

By-Laws

of

OrigamiUSA

A Not-for-Profit Corporation

ARTICLE I

MEMBERS

Section 1. Membership. (a) Qualification. The Corporation shall be a membership corporation. The only qualification for membership shall be an interest in origami.

(a) Election. Persons shall be admitted to membership upon receipt by the Board of Directors (the "Board") of an application for membership in a form established by the Board from time to time and payment of the corresponding annual membership fee; provided, however, that persons shall be admitted as honorary members only as provided in Section 2(l) below and provided further that persons shall be admitted as life members only as provided in Section 2(m) below. Persons admitted to membership shall be issued a non-transferable membership card evidencing membership.

Section 2. Classes of Membership. (a) The Corporation shall have the following classes of membership: junior, individual, neighbor, overseas, family, contributing, sponsor, patron, benefactor, organization, honorary and life.

- (b) Any qualified person 18 years of age or younger may apply for junior membership.
- (c) Any qualified person more than 18 years of age residing in the United States may apply for individual membership.
- (d) Any qualified person more than 18 years of age residing in Canada or Mexico may apply for neighbor membership.
- (e) Any qualified person more than 18 years of age residing in any country other than the United States, Canada or Mexico may apply for overseas membership.
- (f) Any qualified group of up to two adults and up to four children 18 years of age or younger, who occupy the same residence, may apply for family membership.

- (g) Any person who is qualified to apply for individual membership, neighbor membership, overseas membership or family membership may apply for contributing membership.
- (h) Any person who is qualified to apply for individual membership, neighbor membership, overseas membership or family membership may apply for sponsor membership.
- (i) Any person who is qualified to apply for individual membership, neighbor membership, overseas membership or family membership may apply for patron membership.
- (j) Any person who is qualified to apply for individual membership, neighbor membership, overseas membership or family membership may apply for benefactor membership.
- (k) Any qualified school, library, institution, organization, association or entity may apply for organization membership.
- (l) The Board, in its sole discretion, may admit any qualified person as an honorary member. Honorary memberships shall not expire, and honorary members shall not be liable for membership dues, fees or assessments.
- (m) The Board, in its sole discretion, may admit any qualified person as a life member. Life members shall not be liable for membership dues, fees or assessments. Life memberships shall not expire, provided, however, that life members may be censured, suspended or expelled as provided by Article I, Section 6 of these By-Laws.

Section 3. Voting Power of Members. All members other than junior, organization and honorary members shall be entitled to one vote per membership on all matters for which members of a New York not-for-profit corporation may vote.

Section 4. Dues, Fees and Assessments; fines and penalties. The Board shall establish from time to time a schedule of dues, fees and assessments for members.

Section 5. Term of Membership. All memberships other than honorary memberships and life memberships shall be valid for one year. A membership other than an honorary or life membership shall be deemed to commence on the first day of the month in which application for membership is received and the appropriate membership fee is paid. Membership thereafter may be renewed annually by the timely payment of such dues or fees as are established by the Board from time to time, and upon such other conditions and terms as the Board may establish from time to time. Honorary memberships shall be valid for the life of the member. Subject to Article I, Section 6 of these By-Laws, life memberships shall be valid for the life of the member. Honorary and life memberships shall be deemed to commence on a date fixed by the Board.

Section 6. Censure, Suspension and Expulsion. The Board, by a majority vote, may censure, suspend or expel any member if the Board determines that the member's

conduct has been prejudicial to the Corporation's welfare or if such member's conduct has resulted in the harassment of the Corporation or any member. Written notice of an impending censure, suspension or expulsion shall be mailed to the member no less than thirty (30) days before the date set for censure, suspension or expulsion, and such member shall have fifteen (15) days to reply in writing as to why he or she should not be censured, suspended or expelled, and the Board shall give due consideration to such reply in making its final decision to censure, suspend or expel.

Section 7. Restrictions on Membership. Unless otherwise authorized by the Board, no member shall represent himself or herself as acting or speaking for or in the name of the Corporation or the Board, but shall act or speak only as a member. The Board may deem violation of this Section as a basis for censure, suspension or expulsion.

