

BY-LAWS
OF
WESTERN NEW YORK ENVIRONMENTAL ALLIANCE, INC.

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

ARTICLE I
MEMBERS AND NON-MEMBERS

1. Members.

a. Membership in the Western New York Environmental Alliance, Inc. (the “Alliance”) is open to not-for-profits and community groups, both established and emerging, with a strong environmental interest as demonstrated by organizational mission and / or strategic plan and programmatic activity.

b. Any eligible group may seek Membership in the Alliance by submitting an application for consideration by the Board of Directors. A Member must be approved by a two-thirds (2/3) vote of the Board of Directors present at a duly called meeting of the Board. In order to be considered a member of the Alliance, a group must sign on to the Alliance’s Shared Agenda and pledge to participate in Alliance activities. The Board may institute such process as may be required to determine membership eligibility and may constitute a committee to review and recommend such membership to the full Board.

c. The membership of any Member may be terminated by a two-thirds (2/3) vote of the Board of Directors present at a duly called meeting of the Board.

d. A Member of the Alliance shall have all the rights and privileges of members under the Not-for-Profit Corporation Law. Members shall be referred to in these By-laws as “Members” or “Voting Members.”

2. Supporters and Associates. Any entity or other person that is not eligible for Membership may assist and participate in the Alliance efforts as a Supporters or Associates, as set forth below.

a. Supporters are other non-profit and community groups, individuals, for-profit institutions and elected officials who or which sign on to the shared agenda, and pledge to support and provide resources and input to the Alliance. Supporters must be approved by a two-thirds (2/3) vote of the Board of Directors at a duly called meeting of the Board.

b. Associates are governmental entities, academic institutions, departments and programs that are interested and willing to provide resources, advice and expertise to the Alliance. Affiliates must be approved by a two-thirds (2/3) vote of the Board of Directors at a duly called meeting of the Board.

c. Supporters and Associates shall have only such rights or privileges as are expressly provided in these By-laws or by resolution of the Board of Directors subject to these By-laws, shall not be deemed members under the Not-for-Profit Corporation Law, and shall not have any vote.

3. Groups.

a. Working Groups and Affinity Groups may be established by the Board of Directors as “committees of the corporation” pursuant to Article V, Section 2, of these By-laws and shall have only such authority as is expressly delegated by the Board.

b. Working Groups may be comprised of Members, Supporters, and Associates. Working Groups are required to meet no less than bi-monthly and to submit quarterly activity reports to the Board of Directors in writing prior to the Board’s quarterly meeting. Working Groups are expected to make recommendations to the Board of Directors and may coordinate collaborative projects, but cannot speak or take positions on behalf of the Alliance.

c. Affinity Groups may be comprised of Members, Supporters, and Affiliates and guests. Affinity Groups are largely a means of establishing and enhancing communication among sectors of the Members, Supporters, Associates, and the environmental community. Affinity Groups can make recommendations to the Board of Directors and may coordinate collaborative projects, but cannot speak or take positions on behalf of the Alliance. There are no attendance requirements to be considered member of Affinity Group. Affinity Groups maybe ad hoc or ongoing issue-based.

d. Working Groups and their members shall have only such rights or privileges as are expressly provided in these By-laws or by resolution of the Board of Directors subject to these By-laws, shall not be deemed members under the Not-for-Profit Corporation Law, and shall not have any vote.

ARTICLE II

MEETINGS OF VOTING MEMBERS

1. Annual Meeting. The annual meeting of the Members of the Alliance, for the election of directors and for the transaction of such other business as may be set forth in the notice of meeting, shall be held each year at such time and at such place within or without the State of New York as the Chairperson or Vice Chairperson shall determine and the notice of the meeting shall specify.

