

INTERNATIONAL PHALAENOPSIS ALLIANCE, INC.

BY-LAWS

ARTICLE I PURPOSES AND POWERS

Section 1: The objects, business or pursuits of INTERNATIONAL PHALAENOPSIS ALLIANCE, INC. (the “Corporation,” “Alliance” or “IPA”), and for which it is formed, are to devote its energies to the promotion of the appreciation of Phalaenopsis orchids and to the cultivation of Phalaenopsis orchids among plant devotees; to develop and promote friendships, civic activities, education and general interest in Phalaenopsis orchid growing; to promote and sponsor educational activities, seminars and meetings about Phalaenopsis orchids for the education of members, friends and the community; and to promote, educate and encourage the conservation of Phalaenopsis orchids.

Section 2: **Educational and Charitable Purpose.** The purpose and objects of the Corporation shall be to operate exclusively for educational and charitable purposes as a nonprofit corporation with its activities so conducted and for such purposes as the making of distributions to organizations that qualify as exempt organizations under Section 501(c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Section 3: **Powers.** The Corporation shall be entitled to exercise all the powers specified in the Certificate of Incorporation of the Corporation, subject to the following limitations:

(1) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and expenses incurred, and to make payment and distributions in furtherance of the purposes of the Corporation set forth above;

(2) No part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

(3) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c) of the Internal Revenue Code of 1986 (or the corresponding future provisions of any United States Internal Revenue Law) or by a Corporation described in Section 509(a)(3) of the Internal Revenue Code of 1986 (or corresponding future provisions of any United States Internal Revenue Law).

ARTICLE II MEMBERSHIP

Section 1. **Membership Categories.** Membership shall be open to all persons who are interested in the Phalaenopsis genera of Orchids and in their culture. Such persons may become members upon payment of the current year's dues ("Members in Good Standing"). There shall be Six (6) categories of membership -- Founding, Charter, Individual, Associate, Affiliate, and Honorary.

(1) **Founding Member.** Any member who joined at the founding fee of the Alliance before March 31, 1991 and has paid current dues.

(2) **Charter Member.** Any member who joined the Alliance before June 30, 1991 and has paid current dues.

(3) **Individual Member.** Any person paying current dues to the Alliance.

(4) **Associate Membership.** An Associate Member is available to a second individual and only one additional member, residing at the same address as an IPA member. An Associate Member has a full vote, in the same manner as a member in Good Standing, at proceedings and elections at the annual and semi-annual members' meetings, and the same reduced registration fees as an IPA Member to IPA Symposiums and meetings. An Associate Member does not receive a copy of the IPA Journal. The Associate Membership would run concurrently with the IPA member it is associated with. The cost of the Associate Membership will be determined in the same fashion as the current membership fee.

(5) **Affiliate Member.** Any group of persons, either a Phalaenopsis interest group/club or American Orchid Society, Royal Horticultural Society or any other international orchid society, group or affiliate which wishes to join the Alliance and pay dues in order to receive the Journal for their library and for their members' benefit.

(6) **Honorary Member.** Any person who shall by reason of unusual service to the International Phalaenopsis Alliance, Inc., to orchid science or to orchid culture be appointed by the Board of Directors as an Honorary Member. Such members shall have the full rights and privileges of Member in Good Standing in the Alliance and shall be exempt from paying annual dues throughout his/her lifetime. This honor may be proposed by any Member of the Alliance in writing to the Board of Directors who may then make the appointment.

Section 2. **Dues.** The annual dues shall be set at the direction of the Board of Directors by a majority vote of the entire Board. Dues shall be payable annually upon receipt of a Notice of Dues Owing from the Membership Secretary. Any Member who is in default in the payment of

dues for ninety (90) days after having been electronically mailed a Notice of Dues Owing to the Member's last known email address on record, shall no longer be considered a Member in Good Standing of the Alliance, is not entitled to notice or a vote in any business of the Alliance and shall not receive the Journal nor be a Member of any electronic IPA members' only page. Said Member may be reinstated by paying their outstanding dues.