Section 8. Membership List. As required by Section 621(a) of the N-PCL, the Corporation shall maintain at its office a list of members, containing the names and addresses of all members and the class of membership held by each member. Any person who shall have been a member of record for at least six (6) months immediately preceding his/her request, upon at least five (5) days written request shall have the right to examine in person or by agent or attorney, during usual business hours, such list, and to make extracts therefrom. The inspection authorized by the previous sentence may be denied to such member upon his/her refusal to furnish to the Corporation an affidavit that such inspection is not desired and will not be used for a purpose which is in the interest of a business or object other than the business of the Corporation and that he/she has not within five (5) years given, sold or offered for sale any list or record of members of any domestic or foreign corporation or aided or abetted, or attempted or offered to aid or abet, any person in procuring any such list or record of members for any such purpose. Whether or not such affidavit has been provided, the Board may deem a member's use of the membership list for a purpose that is in the interest of a business or object other than the business of the Corporation as a basis for censure, suspension or expulsion.

ARTICLE II

MEETINGS OF MEMBERS

Section 1. Annual Meeting. There shall be an annual meeting of the members for the election of directors, the presentation to the members of the annual report required by Section 519 of the Not-for-Profit Corporation Law (the "N-PCL") and such other business as the Board shall designate. The annual meeting shall be held at such date, time, and place as the Board shall designate.

Section 2. Notice of Annual Meeting. Written notice of time, date, and place of holding such annual meeting shall be given to every member by mailing a copy thereof to each member not less than ten (10) nor more than fifty (50) days before such meeting.

Section 3. Special Meetings. Special meetings of the members may be held upon the call of the Board. Special meetings of the members also may be convened as follows. Members entitled to cast ten (10) percent of the total number of votes that may be cast at a meeting of members may, in writing, demand the call of a special meeting. Such written demand shall specify the date, month and place for the special meeting. The date

and month shall not be less than two (2) nor more than three (3) months from the date of such written demand.

Section 4. Notice of Special Meetings. Written notice of the time, date, place and purpose of each special meeting shall be given by mailing a copy thereof to each member and shall indicate the purpose of the meeting and that such notice is being issued by or at the direction of the person or persons calling the meeting. Notice of a special meeting shall be given personally or by mail to each member entitled to vote at the meeting. If the notice is given personally or by first class mail, it shall be given not less than ten (10) nor more than fifty (50) days before the date of the meeting; if mailed by any other class of mail, it shall be given not less than thirty (30) nor more than sixty (60) days before such date.

Section 5. Waiver of Notice. Notice of meeting need not be given to any member who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice.

Section 6. Quorum, Adjournment of Meetings. Twenty (20) percent of the voting members, present in person or by proxy, shall constitute a quorum for the transaction of business by members at the annual meeting of the members. Pursuant to Section 615(c) of the Not-For-Profit Corporation Law, forty (40) percent of the voting members, present in person or by proxy, shall constitute a quorum for the transaction of business by members at any other meeting of the members. If at any meeting of the Members there shall be less than a quorum present, the members present may adjourn the meeting from that time until a quorum is present.

Section 7. Organization. The President of the Corporation shall preside at all meetings of the members or, in the absence of the President, a chairperson of the meeting shall be chosen by the members present. The Secretary shall act as a secretary at all meetings of the members, but in the absence of the Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.

Section 8. Proxies. Every member entitled to vote at a meeting of members may authorize another person or persons to act for him or her by proxy. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided in the N-PCL.

Section 9. Record Date for Notice; Record date for Voting. (a) The record date for establishing members entitled to notice of any meeting of members or any adjournment thereof shall be fifty (50) days before the date of the meeting.

(b) The record date for determining voting members eligible to vote at any meeting of the members shall be fifty (50) days before the date of the meeting.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Number. The number of directors shall be eleven.

Section 2. Qualifications. (a) Annual meeting held in the year 2000. Directors eligible for election at the annual meeting of the members in the year 2000 shall be those individuals named on the ballot sent to members in April, 2000.

(b) Subsequent Annual meetings. At all annual meetings of the members held after the year 2000, each director shall meet the following criteria: (i) he/she shall have been a member for at least one year preceding the election (individually or as part of a family that has had a family membership for at least one year preceding the election) and (ii) he/she must be 21 years old or older.

