

Article II Basic Policies

Section 1. The Corporation shall be noncommercial, nonsectarian, and nonpartisan.

Section 2. The corporation shall admit students of any race to all the rights, privileges, programs and activities generally accorded or made available to students at the school.

Section 3. The corporation does not discriminate on the basis of race, color or national and ethnic origin in the administration of its educational policies, admissions policies, scholarship and loan programs, and athletic or other school administered programs.

Article III Principal Office

The office of the corporation is to be located at 2587 Baseline Road, Grand Island, New York 14072.

Article IV Board of Trustees

Section 1. General Powers: The business and affairs of the Corporation shall be managed by its Board of Trustees and the Board of Trustees shall be entitled to exercise any and all powers granted to the board of Trustees as set forth in the Provisional Charter and enumerated under the New York Not-For-Profit Corporation Law and the New York Education Law.

Section 2. Number: The Board of Trustees shall consist of from five (5) to twenty-five (25) Trustees, with the initial Board of Trustees being fixed at five (5). The Board of Trustees shall have power by vote of two-thirds of the entire Board of Trustees to increase or decrease the number of Trustees within these limits. Any action to increase or decrease the number of Trustees shall be taken only at a

meeting, the notice of which shall have referred to the proposed action unless such notice is waived by all Trustees.

Section 3. Term of Office: The first term of the Board of Trustees shall expire on June 30, 1998. Thereafter, the Board of Trustees shall be re-elected to hold office until the next annual meeting of Members and until their successors are elected and have qualified. Each trustee shall be eligible for re-election. The election of Trustees shall be held at offices of the corporation or at such other time and place as may be determined by the board.

Section 4. Election: Election to the board shall be by written ballot of the Members from the nominees presented by the Nominating Committee or from nominations from the floor. Those nominees receiving a plurality of the votes cast at the annual meeting of Members or at any meeting held in lieu of such annual meeting (which meeting, for the purposes of these by-laws, shall be deemed the annual meeting) shall be deemed elected.

Section 5. Vacancies: The office of any Trustee shall become vacant on her death, resignation, refusal to act or removal from office. If any Trustee shall fail to attend three (3) consecutive meetings without excuse except as is satisfactory to the Trustees, he or she shall be deemed to have resigned, and the vacancy shall be filled by vote of the majority of all the remaining members of the Board of Trustees.

Section 6. Meetings: The regular meetings of the Board of Trustees shall be held at such time and place as shall be approved by the Board of Trustees and unless otherwise approved by the board shall be held annually in the months of August, November, January, March and June at the office of the corporation. Special meetings of the Board of Trustees may be called at any time by the President or in her absence by the Vice President, and must be called by such officer on written request by three (3) Trustees. Any such meeting shall be held at such time as may be fixed by the person or persons calling the meeting.

Section 7. Joint Meeting: A special joint meeting of the outgoing and incoming Boards of Trustees shall be held annually after the election of the new Board of Trustees at such a time and place as shall be approved by the President.

Section 8. Notice: At least five (5) days before a meeting of the Board of Trustees, written notice thereof shall be delivered personally to each Trustee or electronically delivered to each Trustee. Any Trustee may waive notice of any meeting either before or after the meeting. The attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting unless he shall at the meeting object to lack of notice provided in these By-Laws. Except as otherwise provided in these By-Laws, notice of a meeting need not specify the business to be transacted or the purpose of such meeting.

Section 9. Quorum: A majority of the whole number of the Trustees shall constitute a quorum for the transaction of business or for the holding of any meeting of the Board of Trustees, but if less than a majority is present at a meeting, a majority of the Trustees present may adjourn the meeting from time to time without further notice, and the act of a majority of the Trustees present at a meeting at which the quorum is present shall be the act of the Board of Trustees except as otherwise provided in these By-Laws.