Section 3. **Termination of Membership.** Any Member may be dropped from membership for behavior detrimental to the Alliance provided such Member be given thirty (30) days' notice of such proposed action and be afforded reasonable opportunity to be heard in person, in writing or by representative. Such action must be proposed to the Board in writing not less than sixty (60) days prior to its regular meeting. Such letter must be sent to the Recording Secretary for inclusion in the agenda of the Board. A two thirds (2/3) majority of those voting is necessary to carry such proposal.

Section 4. **Journal.** Any reference herein to "IPA Journal" or "the Journal" shall mean the quarterly publication of the International Phalaenopsis Alliance, Inc. This publication is entitled "Phalaenopsis" and is distributed electronically.

ARTICLE III MEETINGS OF MEMBERS

Section 1. **Annual Meeting.** The Annual Meeting of the Members shall be held in the Spring; on a date and at a location set by the Board of Directors. If the Annual Meeting cannot be held on the designated day, the Executive Committee may determine a suitable substitute date. Members must be advised thirty (30) days prior to such meeting as stated herein.

Section 2. **Semi-Annual Meeting.** A Semi-Annual Meeting of the Alliance, if necessary, may be held in the Fall; on a date and at a location set by the Board of Directors. If the Semi-Annual Meeting cannot be held on the designated day, the Executive Committee may determine a suitable substitute date. Members must be advised thirty (30) days prior to such meeting as stated herein.

Section 3. **Location of Annual and Semi-Annual Meetings.** The Annual and Semi-Annual Meetings, if necessary, may be held normally, but not necessarily always, in conjunction with a major orchid show or other orchid event. In the event that a suitable place cannot be found, the meetings may be held virtually using commonly available virtual meeting programs.

Section 4. **Notice of Annual and Semi-Annual Meetings.** Notice of Annual and Semi-Annual Meetings shall be emailed to members at least thirty (30) days prior to said meeting. An announcement in the IPA Journal shall satisfy this requirement; the IPA Journal announcement can be in the form of an article or display ad and must appear at least thirty (30) days, but not more than ninety (90) days in advance of the meeting. An email to Members' email address on record

stating the date, time and location of the Annual and Semi-Annual Meetings shall also satisfy this requirement, provided that the email is sent at least thirty (30) days in advance of the meeting. Any notice delivered to Members via email shall indicate in the subject line that it is notice of an Alliance meeting.

Section 5. **Special Meetings.** Special meetings of the Members may be called at any time by the President or by one third of the members of the Board of Directors, or by at least thirty (30) Members in Good Standing. Any special meeting called by the Members in Good Standing should notice the Board of Directors at least forty-five (45) days prior to the special meeting. All special meetings will be noticed by the Alliance Secretary to the Members in Good Standing at least thirty (30) days' prior to the meeting. Such notice shall state the place, day and hour of the meeting and, the purpose or purposes for which the meeting is called. No irregularity of notice of any special meeting of the Members shall invalidate such meeting or any proceeding thereat. In the event that a suitable place cannot be found, the meetings may be held virtually using commonly available virtual meeting programs.

Section 6. **Quorum.** At any meeting of the Members, a quorum shall consist of ten percent (10%) of Members in Good Standing present in person.

Section 7. **Voting.** Each Member in Good Standing at the time a vote is noticed shall be entitled to one vote on any business submitted to the Members. Except as otherwise provided by statute or these by-laws, any proposal brought before the Members shall be adopted by a majority of the votes cast by those voting Members in Good Standing.

For business and ordinary matters or issues arising during the course of a meeting, voting may be done either by a ballot or show of hands.

Section 8. **Election of Officers.** The vote for Election of Officers will be by ballot, which may be published in the IPA Journal or distributed to members in Good Standing via electronic mail to the Members' email address of record not less than thirty (30) days prior to the date of the Annual Meeting. All ballots must be returned by mail or email to the Recording Secretary to be received not less than five (5) days in advance of the Meeting or delivered by their hand to the Recording Secretary at the Meeting. There are no provisions for proxy voting for the election of officers and directors.

