

**BY-LAWS OF**  
**ST CATHERINE HIGH SCHOOL ALUMNI ASSOCIATION NORTH EAST, INC.**

ARTICLE I.

Name

The name of the Corporation is St. Catherine High School Alumni Association North East, Inc.

ARTICLE II.

Office and Books

1. Principal Office. The principal office of the Corporation shall be located in the County of Westchester in the State of New York.

2. Other Offices. The Corporation may also have offices at such other places, either within or without the State of New York, as the Board of Directors of the Corporation (the "Board") may from time to time determine.

3. Books and Records. There shall be kept at the office of the Corporation correct books of account of the activities and transactions of the Corporation.

ARTICLE III.

Members

1. Membership. The members of the Corporation shall be any past student of St. Catherine High School living in North America and any other persons who are recommended by five (5) past students who are members of the Corporation in good standing. Any individuals so recommended for membership must receive the consent of the Membership Committee of the Board of Directors and such consent must be ratified by the full Board upon unanimous written consent. Members will be required to pay an initiation fee of Twenty Dollars (\$20) and annual membership dues of One Hundred Dollars (\$100), which can be paid at intervals during the calendar year ending December 31. There will be no membership card issued to members, and the names of members will be listed on a roll that will be kept in the corporate minute book of the Corporation and updated from time to time by the Secretary of the Corporation. The Board of Directors from time to time can require, upon unanimous written consent, certain other fees and assessments to be paid by members. Membership shall be terminated by the death, 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 occurrence of any of the aforementioned events. Members will have no distributive rights in the event of a dissolution or liquidation of the Corporation. Any such funds, equipment or other personal property or any other asset on hand at such time will be distributed to other nonprofit organizations selected by the Board, unless the Corporation is directed to do otherwise by a court

of law.

2. Meetings. Meetings of the members of the Corporation shall be held annually at such place within or without the State of New York, at a time decided by the President and the Board and on a date to be decided at the end of the previous annual meeting. The primary purposes of the annual meeting are the election of Directors and the transaction of such other business as may come before the meeting. Only members in good standing as reflected in the records of the Corporation can vote on any matter requiring a vote at any annual meeting. The first annual meeting will be held no more than thirteen (13) months after the election of the initial Board of Directors and once every calendar year thereafter.

3. Report of the Board of Directors. The Board of Directors shall present a written report to the membership at each annual meeting as required by Section 519 of the Not-for-Profit Corporation Law. Such report shall be filed with the records of the Corporation and a copy attached to the minutes of the annual meeting.

4. Special Meetings. The President or Secretary, upon the unanimous written consent of the Board, or the members entitled to cast ten percent of the total number of outstanding votes entitled to be cast at such meeting, may, in writing, demand a special meeting at anytime prior to or subsequent to any annual meeting. Upon receiving written demand, the Secretary shall promptly give notice of such special meeting, listing (i) the date and hour of the meeting, (ii) the purpose of the meeting and (iii) on whose direction, recommendation or written demand the meeting is being called. The meeting shall be held at a designated location within or without the state of New York or the office of the Corporation. Each member in good standing should be notified either by first class mail or electronically at least twenty (20) days before the actual date of any meeting and members need not respond to confirm their attendance to any such meeting. It is the responsibility of the Secretary to inform the membership of any postponement of any special meeting within a reasonable time and to state, if such information is available, when and where any such postponed meeting will subsequently be held.

5. Conduct of Meetings. All duly scheduled meetings of the members of the Corporation shall be presided over by one of the following officers, in their order of seniority: the President, a Vice President, the Chairman of the Board of Directors, the Vice Chairman of the Board of Director, or, if none of these persons are present, the members present at the meeting may choose a chairman for the meeting in question. The Secretary or Assistant Secretary of the Corporation is responsible to record the minutes of all meetings duly convened, and if neither officer is present the chairman of the meeting can appoint a secretary for the meeting.

6. Quorum. A majority of the members in good standing and qualified to vote shall constitute a quorum in any meeting of the Corporation called to transact the business of the Corporation. If a quorum is not present, a majority of the members present may vote to adjourn the meeting despite the absence of a quorum. Any meeting so adjourned will be noted in minutes of the Corporation and, if so decided, a new date will be set for the adjourned meeting.

