

BY-LAWS

OF

TWIN CITIES CAMERA CLUB OF WESTERN NEW YORK, INC.

February 2, 2021

A corporation governed by the
Not-for-Profit Corporation Law of New York

ARTICLE I

NAME AND PURPOSES

Section 1. Name. The Corporation shall be known as Twin Cities Camera Club of Western New York, Inc. (hereinafter referred to as the “Corporation” or as the “Club”).

Section 2. Purposes. The purposes for which the Corporation has been organized are:

- (a) Sponsor regular photographic activities and programs,
- (b) Promote social activities, especially those pertinent to the club’s photographic programs,

(c) Provide contacts with other photographic organizations and outstanding photographers,

(d) Provide and maintain a library of photographic journals and related media for members' use; and

(e) To do any other acts or things incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors, or officers.

Section 3. Niagara Frontier Regional Camera Club. The Corporation shall affiliate with the Niagara Frontier Regional Camera Club (NFRCC) and participate in their activities.

ARTICLE II

MEMBERSHIP

Section 1. Membership Types. The membership of the Corporation shall consist of active and honorary members.

Section 2. Active Members. Any individual may become an active member (hereinafter referred to as a "Member") of the Corporation provided such individual (i) is interested and committed to furthering the purposes of the Corporation as set forth above in Article I and in the Corporation's Certificate of Incorporation and (ii) pays any and all membership dues.

Section 4. Honorary Members. Any individual may become an honorary member of the Corporation provided such individual (i) is interested and committed to furthering the purposes of

the Corporation as set forth above in Article I and in the Corporation's Certificate of Incorporation and (ii) is elected for honorary membership in the Corporation by the majority vote of the Board of Directors of the Corporation. The privileges of honorary membership shall include a standing invitation to attend all general meetings and Corporation events, but not the use of Corporation facilities or property except as authorized by the Board of Directors. Honorary members may not represent the Corporation or enter Corporation competitions or exhibitions. Honorary members shall not hold the office of Director, Officer, or Committee Person.

Section 5. Term of Membership. Each member and honorary member shall remain a member until such member's membership terminates by death, resignation, expulsion or otherwise. Non-transferable certificates of membership may be issued to the members.

Section 6. Suspension and Expulsion. Any member and honorary member of the Corporation may be suspended or expelled from membership for cause by a majority vote of the entire Board of Directors of the Corporation, but no member shall be suspended or expelled without due notice and an opportunity to appear and be heard at the meeting at which such action is proposed to be taken.

Section 7. Withdrawal. Any member may withdraw from the Corporation at any time by notice in writing to the President or the Secretary. The consent of the Corporation to a withdrawal shall not be necessary. Failure to pay any and all membership dues will automatically be deemed a withdrawal.

Section 8. Compensation. Members shall not receive compensation for their services to the Corporation, but they may be reimbursed for any reasonable pre-approved expenses incurred

on behalf of the Corporation. A member may, however, serve the Corporation in another capacity and may receive compensation therefor.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Management of Corporate Affairs. Except as otherwise provided by law, the Certificate of Incorporation or these By-Laws, the management of the activities, property and affairs of the Corporation shall be vested in the Board of Directors (hereinafter referred to collectively as the “Board” and individually as a “Director”).

Section 2. Number and Qualifications. The Corporation shall have five (5) Directors, three (3) of which shall be elected by the members in accordance with this Article III (“At-Large Directors”) and two (2) of which shall be the Corporation’s President and Treasurer, who shall serve as Ex-Officio members of the Board. The Board may increase and decrease the size thereof; provided, however, no decrease in the number of Directors shall shorten the term of any incumbent Director. All the Directors shall be at least eighteen years of age.

Section 3. Classification of Directors and Term of Office. The At-Large Directors shall be divided into three classes. The terms of office of each class of At-Large Directors shall be staggered so that each class serves for a separate three (3) year period; provided, however, in order to establish this staggered structure upon the adoption of these By-Laws, one At-Large Director shall be elected to serve for an initial: (i) one (1) year term; (ii) two (2) year term; and (iii) three

year term, after the expiration of which the successors to the class of At-Large Directors whose term shall then expire shall be elected to hold office for a full three (3) term.