Section 3. Election and Term. The directors elected at the annual meeting of the members held in the year 2000 shall hold office until the annual meeting of the members in the year 2001 and until their successors have been duly elected and qualified. Thereafter, the Board shall be divided into two (2) classes, as follows: six (6) Class A directors, who shall hold office until the annual meeting of the members held in the year 2002 and until their successors have been duly elected and qualified, and five (5) Class B directors, who shall hold office until the annual meeting of the members held in the year 2003 and until their successors have been duly elected and qualified. The terms of office of the directors initially classified shall be as follows: that of Class A directors shall expire at the next annual meeting of the members (*i.e.*, the annual meeting of the members held in the year 2002), and that of the Class B directors shall expire at the second succeeding annual meeting of the members (*i.e.*, the annual meeting of the members held in the year 2003). After such initial classification, directors to replace those whose terms expire at each annual meeting of the members shall be elected to hold office for full two-year terms.

In addition, beginning with the election at the annual meeting of the members in the year 2001, the Board shall consist of seven (7) Local Directors and four (4) Remote Directors.

Section 4. Vacancies. In case of any vacancy in the Board, a successor to fill the unexpired portion of the term may be elected by a majority of the remaining directors, at a special meeting of the Board called for that purpose. The Board shall replace a Local Director (as defined in Article VI Section 10(d)(ii)) with another Local Director, and a Remote Director (as defined in Article VI Section 10(d)(ii)) with another Remote Director. If there is more than one year remaining in the term, the vacant seat shall be added to the next regular membership Board election, with a one-year term.

Section 5. Removal. Any or all of the directors may be removed for cause by a vote of the members, or for cause by a vote of the directors provided that there is a quorum of not less than a majority present at the meeting of directors at which such action is taken. Cause shall include, but not be limited to, absence from three (3) consecutive board meetings without a valid excuse. Written notice of an impending

removal for cause shall be mailed to the director no less than thirty (30) days before the date set for removal, and such director shall have fifteen (15) days to reply in writing as to why he or she should not be removed, and the members or the Board, as the case may be, shall give due consideration to such reply in making its final decision to remove.

Section 6. Powers and Duties. The Board shall have general power to manage and control the affairs and property of the Corporation, and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board and shall have full and complete authority with respect to the distribution and payment of the monies received by the Corporation from time to time; except that the fundamental and basic purposes of the Corporation, as expressed in the Certificate of Incorporation, shall not thereby be amended or changed, and except further that the Board shall not permit any part of the net earnings or capital to go to the benefit of any member or other private individual.

ARTICLE IV

MEETINGS OF THE BOARD

Section 1. Annual Meeting; Notice. The annual meeting of the Board shall be held subsequent to the annual meeting of the members, at such time and place as may be determined by the Board and adequate notice of such annual meeting shall be given. Electronic notice, at the stated preference of the Board member, is recognized as adequate.

Section 2. Regular Meetings; Notice. Regular meetings of the Board shall be held monthly at such time and place as may be determined by the Board and adequate notice of such regular meeting shall be given. Electronic notice, at the stated preference of the Board member, is recognized as adequate. Regular meetings of the Board may be held without notice if the time and place of such meetings are fixed by the Board.

Section 3. Special Meetings; Notice. Special meetings of the Board may be held at any time and place upon the call of the President or of any two (2) directors. Notice of the time, place and purpose of every special meeting of the Board shall be given to each director, at least two (2) days before the meeting. Electronic notice, at the stated preference of the Board member, is recognized as adequate.

Section 4. Quorum; Adjournments of Meetings. A majority of the directors in office shall constitute a quorum for the transaction of business; but if at any meeting of the Board there shall be less than a quorum present, the directors present may adjourn the meeting from that time until a quorum is present.

Section 5. Place of Meetings. The Board may hold its regular and special meetings at such place or places within or without the State of New York as the Board may from time to time determine.

Section 6. Action by Written Consent. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board consent in writing to the adoption of a resolution authorizing the action. The resolution and the

written consents thereto by the members of the Board shall be filed with the minutes of the proceedings of the Board.

Section 7. Participation by Telephonic Communication. Any one or more members of the Board may participate in a meeting of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by conference telephone or similar communications equipment shall be considered attendance at the meeting for all purposes, including determination of a quorum.

