



**BYLAWS
OF
THE ALLIANCE FOR TELECOMMUNICATIONS
INDUSTRY SOLUTIONS, INC. (ATIS)**

Alliance for Telecommunications Industry Solutions (ATIS)
1200 G Street, NW
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Washington, DC 20005

(A New York Not-for-Profit Corporation)

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BYLAWS
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(A New York Not-for-Profit Corporation)

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BYLAWS OF THE ALLIANCE FOR TELECOMMUNICATIONS INDUSTRY SOLUTIONS, INC.
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ARTICLE I -- NAME and MISSION

Section 1. Name

The name of this corporation is the "Alliance for Telecommunications Industry Solutions ("ATIS")".

Section 2. Mission

ATIS is committed to providing leadership for, and the rapid development and promotion of, worldwide technical and operations standards for information, entertainment and communications technologies using a pragmatic, flexible and open approach.

ARTICLE II -- MEMBERS

Section 1. Membership

The membership of the Corporation shall consist of Full Members, Affiliate Members and International Members. Full Membership is open to service providers, manufacturers, distributors and developers of communications, entertainment and information technology products and services. Affiliate membership is open to any organization that does not qualify for Full Membership status yet supports the advancement of the mission of the Corporation. International Membership is available to any service provider whose primary business operations are located outside of North America and that qualifies for Full Membership but chooses not to participate in ATIS as a Full Member.

Affiliate Members are not eligible to serve in leadership positions in ATIS technical committees or forums or their subtending committees. Affiliate Members are also not eligible for Board seats nor shall Affiliate Members have any voting rights on corporate matters. Accordingly, any references to "members" in Articles III through X of these Bylaws do not include Affiliate Members. However, Affiliate Members are eligible to receive member publications and discounts on any documents, seminars, etc.

International Members are eligible for Board seats but are not eligible to serve as ATIS Officers or as the leaders of Board standing committees.

Upon termination of membership, all rights and interests of the member in and to the Corporation shall automatically be terminated; provided, however, that the terminated member shall be liable to the Corporation to the extent of any unpaid portion of any initiation fees, dues, and assessments or for any other indebtedness owed by it to the Corporation.

Section 2. Qualification

The qualifications and eligibility for membership and the manner of admission into membership shall be prescribed by resolution of the Board of Directors and/or by any similarly prescribed rules and regulations which the Board of Directors may promulgate. Any such resolution and/or rules and regulations shall prescribe, in relation to all members, the amount and manner of imposing and collecting any initiation of other fees, and any dues, assessments, fines, and penalties and, except as may hereinafter be provided, the rights, liabilities and other incidents of membership. Any member or applicant for membership in the Corporation who shall at any time cease to have the qualifications for membership set forth in Article II, Section 1 above shall cease to be a member or applicant for membership in the Corporation.

Section 3. Designated Representative

Any Full Member, Affiliate Member or International Member as defined in Section 1 of this Article II,

making application for membership in the Corporation shall designate the name of one of its executives who shall represent the applicant and, upon becoming a member; said member shall be responsible for notifying the Corporation of any change in its representative.

Section 4. Election of Members

Any entity eligible for Full Membership, Affiliate Membership or International Membership as defined in Section I of this Article II may make written application therefore and, upon approval by the Board of Directors, shall be elected to membership.

Section 5. Withdrawal – Termination

Any member may immediately withdraw from membership in the Corporation upon giving written notice thereof. Membership in the Corporation may be suspended or terminated for cause. Such suspension or termination shall be by majority vote of the Board of Directors. Final action may not be taken against a member for at least fifteen (15) days after charges have been served by registered mail on the member and the member shall have the opportunity to appear before the Board in person or by a representative to present any defense to said charges before final action is taken thereon. Except as may be otherwise provided in this Section 5, membership shall be terminated by the dissolution, resignation, or expulsion of a member or by the dissolution or liquidation of the Corporation; and any right or interest of a member shall terminate upon the happening of any such event or otherwise.

ARTICLE III -- MEETINGS OF MEMBERS

Section 1. Time

Annual meetings of members shall be held as specified by resolution of the Board of Directors, provided that each successive annual meeting shall be held on a date within thirteen (13) months after the date of the preceding annual meeting. A special meeting shall be held on the date fixed by the Directors except when the New York Not-for-Profit Corporation Law confers the right to fix the date upon members.

