving and waiver of notice of special meetings of the Board of Directors shall also apply to all meetings of such committee.

## ARTICLE V

### OFFICERS

Section 1. **Number of Qualifications.** The Corporation shall have a Chairperson, a Vice-Chairperson, a Treasurer and a Secretary, and may have an Executive Director, one or more Deputy Executive Directors and a Comptroller; and such officers shall be appointed by the Board of Directors. The Board of Directors may also appoint one or more Assistant Comptrollers, Assistant Secretaries, Assistant Treasurers, and such other officers and agents as in their judgment, the business of the corporation may require, and any such officers other

than Assistant Comptrollers may be appointed, subject to the authority of the Board of Directors by the Chairperson or the Executive Director. One person may hold more than one office in the Corporation, except that one person may not hold both offices of the Executive Director and the Secretary or Chairperson and Secretary. No instrument required to be signed by more than one officer shall be signed by one person in more than one capacity and no compensation shall be paid to any person for more than one office.

Section 2. **Election. Term of Office and Removal.** The officers of the Corporation shall be elected annually at the organization meeting of the Board of Directors, and each shall continue in office during the term until death, resignation or removal. Any officer of the Corporation may be removed, in accordance with N.Y. State Law for Not-For-Profit Corporations, by the vote of a majority of the entire Board of Directors, or in the case of officers who may be appointed by the Chairperson or the Executive Director, removed by of them.

Section 3. **Other Agents.** The Board of Directors may from time to time appoint such agents as it shall deem necessary, each of whom shall hold office during the pleasure of the Board of Directors, and shall have such Authority, perform such duties and receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.

Section 4. **Resignations and Vacancies.** Any officer may resign at any time either by oral tender of resignation to the Chairperson or the Executive Director or by giving written notice thereof to the Secretary of the Corporation. Any resignation shall be effective immediately unless a date certain is specified for it to take effect. In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Board of Directors at their regular meeting or a special meeting called for that purpose. The Chairperson or the Executive Director, subject to the authority of the Board of Directors, may appoint a successor to fill the unexpired term of any office which is not an ex officio member of the Board of Directors.

Section 5. **The Chairperson.** The Chairperson shall be the Chief Executive Officer of the Corporation, and shall have general executive powers as well as the specific powers conferred by these Bylaws. He shall preside at meetings of the Board of Directors and meetings of the members.

Section 6. **The Executive Director.** The Executive Director shall be the Chief Administrative Officer of the Corporation and shall have general Executive powers as well as the specific powers conferred by these Bylaws, and shall have any and all other powers and duties pertaining by law, regulation, or practice to the office of Executive Director. The Executive Director shall be a member, ex officio, of the Board of Directors and shall keep the Board fully informed and shall freely consult with them concerning the activities of the Corporation. He shall have the power to sign alone, unless the Board of Directors shall specifically require and additional signature, in the name of the Corporation all contracts authorized either generally or specifically by the Board of Directors. In the absence of the Chairperson and Vice Chairperson, the Executive Director shall exercise his powers and duties and shall preside at meetings of the Board of Directors and at meetings of the members.

Section 7. **The Deputy Executive Director.** Deputy Executive Directors shall be members, ex officio, of the Board of Directors and shall perform such duties and have such powers as may, from time to time, be assigned to them by the Board of Directors, the Chairperson or the Executive Director. In the absence of the Executive Director, a Deputy Executive Director shall have the powers and perform the duties of the Executive Director.

Section 8. **The Secretary.** The Secretary shall be a member of the Board of Directors and shall act as a secretary of all meetings of Members and the Board of Directors shall keep the minutes of all such meetings in the books proper for that purpose. The Secretary shall attend to giving notice of all meetings of the members and of the Board of Directors and committees thereof, and shall have charge of the corporate seal and shall have authority to attest any and all instruments or writing to which the same may be affixed. The Secretary shall keep and account for all books, documents, papers and records of the Corporation, except those for which some other officer or agent is properly accountable, and shall generally perform all the duties pertaining to the office of the Secretary of the Corporation. In the absence of the Secretary, such person as shall be designated by the Chairperson shall perform the duties, subject, however, to the control of the Board of Directors.

Section 9. **The Comptroller.** The Comptroller, if one has been appointed, shall be the Chief accounting Officer of the Corporation and have active control of and be responsible for all matters pertaining to the accounts of the Corporation and its subsidiaries. The Comptroller shall have and exercise the powers conferred by these Bylaws and such further powers and duties as from time to time be conferred upon or assigned to the office by the Board of Directors.

