

BY-LAWS  
OF  
UNIVERSITY HEIGHTS BUSINESS ASSOCIATION, INC.

ARTICLE I

OFFICES

1. Office. The office of the corporation shall be located in the City of Buffalo, County of Erie, State of New York, at 3242 Main Street.

2. Additional Offices. The corporation may also 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 II

MEMBERS

1. Place of Meeting. The first meeting of members shall be held at 3242 Main Street. All other meetings of the members shall be held at such sites as are designated by the Board of Directors.

2. Annual Meetings. A meeting of members shall be held annually for the election of directors and the transaction of other business on the third Thursday in March in each and every year if not a legal holiday in the place of meeting, and if a legal holiday, then on the next business day following which is not a legal holiday.

3. Agenda. The order of business at the annual meeting of members shall be as follows:

- (a) Calling the meeting to order.
- (b) Proof of notice of meeting or waiver thereof.
- (c) Reading of minutes of last annual meeting.

- (d) Reports of officers.
- (c) Reports of committees.
- (e) Election of directors.
- (f) Transaction of other business.

4. Special Meetings. Special meetings of the members, for any purpose or purposes, may be called by the president, with the consent of ninety percent of the Board of Directors, and shall be called by the president at the request in writing by members entitled to cast sixty percent of the total number of votes entitled to be cast at such meeting. The notice for such meetings shall state the purpose or purposes thereof and indicate at whose request the meeting is being called.

5. Notice of Meeting. Written notice of the annual meeting or any regular meeting stating the place, date and hour will be given personally or by first class mail not less than ten nor more than fifty days before the date of the meeting to each member entitled to vote at such meeting. Written notice of a special meeting stating the place, date and hour, and indicating that it is being issued by or at the direction of the person or persons calling the meeting, and stating the purpose or purposes for which the meeting is called, shall be given, personally or by first class mail, not less than ten nor more than fifty days before the date of the meeting to each member entitled to vote at such meeting. If any by-law regulating an impending election of directors is adopted, amended, or repealed by the Board, there shall be set forth in the notice of the next meeting of the members for the election of directors the by-laws so adopted, amended or repealed, together with a concise statement of the changes made.

6. Adjourned Meetings. The members present may adjourn a meeting despite the absence of quorum. When a determination of members of record entitled to notice of or to vote at any meeting of members has been made, such determination shall apply to any adjournment thereof unless the Board of Directors fixes a new record date for the adjourned meeting. When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and at the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting. However, if after the adjournment the Board of Directors fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given to each member of record on the new record date entitled to vote at such meeting.

7. List of Members. A list or record of members entitled to vote, certified by the secretary, 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 days prior to such meeting. If the right to vote at any meeting is challenged, the inspectors of election, or if none, 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. All persons who appear from such list or record to be members entitled to vote thereat may vote at such meeting.

8. Quorum of Members. At any meeting of the members, members entitled to cast twenty-five percent of the total number of votes entitled to be cast thereat shall constitute a quorum for the transaction of any business. The members present may adjourn the meeting despite the absence of a quorum.

9. Voting. Every member of record shall be entitled to one vote on each matter submitted to a vote of members and such vote may be cast by any bona fide representative of the member. Directors shall be elected by a plurality of the votes cast at a meeting of the members entitled to vote in the election. Any other corporate action to be taken by vote of the members shall be authorized by a majority of the votes cast at a meeting of members by the members entitled to vote thereon, except as otherwise required by law.

10. Proxies. Limited proxies are authorized in the discretion of the Board of Directors. Proxies may always be used in the case of the election of directors.

11. Inspectors at Meetings of Members. The Board of Directors, in advance of any meeting of members, may appoint one or more inspectors to act at the meeting or any adjournment thereof. If inspectors are not so appointed, the person presiding at a meeting of members may, and on the request of any member entitled to vote thereat shall appoint one or more inspectors. In case any persons appointed fail to appear or act, the vacancy may be filled by appointment made by the Board in advance of the meeting or at the meeting by the person presiding thereat. Each inspector, before entering upon the discharge of his duties, shall

take and sign an oath faithfully to execute the duties of Inspector at each meeting with strict impartiality and according to the best of his ability. The Inspector shall determine the number of membership certificates (or cards) outstanding and the voting power of each, the certificates (or cards) 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 and 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 entitled to vote thereat, the inspectors shall make a report in writing of any challenge, question or matter determined by them and execute a certificate of any fact found by them. Any report or certificate made by them shall be prima facie evidence of the facts stated and of the vote as certified by them.