Section 9. **Manner of Acting.** At all meetings of the Alliance, Robert's Rules of Order Revised shall govern where applicable and not in conflict with these By-laws.

Section 10. **Adjournment.** Any meeting of the Members may, for lack of quorum or other cause, be adjourned to some definite place and time, not to exceed ninety (90) days thereafter, with the notice requirements outlined in Article III, Section 4 above regarding Annual meeting notices.

ARTICLE IV OFFICERS

Section 1. **Number.** Officers of the Alliance shall be: President, First Vice-President, Second Vice-President, Membership Secretary, Recording Secretary and Treasurer.

Section 2. **Term of Office.** The term of office for the President, the two Vice-Presidents, the two Secretaries and the Treasurer shall be two years and shall run from July 1 to June 30. The President, First Vice-President, and Membership Secretary shall be elected in even numbered years; the Second Vice-President, Recording Secretary and Treasurer shall be elected in odd numbered years. Should an officer be unable to complete his/her term, a replacement will be appointed by the Board of Directors for the balance of the term.

Section 3. **President.** The President shall be the principal executive officer of the Alliance and shall preside at all meetings of the Members, of the Board of Directors and of the Executive Committee; shall call such meetings as are herein directed to be called by the President; and shall report to the Annual and Semi-Annual Meetings on the status and activities of the Alliance. The President, with the Treasurer or any other proper officer of the Alliance authorized by the Board of Directors, may sign any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed.

Section 4. **Vice-Presidents.**

(a) The First Vice-President, in the absence of the President, shall perform the duties of the President and shall assist the President as may be requested and appropriate and when so acting shall have all the powers of and be subject to all the restrictions upon the President. This shall include coordination of the Annual, Semi-Annual or any Special meetings by arranging for speaker(s) and coordination of the time schedule and serving as Co-Chair (with a local Co-Chair) for a Symposium.

(b) The Second Vice-President, in the absence of the President and the First Vice-President shall preside at meetings of the Alliance and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Second Vice-President shall direct all activities relating to the Alliance's electronic communication (other than with Membership regarding dues) with the members including social media pages.

Section 5. **Membership Secretary.** The Membership Secretary shall serve as Membership Chairperson; maintain and update the membership roster; conduct necessary correspondence with the Membership; provide the Treasurer with updates and monies collected from Membership dues and renewals; have responsibility for such fund raising activities on behalf of the Alliance as shall be designated by the Board; shall maintain a list of donations to the Alliance; and shall serve as the Alliance representative to the American Orchid Society.

Section 6. **Recording Secretary.** The Recording Secretary shall record the minutes of any Annual, Semi-Annual, Executive Committee and Board of Directors Meetings and provide a copy of same to each Member of the Board of Directors within six (6) weeks of each such meeting; email notification of and agendas for all such meetings as provided in these By-laws; and provide the Journal Editor with summaries of the Annual, Semi-Annual Meetings and Alliance-sponsored seminars presented at the Annual and Semi-Annual International Meetings for inclusion in the Journal/Newsletter.

The Recording Secretary shall also serve as the Parliamentarian at all IPA meetings.

Section 7. **Treasurer.** The Treasurer shall collect all dues and receive all money belonging to the Alliance; shall make disbursements under the direction of the Board of Directors to pay obligations of the Alliance; shall deposit the funds of the Alliance in the name of the International Phalaenopsis Alliance, Inc. in such bank as may be designated by the Board; and shall furnish financial reports to the Executive Committee and Membership at the Spring Annual Meeting. The annual report shall be audited by an Auditing Committee of three persons at the office of the Alliance accountant. The President shall ask for volunteers for the Auditing Committee at the Annual Meeting and in the absence of volunteers, the Committee shall be selected by the Board; no member of the Auditing Committee may be a member of the Board. The books and accounts shall be open to inspection by this Auditing Committee. Members of the Audit Committee shall preferably reside in reasonable proximity to the location of the Alliance Treasurer. Disbursements of more than \$10,000 by the Alliance Treasurer shall require the approval of the Board. The Treasurer shall cooperate with the Membership Secretary in keeping a record of the names and addresses of the Members of the Alliance.

