

BY-LAWS
OF
UNIVERSITY HEIGHTS COLLABORATIVE, INC.

ARTICLE I

Membership

1. General. Membership in the Corporation is granted to any person who has filled out a membership application and resides in, owns property in, or maintains a business or represents a community organization in the University Heights Neighborhood, or any other interested parties approved by the Board, as determined from time to time by the Board.

2. Voting. All members as defined above, eighteen (18) years of age or older, shall have one vote to be cast during attendance at any general or special meeting. One representative from each business, government agency or nonprofit organization located within the boundaries, upon prior written authority, shall have the same privilege as the residents listed above.

ARTICLE II

Membership Meetings

1. Annual Meeting. The annual meeting shall be convened in the month of April or any other month as determined by the majority of the Board and upon any day decided

upon by the majority of the Board. There shall be at least seven (7) days' notice prior to said meeting.

2. General Meetings. The Board shall call a general membership meeting a minimum of two times a year, inclusive of the annual meeting. Additional meetings may be called by a majority vote of the Board. There shall be no fewer than seven days notice which may be by e-mail or other electronic means, for any general meeting.

3. Board Meetings. The Board shall meet in open session approximately six times a year, but said Board may meet more often at times set by the President.

4. Emergency Meetings. Emergency meetings of the membership or the Board of Directors may be called at the request of at least four members of the Board. Notification and the purpose(s) of the meeting shall require at least 24 hours notice. A special meeting shall not be called unless insufficient time is available to consider a pertinent matter at the regular Board meeting. The minutes must describe the emergency. No other business may be discussed or acted on at an emergency meeting.

5. Agenda. The President shall prepare the agenda for general and special meetings of the membership. Any person may add an item to the agenda by (a) submitting the item in writing to the Board at least five (5) days in advance of the meeting or (b) making a motion to the Board to add an item to the general or special agendas at those respective meetings. Adoption of that motion requires a second and majority vote of the board.

6. Quorum.

(a) General Meetings: A minimum of one third of all general membership members shall constitute a quorum at any general meeting.

7. Participation. Any general, Board, special, emergency, or committee meeting is open to any person and all who may wish to be heard regarding any item on the agenda. Only members will be eligible to vote. All actions and recommendations of the general or special meetings shall be communicated to all affected parties, including minority reports.

8. Procedures. Roberts Rules of Order, Revised, shall be followed in all areas not covered by the by-laws.

ARTICLE III

Board of Directors

1. General. The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall be responsible for the operation of the Corporation and for the effectuation of the powers of the Corporation as set forth in the Certificate of Incorporation. The Board of Directors shall be responsible for the approval of an annual budget, and for securing funds for regular, special and capital expenditures.

2. Number of Board members. The Board shall determine the exact number of Board positions annually. There should be at least seven (7) and no more than twenty-five (25) board members.

3. Eligibility for Board service. Only persons eligible for membership shall be qualified to hold an elected or appointed position.

4. Classification of Board Members. The Board shall be classified into two classes, Regular Board Members and Block Club Board Members. Regular Board Members shall be elected pursuant to Section 7 of this Article IV. Block Club Board Members shall be

elected by the Board of Directors upon recommendation by any Block Club organized and operating in the University Heights neighborhood, and recognized by the Board of Directors. Any such Block Club Board Member shall serve for a term of three years, but may be redesignated and reelected by the Board for an unlimited number of terms.

5. Terms of Office. Terms of office are staggered. Board members shall serve three-year terms for an unlimited number of terms. At least five of the Board members shall be residents of the University Heights neighborhood.

6. Board vacancies. The Board may fill any vacancy on the Board or committee by majority vote of the Board. A member appointed to fill a vacancy shall serve the remainder of the unexpected term and until his or her successor is elected or appointed.

7. Election of Regular Board Members. Not less than 30 days prior to the annual meeting of members, the Nominating Committee will prepare a slate of candidates for election as Regular Board Members to the Board of Directors. The Nominating Committee shall certify the slate to the Secretary at least fifteen (15) days prior to the annual meeting of members, and the Secretary shall post a copy thereof to the corporation's website.