12. Fixing Record Date. For the purpose of determining the members entitled 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 determining members entitled to receive any distribution or the allotment of any rights, or for the purpose of any other action by the members, the Board of Directors may fix, in advance, a date as the record date for any determination of members. Such record date shall not be more than fifty nor less than ten days before the date of such meeting.

13. Action Without Meeting, Written Consent of Members.

Whenever under the Not-for-Profit Corporation Law, 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 thereon. However, this paragraph shall not be construed to alter or modify any provision of the certificate of incorporation under which the written consent of less than all of the members is sufficient for corporate action.

14. Qualifications of Members. At least ninety-five (95%) percentum of the members, either as a corporation, partnership

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or sole proprietorship must actually conduct a business in the University Heights Area, i.e., the triangle bordered by Kenmore Avenue on the North, the Erie-Lackawanna Railroad tracks on the West and both sides of Main Street on the East, including both sides of Main Street to Hertel Avenue and all connecting streets to the triangle and Main Street for at least one month prior to the date of the annual meeting, provided however that the owning of real property for the purpose of leasing or renting said property for residential purposes shall not constitute the conducting of business within the meaning of this section. The five (5%) percentum of members not qualified under this section may be admitted in the discretion of the Board of Directors.

15. Number. There shall be as many members of the corporation as the Secretary shall certify at the time of the annual meeting.

## ARTICLE III

### BOARD OF DIRECTORS

1. Board of Directors. The business of this corporation shall be managed by its Board of Directors.

2. Qualifications of Directors. Each director shall be at least eighteen years of age and a representative of the member of the corporation.

3. Number of Directors. The number of directors constituting the entire Board shall be thirteen. The number of directors may be increased or decreased by action of a majority of the members then entitled to a vote or a majority of the entire Board then entitled to vote subject to the limitation that no decrease shall shorten the term of any incumbent director.

4. Election and Term of Directors. At each annual meeting of members, eleven (11) directors shall be elected to hold office for a one (1) year term for which the director is elected, and until the successor has been elected and qualified. At the same time, the Mayor of the City of Buffalo and the University District Councilmember shall appoint one (1) member each from the membership to the Board of Directors to serve for a term of one (1) year at the recommendation of the Board of Directors.

5. Newly Created Directorships and Vacancies. Newly created directorships resulting from an increase in the number of directors and vacancies occurring on the Board of Directors for any reason may be filled successively by vote of a majority of the directors then in office, regardless of their number. A director elected to fill a vacancy shall hold office until the next annual meeting at which the election of directors is in the regular order of business and

until his successor is elected and qualified.

6. Removal of Directors. Any or all of the directors may be removed for cause by vote of a majority of the Board of Directors. Any director whose removal is sought by the Board may request that a vote of the membership be taken on such question. If such a request is made, a special meeting for the purpose of deciding the question must be called pursuant to Article 2. Any or all of the directors may be removed with or without cause by a vote of the members.

7. Resignation of Directors. Any director may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty of a director.

8. Quorum of Directors. A simple majority of the entire Board regardless of vacancies shall constitute a quorum for the transaction of business or of any specified item of business and the vote of a majority of the Board of Directors present at the time of a vote, if a quorum is present at such time, shall be the act of the Board of Directors.

9. Meetings of the Board. The first meeting of each newly elected Board of Directors shall be held at the office of the corporation at 3242 Main Street, Buffalo, New York on the third Thursday of each month. Regular meetings of the Board of Directors will be held on the third Thursday of each month. Special meetings



of the Board of Directors shall be held at least five days after notice to the directors is mailed or given personally to each director. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

10. Notice of Meetings of the Board. The first meeting of each newly elected Board of Directors may be held without notice. Regular meetings may also be held without notice to the directors. Special meetings shall be held upon written notice to the directors at the call of the chairman or eleven members of the Board. The notice of a special meeting shall state the place, date and hour of the meeting, indicate that it is being issued by or at the direction of the person or persons calling the meeting, and specify the purposes thereof. The notice shall be given personally or by mail, not less than five nor more than ten days before the date of the meeting to each director. Such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid, directed to the director at his home address or if he has filed with the secretary of the corporation a written request that notices to him be mailed to some other address, then directed to him at such other address. Notice of any adjourned meeting of the Board, specifying the time and place of the next meeting, shall be given to the directors who were not present at the time of the adjournment, and unless such time and place are announced at the meeting, to the other directors.