Section 4. Election. At-Large Directors shall be elected at meetings of members by a plurality of the votes cast. The candidates to be voted upon shall be those nominated by the Nominating Committee, or those nominated and seconded by any member either in person at the annual meeting or in writing delivered to the Recording Secretary prior to the meeting. Members can vote for Directors either in person at the annual meeting or by proxy, which the Corporation shall provide to the members prior to the meeting. Such proxy ballot must be returned to the Corporation, either personally or by mail, before the commencement of the meeting. A member must vote for candidates equal in number to the number of Directors to be elected for such member's proxy ballot to be valid.

Section 5. Vacancies. Vacancies among the Directors may be filled by a vote of a majority of the Directors then in office, although less than a quorum exists. A Director elected to fill a vacancy shall hold office until the next annual meeting at which the election of Directors is in the regular order of business and until his or her successor is elected and qualified.

Section 6. Resignation. Any Director of the Corporation may resign at any time by giving his or her resignation to the President. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. Removal. Any Director may be removed for any reason, with or without cause, by the affirmative vote of a majority of the Board at any meeting of the Board, notice of which

shall have referred to the proposed action. Unexcused absence from two regular meetings of the Board in any twelve (12) month period shall, without limitation, be considered cause for removal.

Section 8. Contracts. No Director of the Corporation shall vote or be counted in determining the quorum for any vote, on any transaction between the Corporation and another corporation, firm, association, or other entity in which that Director is an officer or director or has a direct or indirect substantial financial interest. Any such interest shall be disclosed to the other Directors of the Corporation and made a matter of record. Such disclosure shall be made by the Director involved or, in his or her absence, by another Director having knowledge of the facts. In addition to refraining from voting, such Director shall neither participate in the deliberations nor use personal influence in the matter and any such transaction shall be at least as fair and reasonable to the Corporation as would otherwise then be obtainable by the Corporation. For the purposes of this section, a Director shall be deemed to have a direct or indirect substantial financial interest in any corporation, firm, association, or other entity in which such Director, together with his or her parents and spouse and all descendants of his or her parents and spouse, have an aggregate beneficial equity interest of ten percent or more.

Section 9. Compensation. No Director of the Corporation shall receive, directly or indirectly, salary, compensation, or remuneration from the Corporation, except reimbursement of expenses necessarily incurred in effecting one or more of the corporate purposes of the Corporation.

Section 10. Special Advisors. From time to time, the Board may designate special advisors to assist the Board or to assist the Corporation in its operations. Selection as a special

advisor shall not confer upon those selected any right to vote or to participate in the management of the Corporation, nor any liability with respect thereto.

ARTICLE IV

OFFICERS

Section 1. Officers. At its annual meeting, the Board shall elect a President, as well as a Vice-President, Recording Secretary, Communications Officer, Treasurer, Projected Image Chairperson, Monochrome Print Chairperson, Color Print Chairperson, Competition Chairperson, Historian/Librarian, Membership Coordinator, Past President/Alternate, and Annual Awards Banquet Chairperson. The Board may from time to time elect or appoint such additional Officers as it may determine. Such additional Officers shall have such authority and perform such duties as the Board may from time to time prescribe.

Section 2. Term of Office. Officers shall, unless otherwise determined by the Board, hold office for a term of one (1) year and until their successors have been elected or appointed and qualified. Any Officer may be removed or have his or her authority suspended by the Board at any time, with or without cause. If the office of any Officer becomes vacant for any reason, the Board shall have the power to fill such vacancy.

Section 3. Resignation. Any Officer may resign at any time by notifying the President or the Recording Secretary of the Corporation in writing. Such resignation shall take effect at the time specified therein and unless otherwise specified in such resignation, the acceptance thereof

shall not be necessary to make it effective.

Section 4. Duties of Officers May Be Delegated. In case of the absence or disability of an Officer, or for any other reason that the Board may deem sufficient, the Board, except where otherwise provided by law, may delegate the powers or duties of any Officer to any other Officer or to any member of the Board.