Section 8. **Limitation of Terms.** Any elected officer may serve a maximum of two consecutive elected full terms in a specific elected office e.g. Vice President. All persons who have served two consecutive elected terms in a specific office must allow two years to elapse before he/she may accept a nomination or election to that same specific office. Exceptions by reason of unique or exceptional talent or experience or lack of willing personnel may be made on a case-by-case basis by the Board of Directors.

Section 9. **Removal.** Any officer, upon thirty (30) days' written notice sent by email to such officer, may be removed by a two-thirds (2/3) majority vote of the members of the Board of Directors if in their judgment, such officer, either by illness or neglect, lack of interest, or other cause, shall not have adequately attended to the duties of the office held. Such officer must be afforded reasonable opportunity to be heard in person, in writing or by representative.

Section 10. **Resignation.** Any officer may voluntarily resign for any reason by submitting a letter to the Board, sent to the President, stating his/her wish to resign. Any Officer who has not

attended in person nor returned a ballot for two (2) consecutive meetings of the Executive Committee (Annual, Semi-Annual or Special) shall be considered to have resigned.

Section 12. **Vacancies.** A vacancy in the office of President shall be filled for the unexpired term by the First Vice-President. A vacancy in any of the other elective offices of the Executive Committee shall be filled for the unexpired term by appointment by the Board of Directors.

ARTICLE V DIRECTORS

Section 1. **Directors.** There shall be at least four (4) Directors. Initially, four (4) Directors will be appointed by the board, two (2) Directors for a 2-year term and two (2) Directors for a four-year term. Thereafter, the two-year term directors shall be elected together with the first election occurring and the four-year term Directors to be elected at the next occurring election, creating a staggered term for the Directors. Thereafter, two of the Directors will be elected every two years. The Directors shall function as the liaison between local members, other associations and the Alliance, conveying information in both directions and shall forward an annual report to the Executive Committee on activities, the report due by the Annual Meeting. Any Director may take on other duties as requested by the Executive Committee of the Board.

Section 2. **Director Term of Office.** A Director's term of office shall be two (2) years, and each Director may be re-elected or re-appointed for an additional two (2) years. Exceptions to the term limit may be made at the discretion of the Executive Committee. Initial exception will be the 2 Directors appointed for the initial four-year term as outlined in Article V, Section 1 above.

Section 3. **Removal and Replacement.** Any Director who has not attended in person or returned a proxy for two (2) or more consecutive meetings of the Board of Directors (Annual, Semi-Annual or Special) shall be considered to have resigned. Additionally, any Director, who by reason of illness, neglect, lack of interest, or other cause may be replaced by vote of the Board of Directors. In each case, such Director should be notified by email within thirty (30) days of such removal action by the Board of Directors. The Board of Directors shall select a new Director to complete that term.

ARTICLE VI BOARD OF DIRECTORS

Section 1. **Composition.** The Board of Directors shall consist of the Executive Committee and the Directors.

Section 2. **Duties.** The Board of Directors shall be the governing body of the Alliance and shall have the power to adopt, amend or rescind Standing Rules to facilitate the operations of the Alliance. These rules may not be in conflict with the By-laws and shall become effective thirty

(30) days after publication in the Journal. The Board shall manage the affairs and financial matters of the Alliance through the Executive Committee, taking into consideration the recommendations of the Board.

Section 3. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall further have sole power and authority, by a vote of a majority of directors then in office, to (1) amend or restate the Certificate of Incorporation of the Corporation, (2) approve the merger or consolidation of the Corporation with any other Corporation, (3) authorize the dissolution of the Corporation, or (4) approve the sale, lease, exchange or other disposition of all, or substantially all, of the property or assets of the Corporation.