11. Committees of the Board. The Board of Directors by resolution adopted by a majority of the entire Board, may designate

from among its members an executive committee consisting of the five officers of the corporation and a finance committee consisting of the Treasurer of the Corporation and two or more other members which, to the extent provided in such resolution, shall have all the authority of the Board, except as to the matters prohibited by section 712 of the Not-for-Profit Corporation Law.

12. Other Committees. The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may establish such other committees, consisting of three or more members, as shall from time to time be determined. Any such committee shall have such authority as the Board of Directors shall determine except that no committee shall have any authority which may not by law be delegated or which is specifically reserved to the Board of Directors itself in the preceding paragraph of these by-laws.

13. Compensation of Directors. Directors shall not receive any salary for their services as directors, but by resolution of the Board of Directors may receive a sum representing the actual expenses for child care and transportation to and from each meeting of the Board and any committee of the Board; provided that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor; provided, however, that the number of directors serving in such dual capacity shall not be more than twenty percent of the entire Board. Such compensation shall be reasonable and commensurate with services performed.

14. Contracts or Other Transactions. No contract or other transaction between this corporation and one or more of its directors

or officers, or between this corporation and other corporation, firm, association or other entity in which one or more of its directors are directors or officers, or have a financial interest, shall be either void or voidable for that reason alone or because such director or directors or officers are present at the meeting of the Board, or of a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose, if:

(1) the material facts as to such director's or officer's interest in such contract or transaction and as to any common directorship, officership or financial interest are disclosed in good faith or known to the Board or committee, and the Board or committee authorized such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested director or officer; or

(2) the material facts as to such director's or officer's interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or known to the members entitled to vote thereon, if any, and such contract or transaction is authorized by vote of such members; or

If there was no disclosure, knowledge or vote as provided in (1) and (2) above, the corporation may avoid this contract or transaction unless the party or parties thereto establish affirmatively that the contract or transaction was fair and reasonable to the corporation at the time it was authorized by the Board, committee or members.

Common or interested officers or directors may be counted

in determining the presence of a quorum at a meeting of the Board or of a committee which authorizes such contract or transaction.

#### ARTICLE IV

##### OFFICERS

1. Number. The officers of this corporation shall be a president, a first and second vice-presidents, a secretary and a treasurer.

2. Election and Term of Office. All officers shall be elected by the Board to hold office for the term of one year with the right to succeed themselves in office and until his successor has been appointed and qualified.

3. President. The president shall preside at all meetings of members and at all meetings of the directors. He shall be an ex officio member of all standing committees and shall, in general, supervise and manage all of the business and affairs of the corporation, subject to the control of the Board of Directors. He shall have power to sign capital certificates and subvention certificates of this corporation and to sign and execute all contracts and instruments of conveyance in the name of the corporation, to sign checks, drafts, notes and orders for the payment of money, with the prior approval of the Board. He shall perform all duties usually incident to the office of President.

4. Vice-Presidents. The vice-presidents shall in the absence or disability of the president, perform all duties and exercise the powers of the president. The vice-presidents shall have such powers and perform such duties as may be delegated to them by the president or prescribed by the Board of Directors.

5. Secretary. The secretary shall keep the minutes of all meetings of the Board of Directors, and the minutes of all meetings of the members, and also, unless otherwise directed, the minutes of all meetings of committees in books provided for that purpose. He shall give, or cause to be given, notice of all meetings of members and directors, and all other notices required by law or by these by-laws, and in case of his absence or refusal to do so, any such notice may be given by any person thereunto directed by the president or by the directors or members upon whose requisition the meeting is called. He shall have charge of the corporate books and records. He shall have the custody of the seal of the corporation and affix the same to all instruments requiring it when authorized by the directors or the president, and attest the same. He shall file all written requests that notices be mailed to members at an address other than that which appears on the record of members. He shall sign with the president, capital certificates and certificates representing subventions of the corporation. And he shall, in general, perform all duties incident to the office of secretary.

