BY-LAWS

of

GLOBAL URBAN HISTORY PROJECT, INC.

ARTICLE I
GENERAL MATTERS

Section 1. Corporate status. Global Urban History Project, Inc. (the "corporation"), is a non-profit corporation formed under the General Corporation Law of the State of Delaware exclusively for charitable purposes as more fully set forth in its Certificate of Incorporation.

Section 2. **Location**. The principal office of the corporation shall be in Buffalo, New York, or such other location specified by the Board of Directors. The books and records of the corporation shall be kept at the principal office of the corporation.

ARTICLE II
Members

Section 1. Members. The Membership of the corporation shall consist of (a) the members of the Board of Directors for so long as they are directors and (b) any other persons who have a substantial and bona fide in interest in the mission of the corporation (including without limitation non-board members who serve on Committees of the Corporation) and who are admitted to Membership on such terms and conditions as the Board of Directors may establish from time to time. Without limiting the foregoing, but subject to applicable law and the Certificate of Incorporation of the corporation, the Board of Directors may provide for a set period or duration of Membership, may provide for different classes of Membership with different terms and conditions (including but not limited to voting power, provided that no person shall have more than one membership vote[1]), and may set dues and assessments as a condition of Membership. Any Member with voting power shall have one vote, provided that no Member shall be entitled to vote at a meeting of Members if the Member owes Membership dues or assessments (if any) as of the record date (if any) for a meeting.

Section 2. Evidence of Membership. Membership in the corporation shall be evidenced by the inclusion of the Member's name and classification, whether voting or associate, in a list of Members to be maintained under the direction of the Recording Officer. In addition, the corporation may issue a certificate of Membership to each Member and shall issue such a certificate upon the request of any Member.

Section 3. Termination.

(a) The Board of Directors by affirmative vote of two-thirds of all the members of the

[1] This wording solves a potential circular issue. Art IV Section 2 says that directors must be members. The above section says that all directors are members. The additional clause above would prevent a director from having two member votes. One vote because hey are a member and then a second vote as a director who is also deemed a member.

Board may suspend or expel a Member of the corporation for cause.

(b) Prior to the vote as provided in paragraph (a) above, a statement of the charges shall have been sent by certified or registered mail to the last recorded address of the Member at least twenty (20) days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered and the member shall have the opportunity to appear in person and/or to be represented by counsel to present any defense to such charges before action is taken thereon.

(c) Any Member may resign by filing a written resignation with the Recording Officer of the corporation, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

(d) Any Member who fails to pay Membership dues within sixty (60) days from the time the same become due may be sent written notice of such failure. If payment is not made within thirty (30) days after such notice, the membership of such Member shall be null and void effective as of the beginning of the period for which membership dues were payable. The Board of Directors may prescribe procedures for extending the time for payment of dues and continuation of membership privileges upon request of a member for good cause shown.

ARTICLE III
Meetings of Members

Section 1. Annual Meeting. The annual meeting of Members of the corporation for the election of directors and for the transaction of other business shall be held at the such time and such place within or without the State of Delaware as shall be determined by the Board of Directors or the Coordinator and stated in the notice of the meeting or in a duly executed waiver of notice thereof. If not so determined, the meeting shall be held in the state where the principal office of the corporation is located.

Section 2. Special Meetings. A special meeting of Members may be called by the Board of Directors or the Coordinator, and shall be called by the Coordinator, the Recording Officer or an Assistant Recording Officer at the request in writing of a majority of the Board of Directors, or at the request in writing of the holders of record of a one-third of the Members of the corporation entitled to vote at the meeting. Each special meeting of the Members shall be held at such time and place within or without the State of Delaware as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof. If not so determined, the meeting shall be held in the state where the principal office of the corporation is located. Business transacted at any special meeting of Members shall be limited to the purpose or purposes stated in the notice of the meeting.