ARTICLE V

OFFICERS

Section 1. Number and Qualifications. The officers of the Corporation shall be a President, a Secretary, a Treasurer and such other officers, if any, including one or more Vice Presidents, as the Board may from time to time appoint. One person may hold more than one office in the corporation except the office of President and Secretary. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity. All officers must also be directors. Commencing with the appointment of officers in the year 2000, no person shall be eligible for appointment as an officer unless he or she has been a director for at least one (1) year prior to such appointment.

Section 2. Election and Term of Office. The officers of the Corporation shall be chosen at the annual meeting of the Board.

Section 3. Other Agents, etc. The Board may appoint from time to time such agents as it shall deem necessary, each of whom shall serve at the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation as the Board may from time to time determine.

Section 4. Removal. Any officer of the corporation may be removed with or without cause by a vote of the majority of the Board then in office.

Section 5. Vacancies. In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Board.

Section 6. President: Powers and Duties. The President shall preside at all meetings of the members and of the Board. The President shall have general supervision of the affairs of the Corporation. The President shall keep the Board of Directors fully informed, and shall freely consult with them concerning the activities of the Corporation. The President shall have the power to sign alone in the name of the Corporation all contracts authorized either generally or specifically by the board, unless the Board shall specifically require an additional signature. The President shall perform such other duties as shall from time to time be assigned to him/her by the Board.

Section 7. Vice-President: Powers and Duties. The Vice Presidents shall have such powers and duties as may be assigned to them by the Board. In the absence of the

President, the Vice Presidents, in the order designated by the Board, shall perform the duties of the President.

Section 8. Secretary: Powers and Duties. The Secretary shall act as secretary of all meetings of the members and the Board, and shall retain the minutes of all such meetings. The Secretary may designate a scribe for the meeting while retaining responsibility for the taking and retaining the minutes of all meetings. The Secretary shall attend to the giving and serving of all notices of the Corporation and shall perform all the duties customarily incident to the office of the Secretary, subject to the control of the Board, and shall perform such other duties as shall from time to time be assigned to the Secretary by the Board.

Section 9. Treasurer: Powers and Duties. The Treasurer shall have the custody of all funds and securities of the Corporation that may come into his/her hands. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all monies and other valuable effects of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board may designate. Whenever required by the Board, the Treasurer shall render a statement of his/her accounts. The Treasurer shall at all reasonable times exhibit his/her books and accounts to any officer or director of the Corporation and shall perform all duties incident to the position of Treasurer subject to the control of the Board, and the Treasurer, when required, shall give such security for the faithful performance of his/her duties as the Board may determine. The Treasurer will ensure that there is an annual audit of the books by an independent accountant.

ARTICLE VI

COMMITTEES

Section 1. Power to Constitute Committees of the Board. The Board may appoint committees of the Board that shall perform such duties as the Board directs. Each member of a committee of the Board shall be a director.

Section 2. Special Committees of the Board. Special Committees of the Board may be created from time to time by the Board, but such committees shall not be considered standing committees and may be discharged by the Board upon the completion of their assigned duties. The President shall, with the consent of the Board, appoint the members of any such special committee, determine their tenure, and fill any vacancies in the membership of such committees.

Section 3. Standing Committees of the Board. The Board shall have an Executive Committee as a standing committee and may, on recommendation of the President and by resolution adopted by a majority of the entire Board, designate from among the directors other standing committees. The Board shall fill any vacancy on a standing committee. Each standing committee shall consist of three (3) or more directors.

Each member of a standing committee of the Board shall hold office until the next annual meeting of the Board following his or her appointment and until his or her

successor is appointed, unless he or she shall sooner cease to be a director or shall resign or be removed from such committee.

Section 4. Executive Committee. (a) Members. The Executive Committee shall consist of the officers of the Corporation. The President shall be the Chairperson of the Executive Committee.

(b) Powers and Duties. During intervals between meetings of the Board, the Executive Committee may exercise all of the ordinary functions and powers of the Board, except as the Board may specifically reserve to the Board by resolution from time to time and except also that the Executive Committee shall not have authority as to the following matters: (i) the submission to members of any action requiring members' approval, (ii) the filling of vacancies in the Board or in any committee, (iii) the amendment or repeal of the By-Laws or the adoption of new By-Laws, and (iv) the amendment or repeal of any resolution of the board which by its terms shall not be so amendable or repealable.