Section 2. Record Date for Members

For the purpose of determining the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of any other action, the Directors may fix, in advance, a date as the record date for any such determination of members. Such record date shall not be more than fifty (50) days and not less than ten (10) days before the date of such meeting or such consent or dissent or other action by the members. If no record date is fixed, the record date for the determination of members entitled to vote at a meeting of members shall be at the close of business on the day next preceding the day on which notice is given, or if no notice is given, the day on which the meeting is held; and, in such case, the record date for determining members for any purpose other than that specified in the preceding clause shall be at the close of business on the day on which the resolution of the Directors relating thereto is adopted. When a determination of members of record entitled to notice of or to vote at any meeting of members has been made as provided in this paragraph, such determination shall apply to any adjournment thereof, unless the Directors fix a new record date under this paragraph for the adjourned meeting.

Section 3. Place

Annual meetings and special meetings shall be held at such place, within or without the State of New York, as the Directors may, from time to time, fix. Whenever the Directors shall fail to fix such place, the meeting shall be held at the principal executive office of the Corporation.

Section 4. Call

Annual meetings may be called by the Directors or by any Officer instructed by the Directors to call the meeting. Special meetings may be called in like manner except when the Directors are required by the New York Not-for-Profit

Corporation Law to call a meeting, or except when the members are entitled by said Law to demand the call of a meeting.

Section 5. Notice or Actual or Constructive Waiver of Notice

Written notice of all meetings shall be given, stating the place, date and hour of the 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. The notice of an annual meeting shall state that the meeting is called for the election of Directors and for the transaction of other business which may properly come before the meeting, and shall (if any other action which could be taken at a special meeting is to be taken at such annual meeting) state the purpose or purposes.

The notice of a special meeting shall in all instances state the purpose or purposes for which the meeting is called; and, at any such meeting, only such business may be transacted which is related to the purpose or purposes set forth in the notice.

If the Directors shall adopt, amend, or repeal a Bylaw regulating an impending election of Directors, the notice of the next meeting for election of Directors shall set forth by the Bylaw so adopted, amended or repealed, together with a concise statement of the changes made.

Notice of any meeting shall be given to each member at its record address or at such other address which it may have furnished by request in writing to the Secretary of the Corporation. Notice shall be given not less than ten (10) nor more than fifty (50) days before the date of the meeting. Notice may be given via U.S. First Class Mail or electronic mail. If Notice is given by mail, it shall be deemed to be given when deposited, with postage thereon prepaid, in a post office or official depository under the exclusive care and custody of the United States Post Office Department.

If a meeting is adjourned to another time or place, and if any announcement of the adjourned time or place is made at such meeting, it shall not be necessary to give notice of the adjourned meeting unless the Directors, after adjournment, fix a new record date for the adjourned meeting. Notice of a meeting and/or of the lapse of any prescribed period of time need not be given to any member who submitted a signed waiver of notice and/or of the lapse of any prescribed period of time before or after the meeting. The attendance of a member at a meeting without protesting prior to the conclusion of the meeting the lack of notice of such meeting shall constitute a waiver of notice by it.

Section 6. Quorum

Except as otherwise provided by the New York Not-for-Profit Corporation Law, the presence in person or by proxy of a majority of the total number of votes entitled to be cast shall constitute a quorum at all meetings of the members for the transaction of any business, provided that when a specified item of business is required to be voted on by a class of members, voting as a class, members entitled to cast a majority of the total number of votes entitled to be cast by such class shall constitute a quorum for the transaction of such specified items of business. If, however, such quorum shall not be present or represented at any meeting of members, the members entitled to vote thereat, present in person or by proxy, shall have power to adjourn the meeting from time to time, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 7. Members' List of Record and Challenge

A list or record of members as of the record date, certified by the Secretary or other Officer responsible for its preparation, 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 inspectors of election, if any, or the person presiding thereat, shall require such list or record 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 or record to be members entitled to vote thereat may vote at such meeting.

Section 8. Annual Report of Directors

The Board of Directors shall present at each annual meeting of members its report, which shall set forth the statements and shall be verified or certified in the manner prescribed by Section 519 of the New York Not-for-Profit Corporation Law. Such report shall be filed with the records of the Corporation and either a copy or an abstract thereof

entered in the minutes of the proceedings of such annual meeting of members.