Section 5. President. The President shall preside at all meetings of the Board, and Operating Committee. The President shall exercise all authority and execute all instruments as authorized or directed by the Board and shall perform all duties as are properly required by the Board from time to time. The President shall (a) have access to all financial records and statements, (b) assume active leadership in the Corporation with other Officers, (c) help formulate policies and practices, (d) sign official documents in the name of the Corporation as required, (e) appoint members to carry out special or specific promotional assignments, (f) represent the Corporation at Niagara Frontier Regional Camera Club activities and (g) assist in training the incoming Officer for this position.

Section 6. Vice-President. The Vice-President shall, in the absence or at the request of the President, perform the duties and exercise the powers of the President, exclusive of the President's powers and duties of Ex-Officio Board Member. The Vice-President also shall have such powers and perform such duties as usually pertain to his or her office or as properly required by the Board. The Vice-President shall (a) serve as program director and initiate and formulate the Corporation's activities, and programs, (b) be familiar with the duties of the President and assume those duties in the President's absence, (c) along with the President, represent the Corporation in

Niagara Frontier Regional Camera Clubs' activities, (d) keep the Corporation informed on all matters pertaining to competitions and exhibitions, (e) advise and furnish in advance, to the Communications Officer, a brief description of visiting programs, and guests., (f) appoint a committee to assist in formulating the activity program for the coming season, to be finalized no later than as required by the Niagara Frontier Regional Camera Club's Board, and (g) assist in training the incoming Officer for this position.

Section 7. Treasurer. The Treasurer shall (a) have charge of the funds of the Corporation and establish accounting procedures, (b) prepare the annual budget for approval by the Operating Committee, (c) draw checks or money orders on Corporation funds for the payment of bills in accordance with the budget, (d) certify the accuracy of all vouchers and invoices received for payment, (e) maintain a petty cash fund, (f) order supplies and equipment for operations or delegate this responsibility to other members in the interest of expedience and economy, (g) present to the Operating Committee, for approval, expenditures exceeding the amount of \$200 not approved for in the annual budget, as expenditures up to \$200 not in the annual budget shall be paid only with the concurrence of both the Treasurer and the President, (h) present written financial reports at every regular business meeting, (i) prepare and file all required tax returns and information returns, (j) provide to the Recording Secretary and the Communications Officer the annual confirmed membership dues paid list, and (k) assist in training the incoming Officer for this position.

Section 8. Recording Secretary. The Recording Secretary shall (a) send notices of meetings of the Board or Operating Committee, at least two weeks prior to the meeting, as directed by the President or President's designee, (b) arrange for minutes to be recorded at all Operating Committee meetings or Special Meetings of the Membership , (c) prepare ballots for election, have

ballots counted and election results published, (d) prepare and execute rules and regulations governing the use and maintenance of meeting places, and (e) assist in training the incoming Officer for this position.

Section 9. Communications Officer. The Communications Officer shall (a) establish procedures to handle all Corporation correspondence, (b) be responsible for the release of newsworthy items of the Corporation's activities, (c) communicate program changes, notices and news to all members, (d) be responsible for publishing or posting the current Certificate of Incorporation, By-Laws, competition rules, competition scores, competition galleries on the Corporation's website or any other technology that facilitates the Corporation's communication to its members; (e) establish and maintain the annual membership roster database as established by the Treasurer's Paid Dues List, and (f) assist in training the incoming Officer for this position.

Section 10. Projected Image Chairperson. The Projected Image Chairperson shall (a) keep records of merit awards, certificates, ribbons and medals pertaining to the Projected Image Division, (b) be responsible for collecting, cataloguing, recording, and presenting images after presentation in competitions and exhibitions, (c) coordinate activities with the Vice-President, (d) announce and present awards to all groups of the Projected Image Division, (e) coordinate with the competition chair to select award winning images to be presented in competition outside the club as determined by the competition rules, (f) responsible to work with the print chairpersons and competition chairpersons to acquire and prepare the awards for the end of the year banquet, (g) appoint assistants as necessary, (h) assist in training the incoming Officer for this position, and (i) secure judges working cooperatively in conjunction with the Monochrome Print Chairperson, the Color Print Chairperson, and the Competition Chairperson.