2. Special Meetings. Special meetings of the Voting Members may be called by the Board of Directors or by the Chairperson or Vice Chairperson, and shall be called by the Chairperson or Vice Chairperson at the request in writing of three or more members of the Board of Directors, or at the request in writing of at least 40% of the Voting Members of the Alliance. Such request shall state the purpose or purposes for which the meeting is to be called. Each special meeting of the Voting Members shall be held at such time and at such place within or

without the State of New York as the Board of Directors or the person calling the meeting shall determine and the notice of the meeting shall specify.

3. Notice of Meetings. Written notice of each meeting of the Voting Members shall be given, personally, by mail, by facsimile telecommunications, or by electronic mail not less than 10 or more than 50 days before the date of the meeting, to each Voting Member. If mailed, such notice shall be deposited in the United States mail, with first-class postage thereon prepaid, directed to the Voting Member at his or her address as it appears on the record of Voting Members. If sent by facsimile telecommunication or electronic mail, such notice is given when directed to the Voting Member's fax number or electronic mail address as it appears on the record of members, or, to such fax number or other electronic mail address as filed with the secretary of the Alliance. Notwithstanding the foregoing, such notice shall not be deemed to have been given by facsimile telecommunication or electronic mail (a) if the Alliance is unable to deliver two consecutive notices to the Voting Member by facsimile telecommunication or electronic mail or (b) the Alliance otherwise becomes aware that notice cannot be delivered to the Voting Member by facsimile telecommunication or electronic mail. The notice shall state the place, date and hour of the meeting, the purpose or purposes for which the meeting is called and, unless it is the annual meeting, indicate that the notice is being issued by or at the direction of the person calling the meeting. The notice need not refer to the approval of minutes or to other matters normally incident to the conduct of the meeting. Except for such matters, the business which may be transacted at the meeting shall be confined to business which is related to the purpose or purposes set forth in the notice.

4. 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 Voting Members are 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, or by his or her duly authorized attorney-in-fact, submit a signed waiver of such notice or time requirements. The waiver must be signed by the Voting Member or, if the Voting Member is not a natural person, the Voting Member's authorized officer, director, employee, or agent, by signing such waiver or causing the signature to be affixed to such waiver by any reasonable means, including, but not limited to facsimile signature. The transmission of the waiver may be sent by electronic mail as long as it sets forth, or is submitted with, information from which it can reasonably be determined that the transmission was authorized by the Voting Member.

5. Quorum. At each meeting of Voting Members for the transaction of any business, a quorum for the transaction of business shall consist of a majority of the Voting Members.

6. Procedure. The order of business and all other matters of procedure at every meeting of Voting Members may be determined by the presiding officer.

7. Voting. Each Voting Member in good standing shall be entitled at every meeting of Voting Members to one vote on all matters appropriate for consideration by the Alliance's Membership. Directors elected at any meeting of the Voting Members shall, except as otherwise provided by law or the certificate of incorporation, be elected by a plurality of the votes cast. All other corporate action to be taken by vote of the Voting Members shall, except as otherwise provided by law, the certificate of incorporation or these by-laws, be authorized by a majority of

the votes cast. The vote for directors, or upon any question before a meeting of the Voting Members, shall not be by ballot unless the person presiding at such meeting shall so direct or any Voting Member shall so demand.

8. Reports. The Board of Directors shall present at each annual meeting a report, verified by the Chairperson and Treasurer or by a majority of the directors, showing in appropriate detail the following:

(a) The assets and liabilities, including the funds, of the Alliance as of the end of twelve month fiscal period of the Alliance terminating not more than six months prior to said meeting.

(b) The principal changes in assets and liabilities, including trust funds, during said fiscal period.

(c) The revenue or receipts of the Alliance, both unrestricted and restricted to particular purposes, during said fiscal period.

(d) The expenses or disbursements of the Alliance, for both general and restricted purposes, during said fiscal period.

(e) The number of members of the Alliance as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period, and a statement of the place where the names and places of residence of the current members may be found.