6. Treasurer. The treasurer shall have custody of all funds, securities, evidences of indebtedness and other valuable documents of the corporation; when necessary or proper, he shall endorse on behalf of the corporation for collection checks, notes and other obligations and shall deposit the same to the credit of the corporation in such banks or depository as the Board of Directors shall designate. He shall receive and give or cause to be given receipts and acquittances for monies paid into or on account of the corporation of whatever nature upon maturity of the same; he shall enter

or cause to be entered in books of the corporation to be kept for that purpose full and accurate accounts of all monies received and paid out on account of the corporation, and he shall render a statement of his accounts at least once a year and at any other such time as required by the president or directors. He shall keep or cause to be kept such other books as will show a true record of the expenses, losses, gains, assets and liabilities of the corporation; he shall at all reasonable times exhibit his books and accounts to any director of the corporation upon application at the office of the corporation during business hours; he shall perform all duties and acts incident to the office of treasurer. He shall give the corporation security for the faithful performance of his duties in such sum and with such surety as the Board of Directors may require.

7. Removal of Officers. Any officer elected by the Board may be removed for cause shown. Any officer who is subject to removal may request that a vote of the membership be taken on the question. If such request is made, a special meeting of the members shall be called forthwith for the purpose of deciding the question.

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

#### ARTICLE V

#### DUES; MEMBERSHIP ROLLS

1. Dues. The Board of Directors may establish a dues schedule

and may waive the dues of any member in appropriate cases as the Directors shall determine from time to time. The following members shall not be required to pay any dues: ex officio members as designated from time to time by the Board of Directors.

2. Membership Roll. The president shall maintain a Membership Roll of all members which shall be evidence of membership in the corporation.

#### ARTICLE VI

#### AMENDMENTS

These By-Laws and any hereafter adopted may be amended at any meeting of the Board of Directors by a majority vote of the entire Board of Directors, or at any meeting of the members by a majority vote of the regular members present and voting in each case upon ten days' written notice of the proposed change.

4/23/86

CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF

UNIVERSITY HEIGHTS BUSINESS ASSOCIATION, INC.  
UNDER SECTION 803 OF THE NOT-FOR-PROFIT CORPORATION LAW

We, the undersigned, being the President and the Secretary of the University Heights Business Association, Inc., do hereby certify:

FIRST: The name of the corporation is UNIVERSITY HEIGHTS BUSINESS ASSOCIATION, INC., located at <sup>3242</sup>~~3236~~ Main Street, Buffalo, New York 14214.

SECOND: The certificate of incorporation of the University Heights Business Association, Inc. was filed in the office of the Secretary of State on the 13th day of June, 1955, pursuant to the provisions of the Membership Corporation Law.

THIRD: The date of filing of the first certificate of amendment to the certificate of incorporation in the office of the Secretary of State of the State of New York was April 13, 1976 pursuant to the provisions of the Not-for-Profit Corporation Law.

FOURTH: Paragraph the THIRD of the Certificate of Incorporation is hereby changed by replacing the paragraph with the following:

That the territory in which the operations of said corporation are to be conducted is as follows: in the <sup>TRIANGLE</sup> rectangle bordered by Kenmore Avenue on the North, <sup>BLUE LACAWANA TRACKS ON THE WEST</sup> ~~Hertel Avenue on the South~~, <sup>PARKSIDE</sup> ~~Parkside Avenue on the~~ ~~West~~ and both sides of Main Street on the East, including<sup>^</sup> all connecting and contiguous streets. ~~AS THE A BOUNDARY~~  
BOTH SIDES OF MAIN ST. SOUTH TO HERTZEL AVE AND



FIFTH: Paragraph the FIRST is hereby changed by replacing the paragraph with the following:

That the corporation is formed for the following purpose:

To promote the interests of members having a common business interest, and more particularly the improvement of business conditions within the meaning of 501(c)(6) of the Internal Revenue Code, no part of the net earning of which corporation shall inure to the benefit of any individual or member.