Section 11. Monochrome Print Chairperson. The Monochrome Print Chairperson shall (a) keep records of merit awards, certificates, medals, and ribbons pertaining to the Monochrome Print Division, (b) be responsible for collecting, cataloguing, recording, presenting and returning prints after presentation in competitions or exhibitions, (c) coordinate activities with the Vice-President, (d) announce and present awards to all groups of the Monochrome Print Division, (e) coordinate with the competition chair to select award winning prints to be presented in competitions outside the Corporation as determined by competition rules, (f) assist the Color Print Chairperson with presentations, (g) responsible to work with the print, digital, and competition chairpersons to acquire and prepare the awards for the end of the year banquet, (i) assist in training the incoming Officer for this position, and (j) secure judges working cooperatively in conjunction with the Projected Image Chairperson, Color Print Chairperson, and the Competition Chairperson.

Section 12. Color Print Chairperson. The Color Print Chairperson shall (a) keep records of merit awards, certificates, medals, and ribbons pertaining to the Color Print Division, (b) be responsible for collecting, cataloguing, recording, presenting and returning prints after presentation in competitions or exhibitions, (c) coordinate activities with the Vice-President, (d) announce and present awards to all groups of the Color Print Division, (e) coordinate with the competition chair to select award winning prints to be presented in competitions outside the Corporation as determined by competition rules, (f) assist the Monochrome Print Chairperson with presentations, (g) responsible to work with the print, digital, and competition chairpersons to acquire and prepare the awards for the end of the year banquet, (h) appoint assistants as necessary,

(i) assist in training the incoming Officer for this position, and (j) secure judges working cooperatively in conjunction with the Projected Image Chairperson, Monochrome Print Chairperson, and the Competition Chairperson.

Section 13. Competition Chairperson. The Competition Chairperson shall (a) coordinate with the print and projected chairs to select award winning prints and projected images to be presented in competitions outside the Corporation as determined by competition rules: NFRCC/OCCC, McKellar, Rainbow, Golden Horseshoe, End of Year, and any other outside competition that the Corporation might become engaged in, (b) accept records of merit awards, certificates, medals, and ribbons pertaining to the Print and Projected Divisions, (c) coordinate activities and announcements with the Vice-President and Communications Officer, (d) announce and present competition awards, (e) assist digital and print chairs as necessary, (f) responsible to work with the print and digital chairpersons, and the Banquet Awards Committee so that awards may be acquired and prepared for the end of the year banquet, (g) appoint assistants as necessary, (h) assist in training the incoming Officer for this position, and (j) secure judges working cooperatively in conjunction with the Projected Image Chairperson, the Monochrome Print Chairperson, and the Color Print Chairperson..

Section 14. Historian/Librarian. The Historian/Librarian shall (a) document and maintain records of the past and current member activities, (b) maintain and release to members as required, journals, periodicals, books, slides, tapes, and any other media pertaining to photography, (c) be responsible for maintaining inventory lists of Corporation property and

equipment, (d) provide inventory information to the Treasurer as necessary, and (e) assist in training the incoming person for this position.

Section 15. Membership Coordinator. The Membership Coordinator shall (a) be responsible for the registration and introduction to the membership of all visiting guests and new members, (b) assist the Communications Officer in the release of news articles, (c) shall be responsible for scheduling refreshment donors and may appoint a committee or assistant for refreshments, and (d) assist in training the incoming Officer for this position.

Section 16. Past President/Alternate. The Past President/Alternate shall (a) be an advisor to the Operating Committee and carry out special assignments, (b) be familiar with the duties of the other Officers and be prepared to assume those duties in the event of an absence, (c) should the office of Past President/Alternate become vacant, the Board, shall appoint a new Alternate, and (d) assist in training the incoming Officer for this position.

Section 17. Annual Awards Banquet Chairperson. The Annual Awards Banquet Chairman shall (a) oversee and guide a working committee responsible for all aspects of the Annual Awards Banquet, (b) guide the committee, inclusive of Officers, Board Members, and Club Members to ensure a coordinated effort to conduct this event, (c) hold regular committee meetings to ensure coordination and status updates regarding venue, menu, ticket sales, budget, publicity, invites to other NFRCC clubs, awards, educational program, and other matters deemed appropriate by the Chairperson and Committee.