Such report shall be filed with the records of the Alliance and a copy or an abstract thereof shall be entered in the minutes of the proceedings of the annual meeting at which the report is presented.

9. Written Consent of the Voting Members Without a Meeting. Whenever by law Voting 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 of the Voting Members. The consent must be signed by the Voting Member or, if the Voting Member is not a natural person, the Voting Member's authorized officer, director, employee or agent, by signing such consent or causing the signature to be affixed to such waiver by any reasonable means including but not limited to facsimile signature. The consent may be sent by electronic mail as long as the consent sets forth, or is submitted with, information from which it can reasonably be determined that the transmission was authorized by the Voting Member. Written or electronic consent thus given by all of the Voting Members shall have the same effect as a unanimous vote of the Voting Members.

ARTICLE III

BOARD OF DIRECTORS

1. Management of Corporate Affairs. Except as otherwise provided by law, the Certificate of Incorporation of the Alliance or these by-laws, the activities, property and affairs of the Alliance shall be managed by the Board of Directors.

2. Number and Qualifications. The Board of Directors shall consist of not less than nine and not more than fifteen directors, who shall be elected by the Voting Members at

the annual meeting of the Members. The number of directors, within that range, elected by the Members from time to time shall be deemed the “entire board,” as that term is used in the Not-for-Profit Corporation and these by-laws, except that either the Members or the Board, by vote of a majority of the entire board, may increase or decrease the number of directors within that range. The directors may increase or decrease the number of directors of the Alliance by a vote of the majority of the entire Board, but the number of directors constituting the entire Board shall at no time be less than nine. No decrease in the number of directors shall shorten the term of any incumbent director. All of the directors shall be at least eighteen (18) years of age.

3. Classes of Directors and Term of Office.

a. The directors shall be divided into two classes, which may be designated as Class I and Class II. Each class shall be as nearly equal in number as possible.

b. At the first annual meeting of Voting Members following the adoption of this section, directors shall initially be elected to Class I for terms expiring at the first succeeding annual meeting and to Class II for terms expiring at the second succeeding annual meeting thereafter.

c. At each annual meeting after the first annual meeting of Voting Members following adoption of this section, successors to the class of directors whose terms then expire shall be elected for full terms that expire at the second annual meeting thereafter.

d. 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. When the number of directors is increased by the Board of Directors and such newly created directorships are filled by the Board, there shall be no classification of the additional directors until the next annual meeting of Voting Members.

4. Vacancies. Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the Board of Directors for any reason may be filled by a vote of a majority of the directors then in office, although less than a quorum exists, or any such newly created directorships and vacancies occurring in the Board of Directors for any reason may be filled by vote of the Voting Members at any meeting of Voting Members, notice of which shall have referred to the proposed election. If any such newly created directorships or vacancies occurring in the Board of Directors for any reason shall not be filled prior to the next annual meeting of Voting Members, they shall be filled by vote of the Voting Members at the annual meeting. A director elected to fill a vacancy, unless elected by the Voting Members, shall hold office until the next meeting of Voting Members at which the election of directors is in the regular order of business, and until his or her successor has been elected and qualified.

5. Resignation. Any director of the Alliance may resign at any time by giving his or her resignation to the Chairperson, the Vice Chairperson or the Secretary. 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.

6. Removal. Any director may be removed with or without cause by the affirmative vote of the Voting Members or with cause by the affirmative vote of a majority of the Board of Directors at any meeting of the Board, notice of which shall have referred to the

proposed action. Unexcused absence from two regular meetings in any 12-month period shall, without limitation, be cause for removal.

7. Compensation. No director of the Alliance shall receive, directly or indirectly, salary, compensation or emolument from the Alliance, except reasonable compensation for services actually performed and reimbursement of expenses necessarily incurred in effecting one or more of the corporate purposes of the Alliance.