Section 9. Conduct of Meeting

Meetings of the members shall be presided over by one of the following Officers in the following order and if present and acting - the Chairperson of the Board, the First Vice-Chairperson of the Board, the Second Vice-Chairperson of the Board, the President, a Vice President (selected in the order of seniority among the Vice-Presidents of the Corporation) or, if none of the foregoing is in office and present and acting, by a Chairperson to be chosen by the members. The Secretary of the Corporation, or, in his or her absence, an Assistant Secretary (selected in order of seniority among the Assistant Secretaries of the Corporation), shall act as Secretary of every meeting, but if neither the Secretary nor an Assistant Secretary is present and acting, the Chairperson of the meeting shall appoint a Secretary for the meeting.

Section 10. Proxy Representation

Every member may authorize another person or persons to act for it by proxy in all matters in which a member is entitled to participate, whether by waiving notice of any meeting or the lapse of any prescribed period of time, voting or participating at meeting, or expressing consent or dissent without a meeting. Every proxy must be signed by the member or its attorney-in-fact. 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 member executing it, except as otherwise provided by the New York Not-for-Profit Corporation Law.

Section 11. Inspectors

The Directors, in advance of any meeting, may, but need not, appoint by resolution one or more inspectors to act at the meeting or any adjournment thereof. If an inspector or inspectors are not appointed, the person presiding at the meeting may, but need not, appoint one or more inspectors. In case any person who may be appointed as an inspector fails to appear or act, the vacancy may be filled by appointment made at the meeting by the person presiding thereat. Each inspector, if any, before entering upon the discharge of his/her duties, shall take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of his/her ability. The inspectors, if any, shall determine the number of membership certificates or cards, if any, or the number of memberships outstanding and the voting power of each, the memberships represented at the meeting, the existence of a quorum, the validity and effect of proxies, and shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all members. On request of the person presiding at the meeting or any member, the inspector or inspectors, if any, shall make a report in writing of any challenge, question or matter determined by him/her or them and execute a certificate of any fact found by him/her or them.

Section 12. Voting

Each member shall be entitled to one vote. In the election of Class C Directors, a majority of the votes cast for each Director by members not represented by the Class A Directors or the Class B Directors, shall elect. Any other action shall be authorized by a majority of the votes cast except where the New York Not-for-Profit Corporation Law prescribes a different proportion of votes.

Section 13. Membership Action Without Meetings

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 of the members entitled to vote.

ARTICLE IV -- GOVERNING BOARD

Section 1. Functions and Definitions

The Corporation shall be managed by a governing board, which is herein referred to as the "Board of Directors" or "Directors." The word "Director" or "Directors" likewise herein refers to a member or members of the governing board

notwithstanding the designation of a different official title or titles. The use of the phrase "entire Board" herein refers to the total number of Directors which the Corporation would have if there were no vacancies.

Section 2. Classes and Qualifications Appointment and Term of Class A, Class B and Class C Directors: Voting by Directors

The Board of Directors shall consist of three classes of Directors as follows: (i) one Director appointed by each of the members having annual operating revenues in excess of five billion dollars (\$5B) (individually, a "Class A Director" and collectively, the "Class A Directors"); (ii) one Director appointed by each of the members having annual operating revenues between five hundred million dollars (\$500M) and five billion dollars (\$5B) (individually, a "Class B Director" and collectively, the "Class B Directors"), and (iii) ten (10) Directors elected in accordance with Section 3 of this Article IV by class vote of all members with annual operating revenues less than five hundred million dollars (\$500M) (the "Class C Directors"). Each Director shall be at least (18) years of age and shall be an officer of a member during his or her directorship, but need not be a citizen of the United States, or a resident of the State of New York. Any member entitled to appoint a Class A Director or Class B Director may change the appointment of such Director at any time and from time to time upon written notice to the Corporation identifying the replacement Director and the effective date of such change. Except as may be otherwise provided in the New York Not-for-Profit Corporation Law, the term of office of each Class A Director, and Class B Director shall continue until the effective date of such notice. No Director shall be required to leave the Board due to a change in member classification until action concerning designations and appointments is taken by the Board at its next Annual Meeting. Designations and appointments to the Board shall be effective concurrent with the fiscal year following the Annual Meeting at which the designations and appointments are made.