The Board members shall meet as soon as practical after the annual meeting and by majority vote of the Board members present, elect a President, Vice President, Secretary, and Treasurer.

8. Committees of the Board.

(a) Executive Committee and Standing Committees. The Board of Directors by resolution adopted by a majority of the entire Board, may designate from among its

members an executive committee, nominating committee, and other standing committees, each consisting of at least one director. Other committee members need not be Board members.

(b) Special Committees. The Board of Directors may authorize such special committees as may be deemed desirable. Only one committee member need be a Board member. Each such committee shall have only the powers specifically delegated to it by the Board and shall not have powers which by law cannot be delegated to a committee.

(c) Committee Participation. Each Board member is required to serve on at least one committee.

ARTICLE IV

Meetings of the Board

1. Regular Meetings. The Board shall hold regular meetings with such frequency as may be determined from time to time by the Board.

2. Annual Meeting. A meeting of the Board of Directors shall be held annually for the election of directors and officers and the transaction of such other business as may be appropriate. The annual meeting shall be held during the month of February immediately following the annual meeting of members.

3. Special Meetings. Special meetings of the Board may be called by the President and such call shall be issued whenever requested in writing or by electronic mail by any two directors.

4. Notice of Meetings. Three days' notice shall be given of all meetings of the Board. Notices of such meetings may be given either orally, in writing or by electronic mail.

When notice is given by first class mail, notice shall be deemed to have been given on the date of mailing. No notice need be given to any director who submits a signed waiver of notice before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

5. Quorum. At all meetings of the Board, a majority of the directors then in office shall constitute a quorum for the transaction of business, provided, however, that in no event shall less than one-third of the entire number of directors constitute a quorum. When a quorum is once present to organize the meeting, it is not broken by the subsequent absence of any of those present.

6. Adjournment If No Quorum. If less than a quorum is present for any duly noticed meeting of the Board, a majority of the directors present may adjourn the meeting from time to time not exceeding thirty days at any one time until a quorum shall be present and the business of the meeting accomplished, and of such adjourned meeting, no notice need be given.

7. Voting of Directors. The vote of the majority of the directors at a meeting at which a quorum is present shall be the act of the Board, unless the vote of a greater number is required by law or by these by-laws.

8. Action by Board 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 the members of the Board or committee consent in writing to the adoption of a resolution authorizing the action.

9. Conference Telephone. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of a

conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE V

Officers

1. Designation. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer, and such other officers as the Board of Directors may determine.
2. Election and Term of Office. Each officer shall be elected by the Board to hold office for a term of one year, and shall hold office for such term and until his or her successor shall have been elected and qualified.
3. Compensation. The officers of the Corporation shall serve without compensation, but the Board may, by resolution, authorize reimbursements of expenses incurred in the performance of their duties. Nothing herein shall preclude an officer from serving the Corporation in any other capacity and receiving compensation for such services.
4. President. The President shall be the chief executive officer of the Corporation; shall be generally in charge of all affairs of the Corporation; shall preside at all meetings of the Board; and shall perform all other duties pertaining to the office.
5. Vice President. In the absence of the President, the Vice President or the Vice Presidents, in the order of their election or stated number, shall perform all of the duties

pertaining to that office; and shall perform such duties as the Board and the President may from time to time prescribe.

6. Secretary. The Secretary shall keep a record of the proceedings of all meetings of the Board; shall have custody of the records and papers of the Corporation not otherwise provided for; and shall perform the other duties customarily performed by the secretary of a corporation.

7. Treasurer. The Treasurer shall receive all monies of the Corporation and deposit the same in such bank or banks as directed by the Board of Directors; shall collect all contributions and keep an accurate account of all receipts and disbursements; shall present a detailed report of the accounts of the Corporation when directed by the Board; shall pay out all funds by order of the Board; and shall perform the other duties customarily performed by the treasurer of a corporation.