ARTICLE IV MEETINGS OF DIRECTORS

1. Regular Meetings. Regular meetings of the Board of Directors shall be held at least bi-monthly.

2. Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chairperson, or in his or her absence or disability, the Vice-Chairperson, and must be called by such officer on written request by one-third of the directors. Such request shall state the purpose or purposes for which the meeting is to be called. Each special meeting of the Board of Directors shall be held at such time and place as the person calling the meeting shall determine and the notice of the meeting shall specify.

3. Annual Meeting. The annual meeting of the Board of Directors shall be the regular meeting held immediately following the annual meeting of the Members, or such other regular meeting as the Board of Directors shall designate.

4. Notice of Meetings. Notice of each regular or special meeting of the Board of Directors stating the time and place thereof shall be given by the Chairperson, the Vice-Chairperson or the Secretary to each member of the Board not less than three (3) days before the meeting, by mailing the notice, postage prepaid, addressed to each member of the Board at his or her residence or usual place of business, or not less than two (2) days before the meeting, by delivering the notice, postage prepaid, addressed to each member of the Board at his or her residence or usual place of business, or not less than two (2) days before the meeting, by delivering the notice to each member of the Board personally, by electronic mail, by facsimile telecommunication, or by telephone.

5. Quorum and Action by Board. At all meetings of the Board of Directors, 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 Board, and the vote of a majority of the directors present at the time of a vote, if a quorum is present at such time, 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.

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

7. 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 consent may be sent by electronic mail as long as the consent sets forth, or is submitted with,

information from which it can reasonably be determined that the transmission was authorized by the director. 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.

8. Presence at the Meeting by Telephone. One or more members of the Board of Directors or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation in a meeting by such means shall constitute presence in person at the meeting as long as all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the board.

ARTICLE V

COMMITTEES OF DIRECTORS

1. Board Committees. The Board of Directors, by resolution or resolutions adopted by a two-thirds vote, may designate from among its members committees, each consisting of three or more directors with one director being designated as the committee chairperson, and may designate one or more directors as alternate members of any such committee who may replace any absent member or members at any meeting of such committee. Each such committee shall have only the authority provided in these By-laws and shall serve at the pleasure of the Board of Directors. Each standing committee shall have such a name as may be provided from time to time in these By-laws or in the resolution or resolutions of the Board of Directors. The members of each committee shall hold such office for one year and until their successors are elected.

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, officers, Members, Supporters, Associates, or other persons. Except as otherwise provided in these by-laws, 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. Except as otherwise provided in this Article, the provisions of these By-laws and applicable law that apply to officers of the Alliance generally shall apply to the members of such committees who are not already directors or officers of the Alliance.

3. Provisions Applicable to All Committees. The Board of Directors may, by resolution, eliminate any committee, combine committees, or reassign functions among committees. Each committee shall have only such authority as is specified in these By-laws or upon the creation of such committee. Except as so specified, no committee shall have any of the authority the Board of Directors. Except as otherwise provided in these By-laws, (a) members of each committee shall serve a term of one year and until their successors are elected unless such committee is sooner dissolved, (b) persons who are not directors or officers, including without limitation employees of the Alliance, may be appointed as non-voting advisory members of any committee, (c) committees shall meet at such times and places as the chairs of the committees shall determine and the notice of the meeting shall specify, and (d) meetings of committees shall

be governed by the provisions of these By-laws that govern meetings of the Board of Directors as if such provisions referred to such committees instead of the Board. Each committee shall keep regular minutes of its proceedings.

ARTICLE VI

OFFICERS

1. Officers. The Board of Directors shall annually, at the first meeting of the Board after the annual meeting of Voting Members, appoint or elect a Chairperson, Vice-Chairperson, Secretary, and Treasurer. The Board of Directors may from time to time elect or appoint such additional officers as it may determine, including but not limited to an Assistant Secretary and an Assistant Treasurer. Such additional officers shall have such authority and perform such duties as are prescribed by these bylaws or by the Board of Directors from time to time.