The number, composition, qualifications, duties or method of appointment or election of any of the members of the Board of Directors or any class thereof specified in these Bylaws may only be changed (i) with the approval of a majority of the entire Board as well as a majority of each of the Class A Directors, Class B Directors, and Class C Directors, voting separately as a class, or (ii) with the approval of a majority of the members as well as a majority of each of the members entitled to appoint Class A Directors, the members entitled to appoint Class B Directors, and the members entitled to elect Class C Directors, voting separately as a class. No change in the composition of the Board shall shorten the term of any incumbent Director. Each Director shall be entitled to one vote.

Section 3. Election and Term of Class C Directors

The ten (10) Class C Directors to be elected pursuant to these Bylaws as amended, shall be elected at the first annual meeting. Class C Directors shall be elected by members of the Corporation not represented by the Class A Directors or the Class B Directors.

At each annual meeting, those Class C Directors to be elected shall be elected for two (2) year terms. Class C Directors who are elected at an annual meeting of members, or are elected in the interim to fill vacancies, shall hold office until the next annual meeting of members and until their successors have been elected and qualified. In the interim between annual meetings of members or of meetings of members called for the election of special Class C Directors, and any vacancies in the Board of Class C Directors, including vacancies resulting from the removal of Class C Directors for cause or without cause, may be filled by the vote of the members of the Corporation entitled to elect such Directors.

Section 4. Meetings of the Board of Directors

(a) Time. Meetings shall be held at such time as the Board shall fix, except that the first meeting of a newly elected Board shall be held as soon after its election as the Directors may conveniently assemble. The last scheduled meeting of the Board during the fiscal year shall be considered its Annual Meeting.

(b) Place. Meetings shall be held at such place within or without the State of New York as shall be fixed by the Board.

(c) Call. No call shall be required for regular or annual meetings for which the time and place have been fixed. Special meetings may be called by the Chairperson of the Board, the President or any three (3) Directors.

(d) Notice or Actual or Constructive Waiver. No notice shall be required for regular or annual meetings for which the time and place have been fixed. Written, oral, or any other mode of notice of the time and place shall be given

for special meetings in sufficient time for the convenient assembly of the Directors thereat unless the lapse of such time has been waived. The notice of any meeting need not specify the purpose of the meeting. Notice of any adjournment of a meeting of the Board of Directors to another time or place because a quorum is not present shall be given to the Directors who were not present at the time of the adjournment and, unless such time and place are not announced at the meeting, to the other Directors. Any requirement of furnishing a notice shall be waived by any Director who signs a waiver of notice before or after the meetings, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him/her.

(e) **Quorum and Action.** Except as hereinafter provided, a majority of the entire Board shall constitute a quorum. A majority of the Directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except as otherwise provided by the New York Not-for-Profit Corporation Law, and except as in these Bylaws otherwise provided, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board or any committee thereof.

Any one or more members of the Board of Directors or of any committee thereof may participate in a meeting of the Board of Directors or of any such committee, as the case may be, 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; and participation by such means shall constitute presence in person at a meeting.

(f) **Chairperson of the Meeting.** The Chairperson of the Board, if present and acting, shall preside at all meetings, if the Chairperson is not so present or acting, then the first Vice-Chairperson, if present and acting shall so preside. If the First Vice-Chairperson is not so present or acting, then the Second Vice-Chairperson, if present and acting, shall so preside. Otherwise, any other Director chosen by the Board shall so preside.

Section 5. Removal of Directors

Any Class A Director, or Class B Director may be removed at any time, for cause or without cause, by the member that appointed such Director. Any Class C Director may be removed at any time, for cause or without cause, by majority vote of the members not represented by Class A Directors or Class B Directors.