SIXTH: The certificate is hereby expanded by adding the following paragraphs:

(1) To take and hold by lease, gift, purchase, loan, grant and devise or bequest any property, real or personal, as may be necessary and desirable for obtaining the objectives herein and carrying into effect the abovestated purposes of this corporation.

(2) To apply for and receive individual, public, corporate and governmental grants; to solicit and raise funds to be used for the purposes herein.

(3) The corporation shall not have any power, nor shall it engage in any activity that would prevent the corporation from qualifying (and continuing to qualify) as a corporation described in Section 501(c) of the Revenue Code of 1954 (Code.)

(4) No part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall it in any manner participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office nor shall it engage in any transaction defined as "prohibited" under Section 503 of the Code. 1

(5) The corporation shall never be operated for the purposes of carrying on a trade or business for profit. Neither the whole or any part of the assets or net earnings of the corporation shall ever be used, nor shall the corporation ever be organized or operated, for purposes that are not exclusively within the meaning of Section 501(c)(4) of the Code.

(6) No compensation or payment shall ever be made to any officer, director, trustee, creator, organizer of or contributor to the corporation except as a reasonable allowance for actual expenditures or services actually made or rendered to or for the corporation; neither the whole nor any part of the assets or net earnings, current or accumulated, of the corporation shall ever be distributed to or divided among any such person; and neither the whole nor any part of such assets or net earnings shall ever be used for, accrue to, or inure to the benefit of any member or private individual within the meaning of Section 501(c)(4) of the Code.

(7) Any reference herein to any provision of the Internal Revenue Code of 1954 shall be deemed to mean such provision as now or hereafter existing, amended or superseded, as the case may be.

(8) Notwithstanding any other provision of these articles, the corporation is organized exclusively for the purposes as specified in Section 501(c)(4) of the Internal Revenue Code of 1954 and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1954.

(9) No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, officer of the corporation, or

private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

(10) No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation or participating in, or intervening in any political campaign on behalf of any candidate for public office.

(11) In the event of dissolution all of the remaining assets and property of the corporation shall after the necessary expenses thereof be distributed to such organizations as shall qualify under Section 501(c)(4) of the Internal Revenue Code of 1954, as amended, or, to another organization to be used in such manner as in the judgment of a Justice of the Supreme Court of the State of New York will best accomplish the general purposes for which this corporation was formed.

SEVENTH: The manner in which this amendment of the Certificate of Incorporation of University Heights Business Association, Inc. was authorized by the direction of the Board of Directors of the corporation on December 17, 1980, a quorum being present and voting throughout.

EIGHTH: The duration of the corporation is perpetual.

NINTH: No approvals or consents other than the approval of a Justice of the Supreme Court are required by the Not-for-Profit Corporation Law or by any other statute of the State of New York prior to filing of this amendment.

IN WITNESS WHEREOF, the undersigned have executed and signed  
this Certificate of Amendment this            day of January, 1981.

Robert Reger, President

Conrad Zaranski, Secretary

STATE OF NEW YORK )  
                          ) SS.  
COUNTY OF ERIE     )

ROBERT REGER, being duly sworn, deposes and says, that he is the President of UNIVERSITY HEIGHTS BUSINESS ASSOCIATION, INC., the corporation named in and described in the foregoing certificate. That he has read the foregoing certificate and knows the contents thereof, and that the same is true of his own knowledge, except as to the matters therein stated to be alleged upon information and belief, and as to those matters he believes it to be true.

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Robert Reger

Sworn to before me this            day of January, 1981.

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STATE OF NEW YORK )  
                          ) SS.  
COUNTY OF ERIE     )

In the matter of the application for the approval of  
the Certificate of Amendment of the Certificate of  
Incorporation of the UNIVERSITY HEIGHTS BUSINESS  
ASSOCIATION, INC., pursuant to the Not-for-Profit  
Corporation Law

I, \_\_\_\_\_, a Justice of the  
Supreme Court of the 8th Judicial District, do hereby  
approve the foregoing Certificate of Amendment and  
consent that the same be filed.

Date:

\_\_\_\_\_