Section 3. Notice and Purpose of Meetings. Notice of each meeting of Members stating the place, date and hour of the meeting and, in the case of a special meeting, in general terms, the purpose or purposes for which the meeting is called, shall be given in writing or by electronic transmission not less than five nor more than sixty days before the meeting to each Member of record entitled to vote at the meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid, directed to each Member at his address as it appears on the records of the corporation.

Section 4. Procedure. At each meeting of Members the order of business and all other matters of procedure may be determined by the person presiding at the meeting.

Section 5. List of Members. The officer who has charge of the membership records of the corporation shall prepare and make, at least ten days before every meeting of the Members, a complete list of the Members entitled to vote at the meeting, arranged in alphabetical order, and showing the address and class (if any) of each Member. Such list shall be open to examination by any Member for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any Member who is present.

Section 6. Quorum. Except as otherwise required by law or the Certificate of Incorporation, a quorum at all meetings of Members shall consist of ten Members of the corporation entitled to vote at the meeting, present in person or represented by proxy, except when the Members are required to vote by class, in which event a majority of the appropriate class shall be present in person or represented by proxy. Notwithstanding the foregoing, if there are less than fifteen members, a majority of the members shall be required for a quorum.

Section 7. Adjournments. The Members entitled to vote who are present in person or represented by proxy at any meeting of Members, whether or not a quorum shall be present at the meeting, shall have power by a majority of the votes cast to adjourn the meeting from time to time without notice other than announcement at the meeting of the time and place to which the meeting is adjourned. At any adjourned meeting held without notice at which a quorum shall be present any business may be transacted that might have been transacted on the original date of the meeting. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each Member of record entitled to vote at the adjourned meeting.

Section 8. Voting; Proxies; Ballots.

(a) Unless stated otherwise in the Certificate of Incorporation, each Member of record on the record date fixed for the meeting (or if no such date has been fixed, on the date of the meeting) shall be entitled to one vote. Directors elected at any meeting of Members shall, except as otherwise required by law, be elected by a plurality of the votes cast. All other corporate action to be taken by vote of Members shall, except as otherwise required by law or the Certificate of Incorporation, be authorized by a majority of the votes cast.

(b) Each Member entitled to vote at a meeting of Members or to express consent or dissent to corporate action in writing without a meeting may act in person or may authorize another person or persons to act for him or her by proxy, but no proxy shall be voted or acted upon after three years from its date unless it provides for a longer period. A Member may authorize another person or persons to act for that member as proxy by transmitting or authorizing the transmission of an electronic transmission to the person who will be the holder of the proxy or to a proxy solicitation firm, proxy support service organization or like agent duly authorized by the person who will be the holder of the

proxy to receive such transmission, provided that any such transmission must either set forth or be submitted with information from which it can be determined that the transmission was authorized by the Member.

(c) Unless otherwise provided in the Certificate of Incorporation, the vote for directors shall be by ballot, but the vote upon any other question before a meeting of Members shall not be by ballot unless required by law or unless the person presiding at such meeting shall so direct or unless any Member present in person or by proxy and entitled to vote thereon shall so demand. Ballots may be cast by electronic transmission, provided that any such electronic transmission must either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the member or proxy holder.[2]

Section 9. Consent of Members in Lieu of Meeting. Unless otherwise provided in the Certificate of Incorporation, any action required to be taken at any annual or special meeting of Members, or any action (including, without limitation, adoption, amendment or repeal of by-laws) which may be taken at any annual or special meeting of Members, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken and the date of each signature, shall be signed by Members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Members entitled to vote thereon were present and voted. Written consents signed by a sufficient number of Members to take action shall be delivered to the corporation within sixty days of the earliest dated consent so delivered. Written consent may be given by electronic transmission, provided that any such electronic transmission sets forth or is delivered with information from which the corporation can determine (a) that the electronic transmission was transmitted by the Member or by a person or persons authorized to act for the Member and (b) the date on which such Member or authorized person or persons transmitted such electronic transmission. The date on which such electronic transmission is transmitted shall be deemed to be the date on which such consent was signed.