Section 6. Committees

The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, shall establish the standing committees listed below. The Executive Committee shall be comprised of a number of Directors to be determined by the Chairperson of the Board provided such number shall not be less than seven (7) nor more than fifteen (15) Directors. The TOPS Council shall be open to participation by all interested Directors, as well as by all ATIS Full Members. All other Board standing committees, except where explicitly provided for otherwise in these Bylaws, shall be comprised of no less than seven (7) or more than twenty (20) Directors and that number may be adjusted from time to time to reflect the size of the full Board. Each of the Board standing committees, except where explicitly provided for otherwise in these Bylaws, shall be comprised of a minimum of one (1) Director from each membership class and further, each committee shall be representative of the composition of the full Board with respect to the membership class representation. All standing committee members shall serve for two (2) year terms, with no limit on the number of terms served.

The Chairperson of the Board shall recommend to the Executive Committee, except as respects the Executive Committee, the Management and Compensation Committee and the TOPS Council, Directors for appointment to each Board standing committee for approval by the Executive Committee. The Chairperson of the Board shall appoint Directors to membership on the Executive Committee. Unless expressly stated otherwise in these Bylaws, the Chairperson of each Board standing committee, and Vice-Chairperson where provided for in these Bylaws, shall be approved by the Board for a two (2) year term. Chairperson and Vice-Chairperson positions shall be limited to two (2) terms for any individual Director. The presence of a majority of the members of any Board standing committee shall constitute a quorum for the taking of any action by such committee.

Except as respects the Executive Committee, the Management and Compensation Committee and the TOPS Council, the Chairperson may appoint a Director to fill any vacancies on the Board standing committees and that appointment shall be for the remainder of the vacated term. Partial terms shall not count towards term limitations.

(a) **Executive Committee.** An Executive Committee shall be established by the Board, which shall have full

power to act for the Board between Board meetings. The Chairperson of the Board, the First Vice-Chairperson of the Board, the Second Vice-Chairperson of the Board, the Treasurer and the Secretary of the Corporation shall be members of the Executive Committee and each shall be considered as a representative of his/her respective class. The Chairperson of the Executive Committee shall be the Chairperson of the Board. All actions of the Executive Committee shall be reported to the Board and shall be subject to review, modification, approval or disapproval by the Board of Directors at the next meeting following the taking of any such action.

(b) Management and Compensation Committee. A Management and Compensation Committee shall be established by the Board to hire, supervise and terminate the President. The Committee shall consist of the Chairperson, First Vice-Chairperson, Second Vice-Chairperson, Treasurer and Secretary. The Chairperson of the Board shall serve as Chairperson of the Management and Compensation Committee.

(c) Finance Committee. A Finance Committee shall be established by the Board to manage all corporate finances, including finances of the Committees of the Corporation, oversee the annual audit process, determine membership dues requirements thereon to the Board, and certify appropriate dues levels. The First Vice-Chairperson and the Treasurer shall each be a member of the Finance Committee, and shall be considered as representatives of their respective classes. The First Vice-Chairperson shall serve as Chairperson of the Finance Committee.

(d) Nominating Committee. A Nominating Committee shall be established by the Board to receive nominations from members not represented by Class A Directors or Class B Directors with respect to the election of Class C Directors, and otherwise maintain records of members nominated for office. The Nominating Committee shall also receive nominations from members and recommend a slate to the full Board for the following elected Officers of the Corporation: a Chairperson of the Board, a First Vice-Chairperson of the Board, a Second Vice-Chairperson of the Board, a Treasurer of the Board and a Secretary of the Board. The Nominating Committee shall also receive nominations and recommend a slate to the full Board for the Chairperson of those Board standing committees whose Chairperson and Vice-Chairperson are not otherwise designated in these Bylaws, as well as a Chairperson and Vice-Chairperson for the TOPS Council. The Second Vice-Chairperson shall be a member of the Nominating Committee and shall be considered as a representative of his/her respective class. The Second Vice-Chairperson shall serve as Chairperson of the Nominating Committee.

(e) Membership, Marketing and Communications Committee. The Membership, Marketing and Communications Committee shall be established by the Board to coordinate all membership related matters, including the establishment of membership criteria and the review of applications for membership, and be responsible for the public affairs and public relations of the Corporation as well as for the marketing of the Corporation and its membership.

(f) TOPS Council. A Technology and Operations (TOPS) Council shall be established by the Board to provide a platform to explore and to advance technical and operational initiatives tendered by ATIS Members. The TOPS Council shall provide guidance and leadership to the ATIS membership on matters of strategic importance. The Chairperson of the TOPS Council shall be a Director. Participation on the TOPS Council shall be open to all interested Directors, as well as to all Full Members.