Section 10. **The Treasurer.** The Treasurer shall be the Chief Financial Officer of the Corporation and, shall be responsible for the accounting of the Corporation's accounts. The Treasurer shall have the care and custody of all the funds of the Corporation and shall deposit the same in such banks or other depositories as the Board of Directors, or any Officer or Officers, or any Officer and agent jointly, thereunto duly authorized by the Board of Directors, shall from time to time, direct and approve. The Treasurer shall keep a full and accurate account of all money and securities received and paid on account of the Corporation, and shall render a statement of his accounts whenever the Board of Directors shall require, and such statement shall be subject to audit at the direction of the Board. The Treasurer shall at reasonable times exhibit his books and accounts to any Director of the Corporation and shall generally perform all the duties incident to the office Treasurer of a Corporation and shall be bondable for the faithful discharge of his duties bond shall be in such sums and with such sureties as the Board of Directors shall approve. In the absence of the Treasurer, such person shall be designated by the Board of Directors shall perform these duties.

## ARTICLE VI

### INDEMNIFICATION

Section 1. **Terms and Qualifications.** The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of fact that he is or was a Director or Officer of the Corporation, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonable incurred in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon plea of **no lo contendere** or its equivalent, shall not of itself, create a presumption that the person did not act in good faith and in a manner which he reasonable believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. No indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which suit action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the cause, such person is fairly reasonable entitled to indemnity for such expenses.

Section 2. **Authorization and Approval.** Any indemnification under Section 1 of this Article VI shall be made by the Corporation only as authorized in the specific case (unless ordered by the court) upon a determination that indemnification of the Director or Officer is proper in the circumstances because he has met applicable standard of conduct set fourth therein. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum (as defined in the Bylaws of the Corporation) consisting of Directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable or even if obtainable a quorum of disinterested Directors requests, by independent legal counsel in a written opinion or (c) by the Members.

Section 3. **Insurance.** By action of its Board of Directors, notwithstanding any interest of the Directors in the action, the Corporation may purchase and maintain insurance, in such amounts as the Board of Directors deems appropriate, on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, or of any Corporation, and who is or was serving at the request of the Corporation as a Director, Officer, employee or agent such other enterprise.

## **ARTICLE VII**

### **CORPORATE SEAL**

Section 1. **Seal.** The seal of the Corporation shall be in such form as may be approved, from time to time, by the Board of Directors.

Section 2. **Affixing and Attesting.** The seal of the corporation shall be in the custody of the Secretary or Executive Director, who shall have power to affix it to the proper corporate instruments and documents, and who shall attest it. In the Secretary and Executive Director's absence, it may be affixed and attested by an assistant Secretary, or by The Treasurer or an Assistant Treasurer or by any other person or persons as may be designated by the Board of Directors.

**ARTICLE VIII**  
**MISCELLANEOUS**

Section 1. **Fiscal Year.** The fiscal year of the Corporation shall begin on the 1st day of July of each year and end on June 30th of the following year.

Section 2. **Bank Accounts and Negotiable Instruments.** The Board of Directors is authorized to select such banks or depositories as it shall deem proper for funds of the Corporation. Endorsements for deposit in any of its duly authorized banks or depositories may be made, without countersignature, by any officer of the Corporation. The Board of Directors shall determine who, in addition to the Chairperson, shall be authorized from time to time on the corporation's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness, or to execute and deliver other documents, and instruments.

Section 3. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, discretion may deem desirable, without limitation except as provided in the Certificate of Incorporation.

Section 4. **Investments - Execution of Contracts and Other Instruments.** The Chairperson, Executive Director or other Directors and Officers as the Board of Directors may designate, shall have general authority to execute contracts, bonds, deeds and powers of attorney in the name and on behalf of the Corporation. Any contract, bond, deed or power of attorney may also be executed in the name of and on behalf of the Corporation by such other officer or agent as the Board of Directors may from time to time direct. The provisions of this Section 4 are supplementary to any other provision of these Bylaws.

**ARTICLE IX**  
**AMENDMENTS**

The Bylaws of the Corporation may be amended at any meeting of the members of the corporation by a majority vote of the Members or at any meeting of the Board of Directors by a Majority of the whole Board provided that notice of any meeting at which such proposed amendment is to be considered and voted shall be given at least ten (10) and no more than twenty (20) days prior notice.