Section 10. Presence at Meeting by Remote Communication. Members or proxyholders may participate in a meeting of the Members by remote communication, and participation in a meeting by such means shall constitute presence in person at the meeting, provided that (a) the corporation shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a Member or proxyholder, (b) the corporation shall implement reasonable measures to provide such Members and proxyholders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings, and (c) if any Member or proxyholder votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the corporation.

Section 11. Waiver of Notice. Whenever notice is required by law or these by-laws to be given to any Member, a written waiver thereof, signed by such Member in person or by proxy, or a written waiver thereof by electronic transmission by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. The attendance of any Member at a meeting in person or by proxy shall constitute a waiver of notice of such meeting, except when the

[2] This paragraph (c) permits *ballots* to be cast online voting during a meeting where the members are present online, e.g., by Zoom. If they won't be present, then they could submit *proxies* in advance, under paragraph (b).

person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any annual or special meeting of the Members need be specified in any written waiver of notice.

Section 12. Inspectors of Election. The Board of Directors may, in advance of any meeting of the Members, appoint one or more inspectors to act at the meeting or any adjournment thereof. If inspectors are not so appointed in advance of the meeting, the person presiding at such meeting may, and on the request of any Member entitled to vote thereat shall, appoint one or more inspectors. In case any inspector appointed fails to appear or act, the vacancy may be filled by appointment made by the Board of Directors in advance of the meeting or at the meeting by the person presiding thereat. Each inspector, before entering upon the discharge of his or her duties, shall take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of his or her ability. No person who is a candidate for the office of director of the corporation shall act as an inspector at any meeting of the Members at which directors are elected.

Section 13. Duties of Inspectors of Election. Whenever one or more inspectors of election may be appointed as provided in these by-laws, he, she or they shall determine the number of Members entitled to vote, the number of Members at the meeting, the existence of a quorum in person or by proxy, and the validity and effect of proxies, and shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all Members.

Section 14. Fixing Record Date. The record date for determining Members entitled to notice of or to vote at a meeting of Members shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held, except that the Board of Directors may, by resolution, fix a different record date which shall not precede the date such resolution is adopted and shall not be more than sixty nor less than ten days before the date of the meeting. The record date for determining Members entitled to consent to corporate action in writing without a meeting shall be either the first date on which a signed written consent provided for in these By-Laws is delivered to the corporation or, if prior action by the Board of Directors is required by law, at the close of business on the day on which the Board of Directors adopts the resolution taking such prior action, except that the Board of Directors may, by resolution, fix a different record date which shall neither precede nor be more that ten days after the date such resolution is adopted. The record date for determining Members entitled to vote shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto, except that the Board of Directors may, by resolution, fix any other record date not more than sixty days prior to such action. Only such Members as shall be Members of record on the date so fixed shall be entitled to notice of and to vote at such meeting of Members and any adjournment thereof. A determination of Members of record entitled to notice of or to vote at any meeting of Members shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

ARTICLE IV
Board of Directors

Section 1. General Powers. The property, business and affairs of the corporation shall be managed by or under the direction of its Board of Directors.

Section 2. Number and Qualifications. The Board of Directors shall consist of not less than 7 and not more than 35 directors. Within that range, the exact number of directors shall be fixed from time to time by action of the Board. No more than three directors may be from the same institution or employer. Each director must be a Member of the corporation.