2. Term of Office. Each officer shall, unless otherwise determined by the Board of Directors, hold office until the first meeting of the Board following the next annual meeting of the Voting Members and until their successors have been elected or appointed and qualified. 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. Any officer, however, may be removed or have his or her authority suspended by the Board of Directors at any time, with or without cause. If the office of any officer becomes vacant for any reason, the Board of Directors shall have the power to fill such vacancy.

3. Resignation. Any officer may resign at any time by notifying the Board of Directors, the Chairperson, the Vice Chairperson or the Secretary of the Alliance in writing. Such resignation shall take effect at the time specified therein unless otherwise specified in such resignation, the acceptance thereof shall not be necessary to make it effective.

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

5. Chairperson. The Chairperson shall have general oversight over the business and affairs of the Alliance, shall preside at all meetings of the Members and the Board of Directors, and shall have such other powers and duties as shall be prescribed from time to time by the Board of Directors. No employee may be Chairperson.

6. Vice-Chairperson. The Vice-Chairperson shall, in the absence or at the request of the Chairperson, perform the duties and exercise the powers of the Chairperson. The Vice-Chairperson shall also have such powers and perform such duties as usually pertain to the office or as are properly required by the Board of Directors.

7. Secretary. The Secretary shall issue notices of all meetings of directors and Members where notices of such meetings are required by law or these by-laws. The Secretary shall attend all meetings of the Board of Directors and keep minutes thereof. The Secretary shall affix the corporate seal to and sign such instruments as require the seal or the Secretary's signature and shall perform such other duties as usually pertain to the office or are properly required by the Board of Directors.

8. Treasurer. The Treasurer shall have the care and custody of all the moneys and securities of the Alliance. The Treasurer shall cause to be entered in the books of the Alliance to be kept for that purpose full and accurate accounts of all moneys received and paid on account of the Alliance. The Treasurer 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 or country, and shall perform such other duties as usually pertain to the officer or as are properly required of the Treasurer by the Board of Directors.

9. Officers Holding Two or More Offices. Any two or more offices, except those of Chairperson 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.

10. Compensation. No officer of the Alliance shall receive, directly or indirectly, salary compensation or emolument from the Alliance, except reasonable compensation for services actually performed and reimbursement of expenses necessarily incurred in effecting one or more of the corporate purposes of the Alliance.

ARTICLE VII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

1. Right of Indemnification. Each director and officer of the Alliance, whether or not then in office, and any person whose testator or intestate was such a director or officer, shall be indemnified by the Alliance 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 Alliance 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. Notwithstanding anything to the contrary in this Article, the Alliance shall not provide any indemnification for any liability or expense of the director or officer if providing such indemnification would constitute “self dealing” under applicable provisions of the United States Internal Revenue Code of 1986 and regulations promulgated thereunder, as such law or regulations may be amended from time to time.

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 VII may be paid by the Alliance 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 VII 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 Voting Members. To the extent permitted by law, the Board of Directors or, if applicable, the Voting 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 Alliance makes any advance payment of expense hereunder.

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 VII (a) shall be available with respect to events occurring prior to the adoption of this Article VII, (b) shall continue to exist after any rescission or restrictive amendment of this Article VII 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, (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 of 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 Alliance and the director or officer from whom such rights are sought were parties to a separate written agreement.

4. Other Rights. The rights of indemnification and to the advancement of expenses provided in this Article VII shall not be deemed exclusive of any other rights to which any director or officer of the Alliance or other person may now or hereafter be otherwise entitled, whether contained in the certificate of incorporation, these by-laws, a resolution of the Voting Members, a resolution of the Board of Directors 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 VII shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any director or officer of the Alliance or other person in any action or proceeding to have assessed or allowed in his or her favor, against the Alliance or otherwise, his or her costs and expenses incurred therein or in connection therewith or any part thereof.