Section 7. Technical Committees and Forums

(a) The Board of Directors may establish technical committees and forums to carry out the Corporation's mission. Unless otherwise specifically designated by the Board, each ATIS Committee and Forum shall be a Committee of the Corporation under section 712 of the New York Not-For-Profit Corporation Law.

(b) Membership in technical committees and forums shall be open to all members. Additional fees may be charged for participation in technical committees and forums.

ARTICLE V -- OFFICERS

Section 1. Election and Term of Office of Officers

The Officers of the Corporation shall be chosen by the Board of Directors at the annual meeting of the Directors and shall be comprised of a Chairperson of the Board, a First Vice-Chairperson of the Board, a Second Vice-Chairperson

of the Board, a President, a Vice President, a Treasurer and a Secretary. The Board of Directors may also choose one or more Assistant Secretaries or Assistant Treasurers. Such Officers, with the exception of the Chairperson of the Board, the First Vice-Chairperson of the Board, the Second Vice-Chairperson of the Board, the Treasurer of the Board, and the Secretary of the Board, need not be members of the Board of Directors but may by resolution of the Board be designated ex-officio members without a vote. The Board of Directors may at any time appoint such other Officers as it may deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board. The Officers of the Corporation shall hold office until their successors are chosen and qualify. Any Officer selected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the Board of Directors. Any vacancy occurring in any Officer position in the Corporation shall be filled by the Board of Directors.

Section 2. Salaries

The salary of the President shall be fixed by the Management and Compensation Committee of the Board of Directors.

Section 3. Chairperson of the Board – Function

The Chairperson of the Board shall preside at all meetings of the members of the Board and the Executive Committee. A majority of the Board of Directors shall elect a Chairperson of the Board who shall serve a term of two (2) years after which an election shall occur at the annual meeting of the Board of Directors. The Chairperson shall be elected for a term of two (2) years and shall be limited to two (2) consecutive two (2) year terms.

Section 4. First Vice-Chairperson of the Board – Function

The First Vice-Chairperson of the Board shall, in the absence or disability of the Chairperson of the Board, perform the duties and exercise the powers of the Chairperson of the Board and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe. Should a vacancy occur in the office of the Chairperson, the First Vice-Chairperson of the Board shall succeed to that position for the remainder of the unexpired term. The First Vice-Chairperson of the Board shall be elected for a term of two (2) years and shall be limited to two (2) consecutive two (2) year terms.

Section 5. Second Vice-Chairperson of the Board – Function

The Second Vice-Chairperson of the Board shall, in the absence or disability of the Chairperson of the Board and the First Vice-Chairperson of the Board, perform the duties and exercise the powers of the Chairperson of the Board and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe. Should a vacancy occur in the offices of the Chairperson and the First Vice-Chairperson, the Second Vice-Chairperson of the Board shall succeed to the position of Chairperson for the remainder of the unexpired term. Should the office of the First Vice-Chairperson of the Board become vacant, the Second Vice-Chairperson shall succeed to the position of the First Vice-Chairperson for the remainder of the unexpired term. Should the office of the Second Vice-Chairperson of the Board become vacant, the position may be filled for the unexpired term by the Board of Directors. The Second Vice-Chairperson shall be elected for a term of two (2) years, and shall be limited to two (2) consecutive two (2) year terms. The Second Vice-Chairperson shall serve as Chairperson of the Nominating Committee and be considered as a representative of his/her respective class of Directors.

Section 6. President – Function

The President shall be the Chief Executive Officer of the Corporation, shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect, and shall have such other duties and powers as shall be determined from time to time by the Board. The President shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other Officer of the Corporation.

Section 7. Vice President – Function

The Vice President, or if there be more than one, the Vice Presidents in the order determined by the Board of Directors and the President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, including general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect, and shall have such other duties and powers as shall be determined from time to time by the Board of Directors or the President.

Section 8. Secretary – Function

The Secretary shall attend all meetings of the Board of Directors and all meetings of the members and record all the proceedings of the meetings of the Corporation and of the Board of Directors in a book to be kept for that purpose, and shall perform like duties for the standing committees when required. He or she shall give, or cause to be given, notice of all meetings of the members and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors. He or she shall keep in safe custody the seal of the Corporation and, when authorized by the Board of Directors, affix the same to any instrument requiring it and, when so affixed, it shall be attested by his or her signature or by the signature of an Assistant Secretary. The Secretary shall be elected for a term of two (2) years, and shall be limited to two (2) consecutive two (2) year terms.