Section 3. Election and Term of Office. Except as otherwise required by law or these by-laws, each director shall be elected at the annual meeting of Members of the corporation and shall hold office for the term for which the director is elected and until a successor is elected and shall qualify. The initial directors shall be divided into two classes as nearly equal in number as possible for terms expiring at, respectively, the second and third succeeding annual Member meetings. At the first annual Member meeting, a third class of directors shall be elected, equal or nearly equal in number to each of the first two classes, for a term of three years. At each succeeding annual meeting for the election of directors, successors to the class of directors whose terms then expire shall be elected for terms that shall expire at the third succeeding annual Member meeting. Newly created directorships or any decrease in directorships shall be so apportioned among the classes of directors as to make all classes as nearly equal in number as possible, but in no case will a decrease in the number of directors shorten the term of any incumbent director. Directors shall be elected by a plurality of the votes of the Members of the corporation present in person or represented by proxy at the meeting and entitled to vote thereon.

Section 4. Resignation. Any director may resign at any time by giving written notice to the corporation. Such resignation shall take effect at the time specified therein; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Removal of Directors. Except as otherwise provided by law, any director may be removed, with or without cause, by the vote of a majority of (a) the Members of the corporation then entitled to vote at an election of directors or (b) the Board of Directors.

Section 6. Vacancies. Newly created directorships and vacancies in the Board of Directors, including vacancies resulting from the resignation of directors effective immediately or at a future date or from the removal of directors, with or without cause, may be filled by vote of the Members, by vote of a majority of the directors then in office (including directors whose resignations are effective at a future date), although less than a quorum, or by the sole remaining director. Each director so chosen shall hold office until the next annual meeting of Members and until his or her successor has been elected and qualified or until his or her earlier resignation or removal. A vote to fill a vacancy or vacancies created by the resignation or resignations of a director or directors effective at a future date shall take effect when the resignation or resignations become effective.

ARTICLE V
Meetings of Board of Directors

Section 1. First Meeting of Newly Elected Directors. The first meeting of the newly elected Board of Directors may be held immediately after the annual meeting of Members and at the same place as the annual meeting of Members, provided a quorum is present, and no notice of the

meeting shall be necessary.

Section 2. Regular Meetings of Directors. Regular meetings of the Board of Directors may be held without notice at such time and such place, within or without the State of Delaware or the state in which the principal office of the corporation is located, as may be fixed from time to time by resolution of the Board of Directors. If any day fixed for a regular meeting shall be a legal holiday at a place where the meeting is to be held, then the meeting which would otherwise be held on that day shall be held at the same hour on the next succeeding business day.

Section 3. Special Meetings of Directors. A special meeting of the Board of Directors may be called by the Coordinator or, in the absence or disability of the Coordinator, any Vice Coordinator, or by any two directors, or if there is only one director by that one director. Each special meeting of the Board of Directors may held at such time and place within or without the State of Delaware as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

Section 4. Notice of Special Meetings. Notice of each special meeting of the Board of Directors, stating the time and place thereof, shall be given by the Coordinator, any Vice Coordinator, the Recording Officer, any Assistant Recording Officer or any member of the Board of Directors, to each member of the Board of Directors (a) not less than three days before the meeting by depositing the notice in the United States mail, with postage thereon prepaid, directed to each member of the Board of Directors at the address designated by him or her for such purpose (or, if none is designated, at his or her last known address), or (b) not less than twenty-four hours before the meeting by either (i) delivering the same to each member of the Board of Directors personally, (ii) sending the same by telephone, telegram, cablegram, or other means of electronic transmission to the address designated by him or her for such purposes (or, if none is designated, to his or her last known address) or (iii) delivering the notice to the address designated by him or her for such purpose (or, if none is designated, to his or her last known address). The notice of any meeting of the Board of Directors need not specify the purpose or purposes for which the meeting is called, except as otherwise required by law or these by-laws.

Section 5. Quorum and Action by the Board. At all meetings of the Board of Directors, except as otherwise required by law or these by-laws, a quorum shall be required for the transaction of business and shall consist of not less than majority of the Board of Directors or, if there are more than 15 directors, one-third of the Board of Directors, and the vote of a majority of the directors present shall decide any question that may come before the meeting. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time or place without notice other than announcement at the meeting of the time and place to which the meeting is adjourned. Notwithstanding the foregoing or any other provision of these by-laws, the following matters shall require the approval of a majority of all of the directors:

(a) A change in any dues or assessments to be charged to members;
(b) The removal of a director or officer;
(c) The amendment of the Certificate of Incorporation or the by-laws of the corporation;
(d) The merger, consolidation, dissolution, or sale of substantially all the assets of the corporation;
(e) The expenditure of more than $3,000 in any single transaction or series of related transactions.

