

**AMENDED AND RESTATED BY-LAWS
OF
NEW YORK DISASTER INTERFAITH SERVICES, INC.
(the “Corporation”)**

(A New York Corporation organized under
Section 402 of the Not-For-Profit Corporation Law)

ARTICLE I

MEMBERS

Section 1. Membership. Membership shall be open to all faith-based organizations interested in the purposes of the Corporation that provide services related to disaster relief. The Board of Directors (the “Board”) of the Corporation may establish such other criteria for membership, including an application and schedule of dues, as they deem appropriate. Each application for membership shall include a mission statement, organizational document and such other information as the Board may request. In addition, as a condition to membership, each Member shall sign the “Articles of Partnership” of the Corporation evidencing the Members’ common understanding of the Corporation’s corporate and interfaith partnership. Any reference to a Member that is not a natural person shall be deemed to refer to such Member’s representative.

Section 2. Classes of Members. The Corporation shall have two classes of members. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

(a) Governing Members. Members who make a one-time payment of fifty thousand dollars (\$50,000) or more in cash to the Corporation, which payment may be in the form of a grant, are entitled but not obligated to become “Governing Members” of the Corporation upon submission of an application for such membership (required to be submitted to the Corporation within 60 days of the date of such payment). Each Governing Member shall pay annual dues in an amount determined in accordance with a fee schedule established by the Board. Any Member already deemed to be a “Governing Member” by the Board immediately prior to the adoption of these Amended and Restated By-Laws shall continue to be a Governing Member, whether or not such Member makes or has made the one-time payment required of new Governing Members pursuant to these Amended and Restated By-Laws. Each Governing Member shall be entitled to cast two votes for the election of Directors to the Board, full voting rights as outlined in these Amended and Restated By-Laws, and reasonable use of the Corporation’s facilities. If a Member making a one-time payment of fifty thousand dollars (\$50,000) or more in cash to the Corporation elects not to become a Governing Member, such Member shall be deemed to be a Network Member, entitled to all of the rights of a Network Member as provided in Section 2(b) below.

(b) Network Members. Each “Network Member” shall pay annual dues in an amount determined in accordance with a fee schedule established by the Board (which schedule will take into consideration the economic circumstances of Network Members based on criteria applied upon the same basis to all Network Members). Network Members shall be entitled to cast one vote for the election of Directors to the Board. Network Members shall have no voting rights other than with respect to the election of Directors. Any Member already deemed to be a “Network Member” by the Board immediately prior to the adoption of these Amended and Restated By-Laws shall continue to be a Network Member; provided, however, if any Network Member makes the one-time payment described in Section 2(a) above and successfully applies for membership as a Governing Member, such Network Member shall thereafter be deemed a Governing Member of the Corporation.

The Governing Members and the Network Members are collectively referred to herein as the “Members”.

Section 3. Membership Fees. The Board may establish a schedule of membership fees including the annual dues described in Section 2 of this Article I. Such fees and dues may be non-refundable to the extent described herein or as the Board may hereafter decide. Any such schedule or fees may take into consideration the economic circumstances of particular Members. The annual dues referenced in Section 2 of Article I, or hereafter decided upon by the Board shall be paid by each Member by the 31st of each January, except if such Member became a Member within the last calendar year, in which case such annual dues shall be excused for such calendar year.

Section 4. Other Rights of Members. Each Member in good standing shall be entitled to:

- (a) attend annual and other meetings of the Members;
- (b) attend or appoint representatives to attend Board meetings as an observer but not as a voting member of the Board; and
- (c) during any annual meeting of the Members, propose resolutions for the future guidance and direction of the Board and the conduct of the Corporation’s business.

Section 5. Meetings. The annual meeting of the Members for the election of the Directors, approval of the Corporation’s annual budget and the transaction of such other business as may come before the Members shall be held each year at the place (which may be either within or outside the State of New York), time and date, in the month of November or December, as may be fixed by the Board, or, if not so fixed, as may be determined by the Chairperson of the Board. Special meetings shall be held whenever called by resolution of the Board, the Chairperson of the Board, the Executive Director, or by a delivery to the Secretary by at least one-third (1/3) of the Members eligible to vote on the election of Directors of a written demand for the call of a special meeting, such written demand specifying the date and month thereof, which shall be not less than two nor more than three months from the date of such written demand. [NPCL §603]

The Secretary, upon receiving the written demand or resolution, shall promptly give notice of such meeting as provided below, or if the Secretary fails to do so within five business days thereafter, any Member signing such demand may give such notice.