(c) Voting. All actions of the Executive Committee shall require the affirmative vote of a majority of the members of the Executive Committee.

Section 5. Committee Chairpersons. The Board shall appoint the Chairperson of each committee of the Board other than the Executive Committee.

Section 6. Committees of the Board: Resignation or Removal from the Board as deemed Resignation or Removal. Resignation or removal from the Board shall constitute resignation or removal from any committee of the Board.

Section 7. Power to Constitute Committees of the Corporation. The Board may appoint committees of the Corporation that shall perform such duties as the Board directs.

Section 8. Special Committees of the Corporation. Special Committees of the Corporation may be created from time to time by the Board, but such committees shall not be considered standing committees and may be discharged by the Board upon the completion of their assigned duties. The President shall, with the consent of the Board, appoint the members of any such special committee, determine their tenure, and fill any vacancies in the membership of such committees.

Section 9. Standing Committees of the Corporation. Beginning January 1, 2001 the Corporation shall have an Election Committee as a standing committee and may, on recommendation of the President and by resolution adopted by a majority of the entire Board, designate from among the members other standing committees. The Board shall fill any vacancy on a standing committee. Each standing committee shall consist of three (3) or more members.

Each member of a standing committee shall hold office until the next annual meeting of the Board following his or her appointment and until his or her successor is appointed, unless he or she shall sooner cease to be a director or shall resign or be removed from such committee.

Section 10. Election Committee. (a) Members. The Election Committee shall consist of at least three (3) members, who shall be appointed to the Election Committee by the Board.

(b) Powers and Duties. The Election Committee shall have two functions: (i) screening nominees for director to determine that all nominees satisfy the eligibility criteria for directors established by these By-Laws and (ii) preparing the ballots for the election for directors.

(c) Nominations and screening. (i) Call for nominations. The Secretary shall provide notice to all members (which may through a posting on the Corporation's website, a mailing to all members, a notice in the Corporation's magazine, or any other means reasonably calculated to reach all members, including electronic means) no less than one hundred and twenty (120) days before the annual meeting calling for nominations for director and indicating the number of Remote Directors and Local Directors (as defined below) required to be elected at the annual meeting.

(ii) Procedure for Nominations. Any member may nominate himself/herself or another member for election as a director by written notice sent to the Corporation's office marked for the attention of the Election Committee and received at the Corporation's office at any time prior to the sixtieth (60th) day before the annual meeting, which notice shall contain a statement from the nominee (i) that such member meets the qualifications for director set forth in Article III, Section 2 of these By-Laws, (ii) that such member is willing to serve if elected and (iii) indicating whether the nominee seeks election as a Remote Director or as a Local Director (as defined below). Failure of any such written notice to include the statement described in the preceding sentence shall invalidate the nomination.

(iii) Screening. The Election Committee shall review all nominations for director and shall determine whether each nominee for director satisfies the qualifications for director set forth in Article III, Section 2, and shall assess the adequacy of the statement from each nominee. All nominees that the Election Committee determines both satisfy such qualifications and also have provided adequate statements shall become candidates for director.

(d) Preparing Ballots. (i) Not less than five (5) days before the Secretary sends to the members the notice of the annual meeting of the members, the Election Committee shall deliver to the Secretary a list of all candidates for the Board and ballots for the election of directors to be sent to the members together with the notice of the annual meeting. The ballots shall divide the candidates into two sections, one for Local Directors and one for Remote Directors. Incumbent directors shall be indicated on the ballot by an asterisk after their names.

(ii) Local and Remote Directors. A "Local Director" is an individual whose statement to the Election Committee provides that he or she has the means, ability and intent to attend in person the annual meeting of the directors and at least 75% of all regular meetings of the Board. A "Remote Director" is any other individual.

(e) Voting. All actions of the Election Committee, including the appointment of a Chairperson, shall require the affirmative vote of a majority of the members of the Election Committee.

(f) Limited Power of Election Committee to Nominate. If for any election of the Board of Directors the members, acting in accordance with Article VI, Section 10(c)(2), fail to nominate a sufficient number of members to effectuate a complete ballot for such election, then and only then, the Election Committee may act to nominate a sufficient number of members to make up such difference and thus result in a full and complete ballot.

Section 11. Chairpersons of the Committees of the Corporation. Each committee of the Corporation shall appoint the Chairperson of such committee.