As used in these by-laws, "all of the directors" means all the persons on the Board of Directors at the time of the action of the Board to be taken.[3]

Section 6. Procedure. The order of business and all other matters of procedure at every meeting of the Board of Directors may be determined by the person presiding at the meeting.

Section 7. Reimbursement of Directors. The directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors or any committee thereof or in carrying out their duties to the corporation. This paragraph shall not preclude any director from serving the corporation in any other capacity and receiving compensation in such capacity.

Section 8. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board of Directors or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board of Directors or committee shall be filed with the minutes of the proceedings of the Board of Directors or committee.

Section 9. Presence at Meeting by Telephone. Members of the Board of Directors or any committee thereof may participate in a meeting of the Board of Directors or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting by such means shall constitute presence in person at the meeting.

Section 10. Waiver of Notice. Whenever notice is required by law or these by-laws to be given to any director, a written waiver thereof, signed by such director, whether before or after the time stated therein, shall be deemed equivalent to notice.

ARTICLE VI
Committees

Section 1. Committees of the Board. The Board of Directors may, by resolution adopted by vote of a majority of the entire Board of Directors, designate one or more committees, each committee to consist of one or more of the directors of the corporation. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of any member or alternate member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he, she or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member or alternate member. Any such committee, to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the property, business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the

[3] By requiring approval of these matters by a majority of all of the directors, this necessarily means that even with a lower permitted quorum for a board of 15+ members, you would actually need to have at least a majority of all the directors present at the meeting in order to take the action.

power or authority of the Board of Directors in reference to amending the Certificate of Incorporation, adopting any agreement of merger or consolidation, recommending to the Members the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommending to the Members a dissolution of the corporation or a revocation of a dissolution, or amending the By-laws of the corporation.

Section 2. Committees of the Corporation. The Board may designate committees of the corporation for such purpose or purposes as shall be specified upon the creation of such committee and shall elect the members of such committees, who may consist of directors or officers of the corporation or of other persons. Each such committee shall have only such powers as are specifically delegated to it and shall serve at the pleasure of the Board of Directors.

Section 3. **General requirements**. Each such committee shall keep regular minutes of its proceedings and report the same to the Board of Directors when required. A majority vote of all the members of any such committee may fix its rules or procedure, determine its actions and fix the time and place within or without the State of Delaware for its meetings and specify the number of members required to constitute a quorum and what notice thereof, if any, shall be given, unless the Board of Directors shall otherwise provide. The Board of Directors may at any time fill vacancies in, change the membership of, or discharge any such committee.

ARTICLE VII
Officers

Section 1. Officers. The Board of Directors shall annually, at the first meeting of the Board of Directors after the annual meeting of Members, elect a Coordinator, a Project Archivist, and a Business Officer. The Board of Directors may from time to time elect or appoint such additional officers as it may determine, including but not limited to one or more Associate Coordinators. Such additional officers shall have such authority and perform such duties as the Board of Directors may from time to time prescribe.

Section 2. Term of Office. The Coordinator, each Associate Coordinator, the Recording Officer and the Business Officer shall each, unless otherwise determined by the Board of Directors, hold office until the first meeting of the Board of Directors following the next annual meeting of Members and until his or her successor has been elected and qualified, or until his or her earlier death, resignation or removal. Each additional officer appointed or elected by the Board of Directors shall hold office for such term as shall be determined from time to time by the Board of Directors and until his or her successor has been elected or appointed and qualified, or until his or her earlier death, resignation or removal.