5. Severability. If this Article VII 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 VII shall remain fully enforceable. Any payments made pursuant to this Article VII shall be made only out of funds legally available therefor.

ARTICLE VIII

EXECUTIVE DIRECTOR

1. Appointment and removal. An Executive Director may be appointed by the Board of Directors to serve at its discretion as the chief administrative officer of the Alliance. The Executive Director may be removed by the vote of a two-thirds majority of the Board of Directors, with or without cause.

2. Duties. The Executive Director shall serve as the chief administrator of the activities and programs of the Alliance, shall employ or discharge personnel, be authorized, subject to Section 3 below, to sign rent and other checks necessary or proper in connection with the operations of the Alliance, and shall represent the Alliance in all matters dealing with the public or other entities and shall have the power to bind the Alliance to contracts consistent with the approved fiscal budget, provided that no grant or other similar disposition of funds by the Alliance shall be made except upon approval of the Board of Directors of the Alliance.

3. Financial authority. All withdrawals of funds from the corporate bank accounts and/or checks and drafts drawn thereon necessary or proper in connection with the

operation of the Alliance, shall be signed and/or authorized by two (2) signatures. Any two (2) of the following four (4) persons, including and thus limited to (1) the Executive Director, (2) the Treasurer, (3) the Chairperson and (4) the Vice Chairperson, in any combination thereof, shall at all times be authorized as signatories on corporate transactions.

ARTICLE IX

CORPORATE FINANCE

1. Corporate Funds.

a. The funds of the Alliance 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 Alliance shall be signed by such officer or officers, agent or agents, employee or employees as the Board of Directors from time to time may designate. No officers, agents or employees of the Alliance, alone or with others, shall have the power to make any checks, notes, drafts or other negotiable instruments in the name of the Alliance or to bind the Alliance thereby, except as provided in this section.

b. Until otherwise provided by the Board of Directors pursuant to the preceding paragraph, all withdrawals of funds from the corporate bank accounts and/or checks and drafts drawn thereon necessary or proper in connection with the operation of the Alliance, shall be signed and/or authorized by two signatures. Any two of the following four persons, including and thus limited to (1) the Executive Director, (2) the Treasurer, (3) the Chairperson and (4) the Vice Chairperson, in any combination thereof, shall at all times be authorized as signatories on corporate transactions.

2. Fiscal Year. The fiscal year of the Alliance shall be the calendar year unless otherwise provided by the Board of Directors.

3. Loans to Directors and Officers. No loans shall be made by the Alliance to its directors and officers.

4. Gifts. The Board of Directors, the executive committee or any authorized officer, employee or agent of the Alliance may accept on behalf of the Alliance any contribution, gift, bequest or devise for any general or special purpose or purposes of the Alliance.

5. Voting of Securities Held by the Alliance. Stocks or other securities owned by the Alliance may be voted in person or by proxy as the Board of Directors or the executive committee shall specify. In the absence of any direction by the Board of Directors or executive committee, such stocks or securities shall be voted by the Chairperson as he or she shall determine.

6. Income from Alliance Activities. All income from activities of the Alliance shall be applied to the maintenance, expansion or operation of the lawful activities of the Alliance.

ARTICLE X

CORPORATE SEAL

The seal of the Alliance shall be in such form as may be determined from time to time by the Board of Directors.

ARTICLE X
AMENDMENTS

By-laws of the Alliance may be adopted, amended or repealed (i) at any meeting of Voting Members, notice of which shall have included specification of the proposed action, by the vote of two-thirds of the Voting Members of the Alliance, or (ii) at any meeting of the Board of Directors, notice of which shall have included specification of the proposed action, by the vote of two-thirds of the entire Board of Directors; provided, however, that if any by-law regulating an impending election of directors is adopted, amended or repealed by the Board of Directors, there shall be set forth in the notice of the next meeting of Voting Members for the election of directors the by-law adopted, amended or repealed, together with a concise statement of the changes made.