Section 4. Removal. Removal and replacement of any member of the Board of Directors shall be according to these By-laws under the section pertaining to that member's respective office.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE VII MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Meeting and Notice. Meetings of the Board of Directors shall be held at least once each year and at such time and place as may be designated by a majority of the members of the Board of Directors, usually in conjunction with the Annual Meeting of the Alliance. At least thirty (30) days written notice of such meetings shall be sent by mail or electronic mail, to each Board Member by the Recording Secretary. Such notice shall include time, place, agenda and proxy voting information and form for the meeting.

Section 2. Electronic Meeting and Notice. As approved by the majority of the members of the Board of Directors, one meeting per year may be held via telephone conference call or other similar electronic meeting technology. As used herein "electronic meeting" shall include telephone conferencing; Skype, Zoom, GoToMeeting, or similar on-line video conferencing; and any other online, electronic or digital method which allows all members of the Board of Directors to participate simultaneously and in real time. Any meeting of the Board of Directors which utilizes such technology must meet the following criteria:

(a) At least thirty (30) days, but not more than sixty (60) days in advance of electronic meeting, all Board of Directors meetings shall receive notice of the proposed meeting. A majority of the Board of Directors must respond or otherwise approve the electronic meeting. A lack of response or failure to respond within fifteen (15) days shall

be considered a negative vote. If the majority either votes against the electronic meeting or fails to respond, no electronic meeting is permissible.

(b) At least thirty (30) days, but not before the expiration of the fifteen (15) days allowed for voting described in (a), all members of the Board of Directors shall receive any and all relevant information to allow their participation in the electronic meeting.

(c) In the Board of Director's meeting minutes and/or report to the Members, it shall clearly and conspicuously state that the Board of Directors meeting was held via electronic means.

Section 3. **Quorum.** At a meeting of the Board, a quorum shall consist of a majority of the members of the Board in person and by proxy. A quorum must be required for both traditional and electronic meetings of the Board of Directors.

Section 4. **Agenda.** Items to be discussed and/or voted on at an Annual or Semi-Annual Meetings of the Executive Committee or the Board of Directors of the Alliance should be sent to the Recording Secretary, by members of the Executive Committee or Board of Directors, to be received not later than forty-five (45) days prior to the meeting. The Recording Secretary will prepare an agenda and mail copies to all members of the Board of Directors to be received not later than thirty (30) days prior to said meeting. This provision shall apply equally to traditional and electronic meetings.

Section 5. **Voting.** A majority vote of the Board Members present or by proxy at any properly convened meeting shall be necessary and sufficient to adopt any proposal as the act of the Board. The vote shall be taken in writing if requested by one Board Member. This provision shall apply equally to traditional and electronic meetings.

Section 6. **Proxy Voting Procedures.** Proxy voting rights shall be extended to all members of the Board of Directors who for any reason cannot personally attend a regularly called meeting. The Recording Secretary shall prepare proxy ballots and mail them electronically to all members of the Board with the meeting notice to be received not less than thirty (30) days prior to the meeting. The proxy ballot must state the proposal(s) in full and the anticipated effects of such proposal(s). All proxy ballots and opinions must be returned by mail or electronically to the Recording Secretary not less than five (5) days prior to the meeting or may be delivered by hand at the meeting. The counted ballots will be retained by the Recording Secretary for two (2) years, then destroyed. This provision shall apply equally to traditional and electronic meetings.

ARTICLE VIII COMMITTEES

Section 1. **Executive Committee.** There shall be an Executive Committee consisting of the President, the two Vice-Presidents, the two Secretaries, the Treasurer and the immediate past

President of the Alliance. The Executive Committee shall by majority vote conduct the day-to-day business of the Alliance, formulate policies and make recommendations to the Board of Directors. Meetings of the Executive Committee shall be held at least twice each year (in person or electronically) and at such time and place as may be designated by a majority of the Executive Committee members, usually in conjunction with the Annual or Special Meetings of the Alliance. However, such Executive Committee Meeting may be held by conference telephone call or electronic meeting. At least ten (10) days' notice of such conference meeting shall be mailed electronically to Committee members by the Recording Secretary. Such notice shall include time, place, agenda and proxy voting information and form for the meeting.