Section 18. Officers Holding Two or More Offices. Any two or more offices, except those of President and Secretary, may be held by the same person, but no Officer shall execute 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 19. Compensation. No Officer shall receive, directly or indirectly, salary, compensation, or emolument from the Corporation, except reimbursement of expenses necessarily incurred in effecting one or more of the corporate purposes of the Corporation, provided that such expenses shall have been approved by the Operating Committee.

ARTICLE V

COMMITTEES

Section 1. Committees of the Board.

(a) The Corporation shall have the following committees of the Board:

(i) **Operating Committee.** The Operating Committee is responsible for planning and executing all the programmatic activities that fulfill the not-for-profit purposes of the Corporation as defined in Article I of these By-Laws and the Articles of Incorporation. The Operating Committee shall consist of the entire Board and all the Officers. The order of business and all other matters of procedure at every meeting of the Operating Committee shall be governed by the latest edition of “Democratic Rules of Order”, by Fred and Peg Francis. The President or the President’s designee shall preside at meetings of the Operating Committee. Each Board Member and Officer has an equal vote and an equal voice. Notice of the Operating Committee meetings stating the time and place thereof shall be given by the President, or the President’s

designee. The President, or the President's designee shall request that the Recording Secretary send out notices to each member of the Operating Committee not less than two (2) weeks before the meeting, by delivering the notice to each member of the Operating Committee personally, by regular mail, or by telephone, facsimile or electronic mail. All Club members are entitled to attend meetings of the Operating Committee. Club members may bring matters of concern to the meeting but are not allowed to vote on motions. The Operating Committee shall not meet in Executive Session.

(ii) Nominating Committee. The Nominating Committee shall determine the nominees for election as Directors and may determine nominees for Officers. None of the members of the Nominating Committee shall be a current Director or Officer. The chairperson of the Nominating Committee shall be designated at the time of appointment. The Nominating Committee shall attempt to present a minimum of two candidates for each office.

(b) The Board, by resolution or resolutions adopted by a majority of the entire Board, may create other committees of the Board. Each committee of the Board shall consist of three or more persons. The President shall be an ex-officio member of each committee, except for the Nominating Committee. Each committee of the Board shall serve at the pleasure of the Board.

Section 2. Acts and Proceedings. All acts done and power and authority conferred by any committee of the Board within the scope of its authority provided in the resolution establishing the committee shall be an act under the authority of the Board. All committees shall keep regular minutes of its proceedings and report its actions to the Board when required.

Section 3. Meetings of Committees. Committees of the Board shall meet at such times

and places stipulated in a Notices of Meetings to be provided by the Presiding Board Member, Officer, or Chairperson. A quorum shall be required for the transaction of business and shall consist of not less than one-half of the entire committee. The order of business and all other matters of procedure at every meeting shall be governed by the latest edition of “Democratic Rules of Order”, by Fred and Peg Francis. With regards to action without a meeting and presence at meeting by telephone, meetings of committees shall also be governed by the provisions of Sections 8 and 9 of Article V of these By-Laws, which govern meetings of the entire Board.

Section 4. Committees of the Corporation. The Board, by resolution adopted by a majority of the entire Board, may appoint from time to time any number of persons as advisors of the Corporation to act as a committee of the Corporation. Each such committee of the Corporation shall serve at the pleasure of the Board and shall have only the authority or obligations as the Board may from time to time determine.

ARTICLE VI

PROCEDURAL AUTHORITY

Section 1. Rules of Order. In all procedural matters not covered by the Articles of Incorporation, By-laws, and Standing Rules, the latest edition of “Democratic Rules of Order”, by Fred and Peg Francis shall be used.

ARTICLE VII

MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the members of the Corporation, which may include the election of Directors when applicable and for the transaction of such other business as may properly come before the meeting, shall be held at a place and time to be determined by the Board.

Section 2. Special Meetings. Special meetings of the members, except as otherwise provided by law, may be called to be held at the principal office of the Corporation or elsewhere at any time by the President, and shall be called by the President or the Recording Secretary at the request in writing of one-third or more of the Directors then in office or at the request in writing of ten percent (10%) or more of the members entitled to vote at such meeting. Such request shall state the purpose or purposes of the proposed meeting. Business transacted at a special meeting shall be confined to the objects stated in the call and matters germane thereto.