Section 3. Removal. Any officer may be removed or have his or her authority suspended by the Board of Directors at any time, with or without cause.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the corporation. Such resignation shall take effect at the time specified therein; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office arising for any reason may be filled by the

Board of Directors.

Section 6. The Coordinator. The Coordinator shall be the chief executive officer of the corporation. He or she shall preside at all meetings of Members and of the Board of Directors. He or she shall have the powers and duties of immediate supervision and management of the corporation which usually pertain to his or her office, and shall perform all such other duties as are properly required of him or her by the Board of Directors.

Section 7. The Associate Coordinators. The Associate Coordinators may be designated by such title or titles as the Board of Directors may determine, and each Associate Coordinator in such order of seniority as may be determined by the Board of Directors shall, in the absence or disability of the Coordinator, or at his or her request, perform the duties and exercise the powers of the Coordinator. Each of the Associate Coordinators also shall have such powers as usually pertain to his or her office and shall perform such duties as usually pertain to his or her office or as are properly required of him or her by the Board of Directors.

Section 8. The Project Archivist and Assistant Project Archivists. The Project Archivist shall issue notices of all meetings of Members and of the Board of Directors where notices of such meetings are required by law or these by-laws. He or she shall attend meetings of Members and of the Board of Directors and keep the minutes thereof in a book or books to be provided for that purpose. He or she shall affix the corporate seal to and sign such instruments as require the seal and his or her signature and shall perform such other duties as usually pertain to his or her office or as are properly required of him or her by the Board of Directors. The Assistant Project Archivists may, in the absence or disability of the Recording Officer, or at his or her request or the request of the Coordinator, perform the duties and exercise the powers of the Project Archivist, and shall perform such other duties as the Board of Directors shall prescribe.

Section 9. The Business Officer and Assistant Business Officers. The Business Officer shall have the care and custody of all the moneys and securities of the corporation. He or she shall cause to be entered in the books of the corporation to be kept for that purpose full and accurate accounts of all moneys received by him or her and paid by him or her on account of the corporation. He or she shall make and sign such reports, statements and instruments as may be required of him or her by the Board of Directors or by the laws of the United States or of any state, country or other jurisdiction in which the corporation transacts business, and shall perform such other duties as usually pertain to his or her office or as are properly required of him or her by the Board of Directors. The Assistant Business Officers may, in the absence or disability of the Business Officer, or at his or her request or the request of the Coordinator, perform the duties and exercise the powers of the Business Officer, and shall perform such other duties as the Board of Directors shall prescribe.

Section 10. Officers Holding Two or More Offices. Any two or more offices may be held by the same person but no officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument is required by law or otherwise to be executed or verified by two or more officers.

Section 11. Duties of Officers May be Delegated. In case of the absence or disability of any officer of the corporation, or in case of a vacancy in any office or for any other reason that the Board of Directors may deem sufficient, the Board of Directors, except as otherwise provided by law, may temporarily delegate the powers or duties of any officer to any other officer or to any director.

Section 12. Compensation. The compensation of all officers shall be determined by the Board of Directors. The compensation of all other employees shall be fixed by the Coordinator within such limits as may be prescribed by the Board of Directors.

Section 13. Security. The corporation may secure the fidelity of any or all of its officers or agents by bond or otherwise, as may be required from time to time by the Board of Directors.

ARTICLE VIII
Indemnification of Officers and Directors

Section 1. Right of Indemnification. Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation for the defense of, or in connection with, any threatened, pending or completed actions or proceedings and appeals therein, whether civil, criminal, administrative or investigative, in accordance with and to the fullest extent permitted by the General Corporation Law of the State of Delaware or other applicable law, as such law now exists or may hereafter be adopted or amended; provided, however, that the corporation shall provide indemnification in connection with an action or proceeding (or part thereof) initiated by such a director or officer only if such action or proceeding (or part thereof) was authorized by the Board of Directors.