Section 2. **Audit Committee.** At the Annual Meeting the President shall call for volunteers for the Auditing Committee. In the absence of volunteers, the President shall cause the Board to select an Auditing Committee of three (3) persons, none of whom may be Board members, to audit the annual report of the Treasurer. The report of the Auditing Committee shall be due at the next Meeting of the Alliance.

Section 3. **Other Committees.** In addition to the Executive Committee and the Audit Committee, the Board of Directors shall appoint one or more Journal Editors and Webmaster(s). The Journal Editor(s) and Webmaster(s) may attend Executive Committee meetings, but shall not be members of either the Executive Committee or Board of Directors. The President may appoint such other committees as needed and may delegate to such committees any presidential powers necessary to accomplish their purposes, subject to the approval of the Board. These committees shall be governed by guidelines adopted by the Board of Directors for their activity and direction. Each committee, with the exception of the Audit Committee, shall have as a member at least one member of the Board of Directors.

Section 4. **Appointees.** The President may appoint any number of Members to serve for a specific duty, except when otherwise provided by these By-laws.

Section 5. **Term of Office.** Committee members or individuals appointed for specific duties shall serve during the tenure of office of the appointing President, their terms shall terminate at the end of that tenure, unless specifically stated otherwise in their guidelines from the Board. Except as otherwise stated, committee members or individuals may be reappointed without

Section 6. **IPA Journal Editor(s).** The Editor(s) of the IPA Journal shall be responsible for the content and publication of the quarterly publication, Phalaenopsis. The Editor(s) shall be appointed by and serve at the discretion of the Board of Directors. As an independent contractor position, the Editor(s) shall not be a voting member of the Executive Committee or Board of Directors.

ARTICLE IX NOMINATIONS AND ELECTIONS

Section 1. **Nominating Committee.** The President, during the Annual Meeting of the Board or as soon thereafter as practical, and with the approval of the Board, shall appoint the chair of the Nominating Committee. The Chair shall appoint four members, two (2) of whom shall be on the Board of Directors and two (2) shall be from the membership. The Nominating Committee shall collect the names of nominees for an Officer and Director position and screen them for the competency needs established by the Executive Committee. No member of the Nominating Committee shall be proposed as a nominee for any Officer or Director position, nor can any individual who is a member of the same household, a relative, or who has a business or significant relationship with a member of the Nominating Committee be proposed as any nominee.

The Nominating Committee shall present a slate of at least one candidate for each office which is or falls vacant during that committee's tenure. The slate is to be presented by letter to every Member of the Board of Directors no later than three (3) months after the formation of the committee and will be included in the notice sent to members of the upcoming Annual Meeting (following the formation of the Nominating Committee) of the Alliance. The Nominating Committee must have consent in writing from each nominee. The slate shall be published in the Journal meeting notice for the upcoming Annual Meeting and ballots shall be electronically mailed to the Members or otherwise not less than thirty (30) days' prior to the upcoming Annual Meeting. Such ballots must be returned to the Recording Secretary by electronic or U.S. mail posted in sufficient time to cause receipt not less than five (5) days prior to said meeting. After the election, the Nominating Committee dissolves.

Section 2. **Other Nominations.** Other nominations for any office may be made by any thirty (30) Members in Good Standing of the Alliance and with the written consent of the nominee. Any nominee shall be a Member in Good Standing of the Alliance. Any additional nominations shall be submitted by letter to the Recording Secretary and every Member of the Board of Directors no later than ninety (90) days after the Annual Meeting for inclusion on the Ballot.

Section 3. **Elections.** Election of Officers shall be held at the Annual Meeting of Members, shall be by emailed ballot to the Members email of record and a plurality of the votes cast shall elect. In the event of a single nominee on the slate for any office, a motion from the floor may be entertained to instruct the Secretary to cast one ballot, thereby electing that nominee to office. Non-attending members' ballots must be received by the Recording Secretary not less than five (5) days prior to the meeting. Ballots cast at the meeting by any Member in Good Standing will be counted by the two Secretaries. The Recording Secretary will announce the election results and will file a report with the Journal Editor stating the results of the election and the report is to be published in the next edition of the Journal. All of the counted ballots will be retained by the Recording Secretary for two (2) years, then destroyed.