Section 9. Assistant Secretary – Function

The Assistant Secretary, or, if there be more than one, the Assistant Secretaries in the order determined by the Board of Directors, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 10. Treasurer – Function

The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all transactions of the Treasurer and of the financial condition of the Corporation. The Treasurer shall be elected for a term of two (2) years, and shall be limited to two (2) consecutive two (2) year terms.

Section 11. Assistant Treasurer – Function

The Assistant Treasurer, or, if there shall be more than one, the Assistant Treasurers in the order determined by the Board of Directors, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer and shall perform such duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 12. General Counsel

The Corporation shall have a General Counsel, who shall be selected by the Board of Directors, and who shall advise the Board of Directors, Officers, Committees and staff members on legal matters relating to activities of the Corporation. The General Counsel shall, at his or her discretion, attend all meetings of the Corporation, or any Standing Committee, or Committees of the Corporation or be represented thereat by an attorney duly authorized by him or her, approve meeting agendas prior to such meetings, review and approve programs and activities of the Corporation, Standing Committees, or Committees of the corporation and have authority to interrupt any discussion at any meeting, when, in his or her opinion, such discussion is contrary to the best interests of the Corporation. He or she shall have authority to review such correspondence and publications of the Corporation, and its Standing Committees, and Committees of the Corporation as may be appropriate, and the Board of Directors shall take steps to insure that copies of such correspondence and

publications are forwarded to him or her prior to final distribution or publication. In addition to the foregoing, the General Counsel shall have such other powers and duties as the Board of Directors shall from time to time determine.

ARTICLE VI -- BOOKS AND RECORDS; OFFICES

Section 1. Books and Records

The Corporation shall keep at the office of the Corporation within the State of New York correct and complete books and records of account and shall keep minutes of the proceedings of the members, of the Board of Directors, and/or of any Committee which the Directors may appoint, and a list or record containing the names and addresses of all members; provided that the books and records of account may be kept at an office without the State of New York if the Certificate of Incorporation shall so provide. Any of the foregoing books, minutes, or lists or records may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 2. Offices

The Corporation may also have offices at such other places both within and without the State of New York as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE VII -- FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year, commencing on January 1 and ending on December 31 of such year.

ARTICLE VIII -- CORPORATE SEAL

The Corporate Seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, New York."

ARTICLE IX -- AMENDMENTS

The members of the Corporation or the Directors, upon compliance with any statutory requisite, may amend or repeal these Bylaws and may adopt new Bylaws, except that the Directors may not amend or repeal any Bylaws or adopt any new Bylaws the control over which is vested exclusively in the members pursuant to the New York Not-for-Profit Corporation Law. Except as otherwise provided by law and except as provided in Section 2 of Article IV hereof, Bylaws may be adopted, amended or repealed by a majority vote of the members or the Directors, as the case may be, at a meeting where notice of such proposed action is given.

ARTICLE X -- INDEMNIFICATION AND INSURANCE

Section 1. Non-exclusivity of Provisions of this Article

The right to indemnification and advancement of expenses granted pursuant to, or provided by, the New York Not-for-Profit Corporation Law shall not be deemed exclusive of any other rights to which a Director or Officer seeking indemnification or advancement of expenses may be entitled, whether contained in the Certificate of Incorporation, these Bylaws, a resolution of members, a resolution of Directors, or an agreement providing for such indemnification, provided that no indemnification may be made to or on behalf of any Director or Officer if a judgment or other final adjudication adverse to the Director or Officer establishes that his/her acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that he/she personally gained in fact a financial profit or other advantage to which he was not legally entitled. Nothing contained in these Bylaws shall affect any rights to indemnification to which corporate personnel other than Directors and Officers may be entitled by contract or otherwise under law.