7. Proxy Voting. Only members in good standing can vote by proxy in any meeting of the Corporation. Members choosing to vote in this manner may provide a writing

authorizing another person or persons to act for him as proxy, and such authorization may be granted by electronic transmission to the person who will be the holder of the proxy, and any copy, facsimile telecommunication or other reliable reproduction of the writing or transmission may be substituted for the original. A duly signed proxy should be provided to the Secretary of the Corporation. Each proxy is valid for a specific period not to exceed eleven (11) months and shall be revocable by the member at any time. No action taken by the holder of the proxy is reversible after a proxy vote has been cast.

#### ARTICLE IV.

##### Board of Directors

1. Number. The Board of Directors shall consist of not fewer than three (3) and not more than twelve (12) persons. The number of Directors may be increased or decreased by amendment of these By-Laws, but no decrease shall shorten the term of any incumbent Director. The initial Board shall consist of the seven (7) Directors named in the Certificate of Incorporation who shall hold office until the first annual meeting of the Members and until their successors are elected and qualified.

2. Responsibilities. The general management of the affairs of the Corporation shall be vested in the Board of Directors, which may delegate to officers, employees and to committees of their own number such powers and duties as it may see fit, subject to the limitations hereinafter set forth in this paragraph. The Board of Directors may elect from among its number one Director to serve as the Chairman of the Board of Directors.

3. Election and Term. The initial Directors are named in the Certificate of Incorporation, and thereafter each Director shall be elected at the annual meeting of the Members of the Corporation, by a majority of the Members present and qualified to vote, and each shall continue in office until the next annual meeting of the Members and until a successor is elected and qualified, or until his or her death, resignation or removal. Directors shall be eligible for reelection without limitation.

4. Annual Meeting. The Board of Directors shall convene for regular meetings at least once a year at a time and place to be determined by the Board of Directors, for the purpose of the election of Officers and the transaction of any business as may come before the meeting.

5. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be designated by resolution of the Board, and such meetings may be held outside of the State of New York.

6. Special Meetings. Special meetings of the Board of Directors may be called by written request of not less than a majority of the entire Board, on five days' notice.

7. Telephone Meetings. Any one or more members of the Board of Directors or any committee thereof may participate in any meeting of such 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.

8. Action by the Board of Directors Without a Meeting. Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

9. Compensation. Directors shall receive no salary or other compensation for their services as Directors, except that by resolution of the Board of Directors a fixed reasonable sum or expenses of attendance, if any, or both may be allowed for attendance at each regular and special meeting of the Board.

10. Removal. Any Director may be removed with or without cause by a vote of a majority of the Members then in attendance at any special meeting of the Members called for that purpose.

11. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors or the President or Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

12. Vacancies. Any vacancy in the Board of Directors occurring during the year by reason of death, resignation, disqualification, removal or for any other cause may be filled by vote of a majority of the Directors then in office. Any Director so elected by the Board shall hold office until the election and qualification of a successor at the next succeeding annual meeting of the Members.

13. Rules and Regulations. The Board of Directors may from time to time recommend to the Corporation the adoption of such policies, actions, rules and regulations as it may deem advisable to carry out the affairs of the Corporation.

## ARTICLE V.

### Officers

1. Number and Election. The officers of the Corporation shall be a President, such Vice-Presidents as the Board of Directors may from time to time determine, a Secretary, a Treasurer, and such Assistant Secretaries and Assistant Treasurers as the Board may from time to time determine. The officers shall be elected for a term of one (1) year at the annual meeting of the Board, and each shall serve until the election and qualification of a successor, or until his or her death, resignation or removal. Any two or more offices may be held by the same person, except the offices of President and Secretary.

2. Other Officers. The Corporation may have such other officers, agents and employees as shall be determined from time to time by the Board.

3. President. The President shall be the Chief Executive Officer of the Corporation and shall have the general direction of the affairs and property of the Corporation and of its several officers and shall have and exercise all such powers and discharge such duties as usually pertain to such office. The President shall preside at all meetings of the Board of Directors and shall serve as its Chairperson. The President shall be ex- officio a member of all standing committees.

4. Vice-President. The Vice-President or Vice-Presidents shall, pursuant to direction of the Board, perform the duties and possess and exercise the powers of the President in the event of the President's absence or disability and shall have such other powers as the Board of Directors shall determine and shall perform such other duties as may be assigned by the Board of Directors.