Section 12. Committees of the Corporation: Suspension or Expulsion deemed Resignation or Removal. A member's suspension or expulsion shall constitute removal from any committee of the Corporation. A member's censure shall not constitute removal from any committee of the Corporation.

Section 13. Resignation. Any member of a committee may resign at any time by giving written notice of such resignation to the Chairperson of such committee, or to the President. Unless otherwise specified therein, such resignation shall take effect upon receipt thereof by the Chairperson of the committee or the President.

Section 14. Reports; Duties. It shall be the duty of each committee to make such reports as from time to time may be requested by the Board, or the President, or as required by these By-Laws. In addition to the respective duties specifically assigned to committees by these By-Laws, each committee shall perform such other duties as may be requested by the Board.

Section 15. Procedure. Subject to the provisions of these By-Laws, and to any relevant action of the Board, each committee shall establish its own rules and procedures.

Section 16. Meetings. Except as otherwise provided in these By-Laws, each committee shall meet upon the call of the Chairperson thereof, which call shall indicate the date, time and place of the meeting. If duly recorded in the minutes of the meeting, each committee member in attendance may waive such notice of the meeting.

Section 17. Quorum and Voting Requirements. The presence in person of a majority of the members of a committee shall be sufficient to constitute a quorum for the transaction of business. Action by a majority of the committee members present at such meeting shall constitute action of the committee of the Board.

Section 18. Minutes. All committees shall maintain minutes of the meetings.

Section 19. Action by Written Consent. Any action required or permitted to be taken by a committee may be taken without a meeting if all members of such committee consent in writing to the adoption of a resolution authorizing the action. The resolution

and the written consents thereto by the members of such committee shall be filed with the minutes of the proceedings of the committee.

Section 20. Participation by Telephonic Communication. Any one or more members of any committee may participate in a meeting of such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by conference telephone or similar communications equipment shall be considered attendance at the meeting for all purposes, including determination of a quorum.

ARTICLE VII

BOARD OF ADVISORS

Section 1. Appointment; Term. The Board may appoint from time to time any number of persons as advisors to the corporation, to act either singly or as a committee or committees. Each advisor shall hold office during the pleasure of the Board and shall have such authority or obligations as the Board may from time to time determine.

Section 2. Compensation; Expenses. No such advisor of the Corporation shall receive any salary, compensation or emolument for any service rendered to the corporation by such advisor, except that the Board may authorize reimbursement for, in whole or part, those expenditures reasonably incurred on behalf of activities for the benefit of the corporation.

ARTICLE VIII

CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

Section 1. Checks, Notes and Contracts. The Board is authorized to select such depositories as it shall deem proper for the funds of the Corporation and shall determine who shall be authorized in the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.

Section 2. Investments. The funds of this 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, bonds and other securities, as the Board in its discretion may deem desirable.

ARTICLE IX

OFFICE AND BOOKS

Section 1. Office. The office of the Corporation shall be located at such place as the Board may from time to time determine.

Section 2. Books. There shall be kept at the office of the Corporation correct books of account of the activities and transactions of the Corporation including a minutes

book which shall contain a copy of the Certificate of Incorporation, a copy of these By-Laws, and all minutes of the meetings of the members and of the Board.

ARTICLE X

CORPORATE SEAL

The seal of the Corporation shall be circular in form and shall bear the name of the Corporation and words and figures showing that it was incorporated in the State of New York and the year of incorporation.

ARTICLE XI

FISCAL YEAR

The fiscal year of the Corporation shall be determined by the Board.

ARTICLE XII

INDEMNIFICATION

The Corporation may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he/she, his/her testator or intestate was a Director, officer, employee or agent of the Corporation, against judgement, fines, amounts paid in settlement and reasonable expenses, including attorney's fees.

ARTICLE XIII

AMENDMENTS

These By-Laws may be amended by the affirmative vote of a majority of the Directors in office at any meeting of the Board, or by the members of the Corporation at a meeting duly called for the purpose of amending these By-Laws, provided that notice of such proposed amendment has been included in notice of meeting.

Amendments:

By the Board of Directors - May 10, 2001 Revised wording of Article I, Section 2 (f) to read:

Any qualified group of up to two adults and up to four children 18 years of age or younger, who occupy the same residence, may apply for family membership.