Section 3. Notice of Meetings and Members. Written notice of the place, date, and hour of each meeting of the members shall be given, personally, by mail or by electronic mail, to each member entitled to vote at such meeting, and, unless it is an annual meeting, indicate that it is being issued by or at the direction of the person or persons calling the meeting. If the notice is given personally, by first class mail, or by electronic mail, it shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting. If the notice is 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. If mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the member at its address as it appears on the list of members, or, if such

member shall have filed with the Secretary of the Corporation a written request that notices to it be mailed to some other address, then directed to such member at such other address. An affidavit of the Secretary or other person giving the notice or of a transfer agent of the Corporation that the notice required by this Section has been given shall be prima facie evidence of the facts therein stated. Notice of any meeting of members need not be given to any members who submit 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 of the lack of notice of such meeting shall constitute a waiver of notice by him. The meeting shall be duly called and held if notice is given to, or is waived by, all absent members.

Section 4. Quorum. At every meeting of members, except as otherwise provided by law or these By-Laws, a quorum must be present for the transaction of any business and a quorum shall consist of the presence in person or by proxy of thirty percent (30%) of the members entitled to vote at a meeting.

Section 5. Voting - Proxies. Except as otherwise provided in the Certificate of Incorporation or by law, each member shall be entitled at every meeting of the members to one vote. Except as otherwise provided by law or these By-Laws, all questions that shall come before a meeting shall be decided by a majority of votes cast. A member may vote either in person or by written proxy signed by him or his attorney-in-fact and delivered to the secretary of the meeting. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the person executing it or his personal representatives, unless it is entitled “irrevocable proxy” in which event its revocability shall be determined by the law of the State of New York in effect at the time.

Section 6. Adjournments. Members entitled to vote who are present in person or by proxy at any meeting of members, whether or not they constitute a quorum, shall have power by a majority vote to adjourn the meeting from time to time. Subject to any notice required by law, at any adjourned meeting at which a quorum is present any business may be transacted which might have been transacted on the original date of the meeting.

Section 7. List of Members. A list of members entitled to vote, certified by the corporate officer responsible for its preparation or by the transfer agent, shall be produced at any meeting of members upon the request therefor of any member who has given written notice to the Corporation that such request will be made at least ten (10) days prior to such meeting. If the right to vote at any meeting is challenged, the person presiding thereat, shall require such list of members to be produced as evidence of the right of the persons challenged to vote at such meeting, and all persons who appear from such list to be members entitled to vote thereat may vote at such meeting.

Section 8. Procedure. The order of business and all other matters of procedure at every meeting of members shall be governed by the latest edition of “Democratic Rules of Order”, by Fred and Peg Francis. The President or the President’s designee shall preside at all meetings of members.

Section 9. Action Without a Meeting. Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by all the members entitled to vote thereon.

ARTICLE VIII

MEETINGS OF DIRECTORS

Section 1. Annual Meeting. The annual meeting of the Board shall be held at a place and time to be determined by the Board. The primary purpose of the Annual Meeting of the Board is for the At-Large Directors to elect the Ex-Officio Directors and for the entire Board to Elect the Officers of the Corporation.

Section 2. Special Meetings. Special meetings of the Board may be called at any time by the written request of any Director. Such request shall state the purpose or purposes for which the meeting is to be called. Each special meeting of the Board shall be held at such time and place as the person calling the meeting shall determine and the notice of the meeting shall specify.

Section 3. Notice of Meetings. Notice of Board of Director meetings stating the time and place thereof shall be given by the President, or the President's designee, to each member of the Board not less than three (3) days before the meeting, by delivering the notice to each member of the Board personally, by regular mail, or by telephone, facsimile or electronic mail.

Section 5. Quorum and Action by the Board. At all meetings of the Board, except as otherwise provided by law, the Certificate of Incorporation or these By-Laws, a quorum shall be required for the transaction of business and shall consist of not less than one-half of the entire Board. 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.