5. Secretary. The Secretary shall attend all meetings of the Board, shall record all the proceedings and votes of the meetings of Directors and may sign the notices for meetings thereof, and shall perform, in general, the duties incidental to the office of Secretary subject to the control of the Board of Directors and to the provisions of these By-Laws.

6. Treasurer. The Treasurer shall have the care and custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements of all moneys received and paid by him on account of the Corporation. The Treasurer shall exhibit such books of account and records to any of the Directors at any time upon request at the office of the Corporation and shall render a detailed statement to the Board of Directors as often as they shall require it. The Treasurer may execute all instruments requiring his or her signature and may be required to give bond for the faithful discharge of his or her duties.

7. Assistant-Treasurer and Assistant-Secretary. Any Assistant-Treasurer or any Assistant-Secretary shall perform such duties as may be assigned and, in the temporary absence or during the temporary inability to act of the Treasurer or of the Secretary, shall perform the duties and exercise the powers of his or her superior in office. Performance by the Assistant-Treasurer or the Assistant-Secretary of any of the duties of his or her superior shall be, as to third persons, conclusive evidence of his or her authority to act in any such respect.

8. Bonds. The Board of Directors shall have the power to require that the officers, agents, and employees of the Corporation, or any of them, shall furnish a corporate surety bond for the faithful performance of their respective duties in such amounts as the Board shall determine, the expense of such bond to be borne by the Corporation.

9. Compensation. No salaries shall be paid to any of the officers of the Corporation.

10. Removal. Any officer elected by the Board of Directors may be removed, with or without cause, at any time, by a vote of a majority of the entire Board.

11. Resignation. Any officer may resign by delivering to the Board of Directors a written resignation.

12. Vacancies. In the event that any office of the Corporation becomes vacant

by reason of death, resignation, disqualification, removal, or for any other cause, a majority of the Directors then in office may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the regular election and qualification of a successor.

## ARTICLE VI.

### Indemnification

1. Derivative Actions. Any and every person made, or threatened to be made, a party to any action, suit, or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that said person, or his or her testator or intestate, is or was a Director or officer of the Corporation, or of any other corporation of any type or kind, foreign or domestic, or any partnership, joint venture, trust, employee benefit plan or other enterprise that said person is or was serving at the request of the Corporation, shall be indemnified by the Corporation to the full extent permitted by law, against any and all judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees, actually and necessarily incurred by said person, or his or her testator or intestate, in connection with the defense or settlement of such action, suit or proceeding, or in connection with an appeal therein, if such officer or Director acted in good faith for a purpose which he or she reasonably believed to be in, or in the case of service for any other corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the Corporation.

2. Nonderivative Actions. Any and every person made, or threatened to be made, a party to any action, suit, 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 said person, or his or her testator or intestate, is or 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, shall be indemnified by the Corporation, to the full extent permitted by law, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such Director or officer acted in good faith for a purpose which he or she reasonably believed to be in, or, in the case of service for any other corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the Corporation and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his or her conduct was unlawful.

## ARTICLE VII.

### Committees

1. Standing Committees. The Board of Directors may, by resolution adopted by a majority of the entire Board of Directors, designate standing committees, including an Executive Committee, consisting of three (3) or more members of the Board of Directors. Such

committees shall serve at the pleasure of the Board of Directors and shall have such powers and duties as it shall prescribe, except as otherwise provided by law.

2. Executive Committee. The Executive Committee shall, during the intervals between meetings of the Board of Directors, have and exercise all of the powers of the Board of Directors in the management of the affairs of the Corporation, except as otherwise provided by law, and subject to such restrictions or limitations as the By-Laws or the Board of Directors may from time to time specify, and shall have power to authorize the affixing of the seal of the Corporation to all papers which may require it. The Executive Committee shall act by means of periodic meetings held for that purpose to be called by the President, with a majority of the committee members constituting a quorum for any such Executive Committee meeting.

Any member of the Executive Committee may be removed at any time, with or without cause, by a resolution of the Board of Directors. Any person ceasing to be a member of the Board of Directors shall ipso facto cease to be a member of the Executive Committee. Any vacancy in the Executive Committee occurring from any cause whatsoever may be filled from among the Directors by a resolution adopted by a majority of the entire Board of Directors.