ARTICLE X AMENDMENTS OF BY-LAWS

These Bylaws may be amended or repealed, and new Bylaws not inconsistent with any provision of the Certificate of Incorporation of the Alliance or the laws of the State of New York may be made in the following ways: (1) at any meeting of the Members at which a quorum is present, by the affirmative vote of two-thirds of the Members present in person, or (2) at any meeting of the Board, by the affirmative vote of two-thirds of the entire Board; provided, however, that no such amendment, repeal or new Bylaws may be made at any meeting, whether of the Members or of the Board, unless the substance and effect of the proposed amendment, repeal or new Bylaws shall have been stated in the notice of the meeting, which notice shall be given either 1) personally, 2) by first class mail, 3) by facsimile, or 4) by electronic mail not less than thirty (30) days prior to the meeting unless a longer time shall be required for notice of such meeting by other provisions of these Bylaws.

ARTICLE XI APPLICATION OF BY-LAWS

These By-laws, as amended, are intended to apply to all members since the inception of the Alliance.

ARTICLE XII LIMITED LIABILITY

Unless otherwise provided by New York Law, directors, officers and employees of the Corporation shall not, as such, be liable for corporate debts and obligations, and directors, officers, employees and any volunteers shall not be personally liable for any claim based upon an act or omission of such person performed in the reasonable discharge of his or her corporate duties.

ARTICLE XIII CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances.

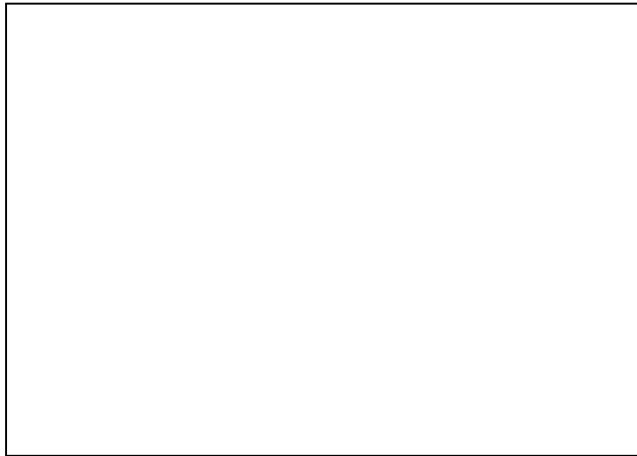
Section 2. **Loans.** No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

Section 3. **Checks, Drafts, etc.** All checks, drafts and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. **Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE IX CORPORATE SEAL

The Corporation shall have a corporate seal. A sample appears in the box below.



ARTICLE XV DISSOLUTION OF CORPORATION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of the assets of the Corporation to organizations affiliated with the Corporation in such proportions as the Board shall determine, provided that said organization shall at the time of such dissolution be qualified as exempt organizations which are not private foundations under the provisions of Sections 501(c)(3) and 509(a)(1) or (2) of the Internal Revenue Code of 1986 (or corresponding future provisions of the United States Internal Revenue Law).

All of the assets of the Corporation shall be distributed to one or more organizations selected by the Board of Directors which at the time qualify as exempt organizations which are not private foundations under Sections 501(c)(3) and 509(a)(1) or (2) of the Internal Revenue Code of 1986 (or corresponding future provisions). Any assets not so disposed of shall be disposed by the Supreme Court of New York exclusively for the purposes of the Corporation, or to such organization or organizations as said court shall determine, which are organized and operated exclusively for the purposes of the Corporation.

ARTICLE XVI FISCAL YEAR

The fiscal year of the Corporation shall commence on July 1 of each year. The Board of Directors may designate a different fiscal year for the Alliance.

ARTICLE XVII AMENDMENTS

The Certificate of Incorporation may be altered, amended or repealed and new Amendments to the Certificate of Incorporation may be adopted by a majority vote of the total number of Executive Committee members and Directors qualified at such time.