8. Removal. Any officer may be removed by the Board with or without cause.

9. Vacancies. If the office of any officer becomes vacant for any reason, the directors may elect any qualified person to fill such vacancy, who shall hold office for the unexpired term of his or her predecessor and until his or her successor is elected and qualified.

ARTICLE VI

Indemnification of Directors and Officers

1. Indemnification. The Corporation shall indemnify to the broadest and maximum extent permitted by the New York Not-for-Profit Corporation Law, as the same exists

on the date of the adoption of this Article or to the greater extent permitted by any amendment of that Law (the intent being to provide the greatest of those indemnification rights permitted by that Law at any time from the time of the act or omission through the final disposition of the action) any person ("Indemnitee") made or threatened to be made a party to any action or proceeding, whether civil, criminal, administrative or investigative, including an action by or in the right of any other corporation, 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 such person is or was a director or officer of the Corporation or is or was serving such other enterprise at the request of the Corporation; provided, however, that the Corporation shall provide indemnification in connection with any such action or proceeding initiated by an Indemnitee only if such action or proceeding was authorized by the Board of Directors.

2. Advances. Expenses incurred by an Indemnitee in defending an action or proceeding shall be paid by the Corporation in advance of the final disposition of such action or proceeding upon receipt of an undertaking by or on behalf of an Indemnitee to repay the expenses so advanced by the Corporation to the extent they exceed the indemnification to which the Indemnitee is entitled. Unless otherwise required by law, such Indemnitee shall not be required as a condition of obtaining advancement of expenses hereunder to show that the Indemnitee has met the applicable standard of conduct provided by law for indemnification in connection with such action or proceeding.

3. Inurement. The rights of indemnification and advancement of expenses provided for in this Article shall inure to the benefit of the Indemnitee's legal representatives, heirs and distributees.

4. Insurance. The Board of Directors of the Corporation may, in its discretion, authorize the Corporation to purchase and maintain insurance to indemnify itself for any obligation which it incurs as a result of the indemnification of any Indemnitee or to indemnify any Indemnitee to the fullest extent permitted by law.

5. Interpretation. To the extent permitted under applicable law, the rights of indemnification and advancement of expenses provided in this Article (a) shall be available with respect to events occurring prior to the adoption of this Article, (b) shall continue to exist after any rescission or restrictive amendment of this Article 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 Indemnitee (or, if applicable, at the sole discretion of the heirs, distributees or legal representatives of such Indemnitee seeking such rights), on the basis of applicable law in effect at the time such rights are claimed and (d) shall be in the nature of contract rights that may be enforced in any court of competent jurisdiction as if the Corporation and the Indemnitee were parties to a separate written agreement.

6. Other Rights. The rights of indemnification and advancement of expenses provided in this Article shall not be deemed exclusive of any other rights to which any Indemnitee or other person may now or hereafter be otherwise entitled, whether contained in the Certificate of Incorporation, these by-laws, a resolution of the Board of Directors or an agreement

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 advancement of expenses provided in this Article shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any Indemnitee or other person in any action or proceeding to have assessed or allowed in his or her favor, against the Corporation or otherwise, his or her costs and expenses incurred therein or in connection therewith or any part thereof.

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

ARTICLE VII

Offices

1. Office. The office of the Corporation shall be located in the County of Erie and State of New York.

2. Additional Offices. The Corporation may have offices at such other places within or without the State of New York as the Board of Directors may from time to time appoint or the business of the Corporation may require.

ARTICLE VIII

Miscellaneous

1. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and terminate on the last day of December in each calendar year.

2. Seal. The seal of the Corporation shall be in the form of a circle, and shall bear the words "Corporate Seal, New York," and the name of the Corporation and the year of incorporation.

ARTICLE IX

Amendments

These by-laws may be amended or repealed by vote of a majority of the entire Board of Directors. A copy of the text of any proposed amendment shall be provided to the directors with the notice of the meeting at which the amendment shall be acted upon.