Section 2. Indemnification of Officers and Directors

(a) The Corporation shall indemnify and hold harmless any person, made, or threatened to be made, a party to an action or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, including an action by or in the right of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, which any Director or Officer of the Corporation served in any capacity at the request of the Corporation, by reason of the fact that he/she, his/her testator or intestate, was a Director or Officer of the Corporation, or served such other corporation, partnership, joint-venture, trust, employee benefit plan or other enterprise in any capacity, against any and all losses, judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, to the fullest extent authorized by the New York Not-for-Profit Corporation Law, as the same exists or may from time to time be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment).

(b) The Corporation shall indemnify any person made, or threatened to be made, a party to any action by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he/she, his/her testator or intestate, is or was a Director or Officer of the Corporation, or is or was serving at the request of the corporation as a Director or Officer of

any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, against any and all losses, liabilities, judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred by him/her in connection with the defense or settlement of such action, or in connection with an appeal therein, to the fullest extent authorized by the New York Not-for-Profit Corporation Law, as the same exists or may from time to time be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment).

(c) For the purposes of this Article, the Corporation shall be deemed to have requested a person to serve an employee benefit plan where the performance by such person of his/her duties to the Corporation also imposes duties on, or otherwise involves services by, such person to the plan or participants or beneficiaries of the plan, and excise taxes assessed on a person with respect to an employee benefit plan pursuant to applicable law shall be considered fines.

(d) All indemnification and other rights provided for under this Article X of these Bylaws shall cover and continue as to each person who, prior to the effectiveness of this Article, has ceased or shall thereafter cease to be a Director or Officer and shall inure to the benefit of his or her heirs, executors and administrators.

(e) Except as provided in paragraph (g) of Section 2 of this Article, the Corporation shall indemnify any person seeking indemnification in connection with an action or proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation.

(f) Any and all rights to indemnification conferred in this Article shall be contract rights, and shall include the right to be paid by the Corporation the expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding; provided, however, that if the New York Not-for-Profit Corporation Law so requires, the payment of such expenses in advance of the final disposition of an action or proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such Director or Officer, to repay the amounts so advanced if it shall ultimately be determined that such Director or Officer is not entitled to be indemnified under this Article or otherwise, to the extent such amounts so advanced exceed the indemnification to which he is entitled. Notwithstanding the foregoing or any other provision of these Bylaws, no advance shall be made by the Corporation if a determination is reasonably and promptly made by the Board of Directors by a majority vote of a quorum of disinterested Directors, or (if such a quorum is not obtainable or, even if obtainable, a quorum of disinterested Directors so directs) by independent legal counsel, that, based upon the facts known to the Board of Directors or counsel at the time such determination is made, (a) the Director or Officer acted in bad faith or deliberately breached his/her duty to the Corporation or its members, and (b) as a result of such actions by the Director or Officer, it is more likely than not that it will ultimately be determined that the Director or Officer is not entitled to indemnification under the terms of these Bylaws.

(g) Unless not permitted by applicable law, if a claim under this Article is not paid in full by the Corporation within ninety days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense (including attorneys' fees) of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending an action or proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the New York Not-for-Profit Corporation Law for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors or its independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the New York Not-for-Profit Corporation Law, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel or its members) that the claimant has not met such applicable standard or conduct, shall be a defense to such action or create a presumption that the claimant has not met the applicable standard or conduct.

(h) The Corporation may, but shall not be required to, by action of its Board of Directors, in its sole discretion provide indemnification and/or advancement of expenses to any one or more members of the Corporation or members of any Standing committees, or Committees of the Corporation, to employees and to agents of the Corporation with the same

scope and effect as the indemnification of, and the advancement of expenses to, Directors and Officers provided for in this Article.

Section 3. Insurance

The Corporation may, to the maximum extent permitted by, and otherwise in conformity with the applicable provisions of, the New York Not-for-Profit Corporation Law (as the same exists or may from time to time be amended), maintain insurance, at its expense, to protect itself and any Director, Officer, employee or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the New York Not-for-Profit Corporation Law.

Section 4. Amendment

Any future amendment, enlargement or diminution of the indemnification and other rights provided for in this Article shall take effect prospectively only and shall not alter, restrict or diminish in any way the rights granted in this Article with respect to any act or occurrence as to which indemnification or any other right under this Article is sought which takes place prior to the effective date of such amendment, enlargement or diminution.

Copies of documents referenced herein may be obtained by contacting:

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