Section 6. Waiver of Notice. Whenever under any provision of these By-Laws, the Certificate of Incorporation, the terms of any agreement or instrument, or law, the Board is authorized to take any action after notice to any person or persons or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of such period of time if, at any time before or after such action is completed, the person or persons entitled to such notice or entitled to participate in the action to be taken submits personally, or by his or her duly authorized attorney in-fact, a signed waiver of such notice or time requirements.

Section 7. Procedure. The order of business and all other matters of procedure at every meeting of the Board shall be governed by the latest edition of “Democratic Rules of Order”, by Fred and Peg Francis. The President or the President’s designee shall preside at meetings of the Board.

Section 8. Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board 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 or committee shall be filed with the minutes of the proceedings of the Board or committee.

Section 9. Presence at Meeting by Telephone. Members of the Board may participate in a meeting of such Board or 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 in a meeting by such means shall constitute presence in person at the meeting.

ARTICLE IX

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Right of Indemnification. Each Director and each Officer of the Corporation, whether or not then in office, and any person whose testator or intestate was such a Director or Officer, 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 Not-For-Profit Corporation Law of the State of New York 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.

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 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; and (b) approval by the Board acting by a quorum consisting of Directors who are not parties to such action or proceeding. To the extent permitted by law, the Board 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 shall, (a) be available with respect to events occurring prior to the adoption of this Article; (b) continue to exist after any rescission or restrictive amendment of this Article with respect to events occurring prior to such rescission or amendment; (c) 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 (or, if applicable, at the sole discretion of the testator or intestate of such Director or Officer seeking such rights), on the basis of applicable law in effect at the time such rights are claimed; and (d) 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 shall not be deemed exclusive of any other rights to which any Director or Officer 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 or an agreement providing for such indemnification, the creation of such other rights being hereby expressly authorized. Without limiting the generality of the foregoing, the rights of indemnification and to the advancement of expenses provided in this Article shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any Director or Officer 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 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 shall remain fully enforceable. Any payments made pursuant to this Article shall be made only out of funds legally available therefor.

ARTICLE X

CORPORATE FINANCE

Section 1. Corporate Funds. The funds of the Corporation shall be deposited in its name with such banks, trust companies or other depositories as the Board 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, agent or agents, employee, or employees as the Board from time to time may designate. No Officers, agents, or employees of the Corporation, alone or with others, shall have the 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.

Section 2. Fiscal Year. The fiscal year of the Corporation shall be the twelve (12) month period ending May 31 of each year unless otherwise provided by the Board.

Section 3. Voting of Securities Held by the Corporation. Stocks or other securities owned by the Corporation may be voted in person or by proxy as the Board or the Executive Committee shall specify. In the absence of any direction by the Board or Executive Committee, such stocks or securities shall be voted by the President as he or she shall determine is in the best interests of the Corporation.

Section 4. Income from Corporate Activities. All income from activities of the Corporation shall be applied to the maintenance, expansion, or operation of the lawful activities of the Corporation.

ARTICLE XI

AUTHORITY TO BIND THE CORPORATION

Section 1. Scope of Agency. Only Board of Director Members of the Corporation shall have the authority to bind the Corporation in contractual and fiduciary matters. Binding of the Corporation is subject to the majority approval of the Board.

ARTICLE XII

CORPORATE SEAL

Section 1. Form of Seal. The seal of the Corporation shall be in such form as may be determined from time to time by the Board.

ARTICLE XII

AMENDMENTS

Section 1. Procedure for Amending By-Laws. The By-Laws of the Corporation may be adopted, amended, or repealed at any meeting of the Board or Members, notice of which shall have included specification of the proposed action, by the vote of the majority of the Board or Members. At the meeting where the adoption, amendment or repeal of the By-Laws is properly on the agenda, the proposed change to the By-Laws may be revised and acted upon without further notice.

ARTICLE XIII

STANDING RULES

Section 1. Standing Rules. The Operating Committee may adopt Standing Rules, which will assist in the efficient operation of the programmatic Corporation Activities. Standing Rules may be changed without previous notice by a majority vote of the Operating Committee. These Standing Rules may include, but are not limited to:

- (i) TCCC Critique / Competition Rules