3. Special Committees. The Board of Directors may by resolution create such special committees as it deems desirable. The members of such special committees shall be appointed by the President with the consent of the Board of Directors.

## ARTICLE VIII.

### Agents

At the annual meeting of the Board, or upon unanimous written consent, the Board of Directors may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board may see fit, so far as is consistent with these By-Laws, to the extent authorized or permitted by law.

## ARTICLE IX.

### Funds and Securities

1. Contracts. The Board of Directors may authorize any officer or officers, in the name of and on behalf of the Corporation, to enter into any contract or execute and deliver any instrument, or to sign checks, drafts, or other orders for the payment of money or notes or other evidences of indebtedness, and such authority may be general or confined to specific instances; and, unless so authorized by the Board of Directors, no officer shall have power or authority to bind the Corporation by any contract or engagement or to render it pecuniarily liable for any purpose or to any amount, with any other institution or firm, corporation, or individual.

2. Depositories of Funds. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select, or as may be selected by any officer or officers of the Corporation to whom such power may from time to time be delegated by the Board of Directors.

3. Stock of Other Corporations. Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the Corporation to vote, either in person or by proxy, at any meetings of stockholders of any corporation in which the Corporation may hold stock and at any such meeting may possess and exercise any and all rights and powers incident to the ownership of such stock, which, as the owner thereof, this Corporation may have possessed and exercised if present. The Board of Directors may confer like powers upon any person or persons from time to time and may revoke any such power as granted at its pleasure.

## ARTICLE X.

### Grants

The Board has the exclusive power to make grants and contributions and otherwise render financial assistance, for the purposes expressed in the Certificate of Incorporation, in accordance with this Article X.

#### Use of Granted Funds.

1. In furtherance of the purposes of the Corporation, the Board of Directors shall have the power to make grants to any organization organized and operated exclusively for charitable, scientific, literary, religious, cultural or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

2. The Board of Directors shall review all requests for funds from other organizations, shall require that such requests specify the use for which the funds shall be put, and, if the Board of Directors approves the request, shall authorize payment of such funds to such grantee.

3. The Board of Directors may require that the grantees furnish periodic accountings to the Corporation to indicate that the funds were expended for the purposes approved by the Board of Directors.

4. The Board of Directors may, in its sole discretion, refuse to make any grants or contributions or otherwise render financial assistance to or for any or all of the purposes for which funds are requested.

5. Once the Board of Directors has approved a grant for a specific project or purpose, the Corporation may solicit funds for the grant to the specifically approved project or purpose of the other organization. However, the Board shall retain the right to withdraw approval of the grant and use the funds for other charitable, scientific, literary, religious, cultural or educational purposes, as expressed in the Certificate of Incorporation.

## ARTICLE XI.

### Seal

The seal of the Corporation shall be circular in form and shall bear the name of the Corporation, the year of its organization, and words “corporate seal, New York.”

#### ARTICLE XII.

The fiscal year of the Corporation shall be determined by the Board of Directors.

#### ARTICLE XIII.

##### Notices

Whenever, under the provisions of these By-Laws, the Certificate of Incorporation or any statute, notice is required to be given to any Director or officer, it shall not be construed to be a personal notice, but such notice may be given in writing by mail or by telegram, addressed to such Director or officer at such address as appears on the books of the Corporation. Any Director or officer may waive any notice required to be given by law, the Certificate of Incorporation, or these By-Laws.

#### ARTICLE XIV.

##### Amendments

These By-Laws may be altered, amended, or repealed at any annual or special meeting of the Members, by a majority vote of the Members present and qualified to vote, provided notice of intention to amend the By-Laws shall be mailed to each Member at least twenty (20) days before such meeting.

**CERTIFICATE**

I, Kenneth Cyrus, the duly elected President of the Corporation, do hereby certify as follows:

Attached hereto is a true and correct copy of the By-Laws of ST. CATHERINE HIGH SCHOOL ALUMNI ASSOCIATION NORTH EAST, INC., which were adopted as of \_\_\_\_\_, 2007, and which are in full force and effect as of the date hereof.

Witness my hand and seal.

Dated: \_\_\_\_\_, 2007

\_\_\_\_\_  
Kenneth Cyrus, President