Section 2. Advancement of Expenses. Expenses incurred by a director or officer in connection with any action or proceeding as to which indemnification may be given under Section 1 of this Article V may be paid by the corporation in advance of the final disposition of such action or proceeding upon (a) the receipt of an undertaking by or on behalf of such director or officer to repay such advancement in case such director or officer is ultimately found not to be entitled to indemnification as authorized by this Article V and (b) approval by the Board of Directors acting by a quorum consisting of directors who are not parties to such action or proceeding or, if such a quorum is not obtainable, then approval by the Members. To the extent permitted by law, the Board of Directors or, if applicable, the Members, shall not be required to find that the director or officer has met the applicable standard of conduct provided by law for indemnification in connection with such action or proceeding before the corporation makes any advance payment of expenses hereunder.

Section 3. Availability and Interpretation. To the extent permitted under applicable law, the rights of indemnification and to the advancement of expenses provided in this Article VIII (a) shall be available with respect to events occurring prior to the adoption of this Article VIII, (b) shall continue to exist after any rescission or restrictive amendment of this Article VIII with respect to events occurring prior to such rescission or amendment, (c) shall be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding or, at the sole discretion of the director or officer, on the basis of applicable law in effect at the time such rights are claimed and (d) shall be in the nature of contract rights that may be enforced in any court of competent jurisdiction as if the corporation and the director or officer for whom such rights are sought were parties to a separate written agreement.

Section 4. Other Rights. The rights of indemnification and to the advancement of expenses provided in this Article VIII shall not be deemed exclusive of any other rights to which any director or officer of the corporation or other person may now or hereafter be otherwise entitled whether contained in the Certificate of Incorporation, these by-laws, a resolution of the Board of

Directors or an agreement. Without limiting the generality of the foregoing, the rights of indemnification and to the advancement of expenses provided in this Article VIII shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any director or officer of the corporation or other person in any action or proceeding to have assessed or allowed in his or her favor, against the corporation or otherwise, his or her costs and expenses incurred therein or in connection therewith or any part thereof.

Section 5. Severability. If this Article VIII or any part hereof shall be held unenforceable in any respect by a court of competent jurisdiction, it shall be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of this Article VIII shall remain fully enforceable.

ARTICLE IX
Finances

Section 1. Corporate Funds. The fund of the corporation shall be deposited in its name with such banks, trust companies or other depositories as the Board of Directors may from time to time designate. All checks, notes, drafts and other negotiable instruments of the corporation shall be signed by such officer or officers, employee or employees, agent or agents as the Board of Directors may from time to time designate. No officers, employees or agents of the corporation, alone or with others, shall have power to make any checks, notes, drafts or other negotiable instruments in the name of the corporation or to bind the corporation thereby, except as provided in this Section 1.

Section 2. Fiscal Year. The fiscal year of the corporation shall be the twelve-month period ending on June 30 of each year, unless otherwise provided by the Board of Directors.

Section 3. Reserves. The Board of Directors may set aside out of any funds of the corporation legally available for such purposes such sum or sums as the Board of Directors from time to time in its discretion shall deem proper as a reserve for working capital, for contingencies, or for such other purpose or purposes as the Board of Directors shall deem conducive to the interests of the corporation, and the Board of Directors may modify or abolish any such reserve in the manner in which it was created.

ARTICLE X
Corporate Seal

Section 1. Form of Seal. The corporate seal shall have inscribed thereon the name of the corporation, the year of its incorporation and the words "Corporate Seal" and "Delaware," and shall otherwise be in such form as shall be prescribed from time to time by the Board of Directors.

Section 2. Use of Seal. The corporate seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced in any manner.

ARTICLE XI
Amendments

Section 1. Procedure for Amending By-Laws . By-laws of the corporation may be adopted, amended or repealed at any meeting of the Board of Directors, notice of which shall have referred to the proposed action, by the vote of a majority of the entire Board of Directors.