Section 6. Notice of Meetings. Written or electronic notice of the place, date and hour of any meeting shall be given to each Member entitled to vote at such meeting and if by mailing, the notice shall be by first class mail, postage prepaid, or by personal delivery, not less than ten nor more than fifty days before the date of the meeting. Personal delivery shall be deemed accomplished when notice is given at the Member's address as listed in the records of the Secretary of the Corporation to the person such Member has advised the Corporation will act as the representative of such Member. Notice of special meetings shall indicate the purpose for which they are called and the person or persons calling the meeting. [NPCL §605]

Section 7. Quorum, Adjournments of Meetings. At all meetings of the Members, a majority of the Members entitled to vote at such meeting, present in person or by proxy, shall constitute a quorum for the transaction of business. In the absence of a quorum, the lesser of 100 Members or ten percent (10%) of the Members present in person or by proxy may adjourn the meeting. Notice of the new meeting is not required if the time and place for the new meeting are announced at the meeting at which the adjournment is taken, and at the new meeting any business may be transacted which might have been transacted at the meeting as originally called. [NPCL §§605, 608]

Section 8. Organization. The Chairperson of the Board shall preside at all meetings of the Members or, in the absence of the Chairperson, an acting Chairperson shall be chosen by the Members present. The Secretary of the Corporation shall act as Secretary at all meetings of the Members, but in the absence of the Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.

Section 9. Voting. At any meeting of the Members, each Member present, in person or by proxy, shall be entitled to one vote; provided, however, that (i) each Governing Member shall be entitled to cast two votes in respect of the election of Directors pursuant to Section 2(a) of this Article I, and (ii) the voting rights of Network Members shall be limited to the election of Directors pursuant to Section 2(b) of this Article I. A vote by proxy must be submitted in writing to the Secretary two (2) days prior to any regularly scheduled meeting and in the event of a special meeting, prior to the commencement of such meeting. Upon demand of any Member, any vote for Directors or upon any question before the meeting shall be by ballot.

Section 10. Record Date. The Board may fix, in advance, a date as the record date for the purpose of determining the Members entitled to notice of any meeting or any adjournments thereof. Such record date shall not be more than fifty (50) nor less than ten (10) days before the date of the meeting. If no such record date is fixed, the record date for the determination of Members entitled to vote at the meeting 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. [NPCL §611]

Section 11. List or Record of Members. A list or record of Members entitled to vote, certified by the Secretary of the Corporation, shall be produced at any meeting of the Members.

If the right to vote at any meeting is challenged, the presiding officer 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 present whose name appears on such list or record of Members entitled to vote at such meeting may vote. [NPCL §607]

Section 12. Action by the Members. Except as otherwise provided by statute or by these Amended and Restated By-Laws, any corporate action authorized by a majority of the votes cast at a meeting of Members at which a quorum was present shall be the act of the Members. Action may be taken without a meeting on written consent, setting forth the action to be taken, signed by all of the Members entitled to vote or take action. [NPCL §614]

Section 13. Attendance at Meetings of the Board. Any Member may attend, and in the case of Members that are not natural persons may appoint representatives to attend, any annual, regular or special meetings of the Board as an observer but not as a voting member of the Board; provided, however, that the Board may reserve the right to enter into closed session whenever in the presiding officer's judgment the Board must undertake matters involving corporate confidentiality and/or individual rights to privacy. The Corporation shall not be obligated to send Members notice of any meeting of the Board. Members will not be permitted to speak at Board meetings, unless a majority of the Board allows it.

Section 14. Special Actions Requiring Vote of Members. The following corporate actions may not be taken without approval of the Members:

(a) a majority of the votes cast at a meeting of the Members is required for (1) any amendment of or change to the certificate of incorporation of the Corporation (the "Certificate of Incorporation"), or (2) a petition for judicial dissolution; and

(b) two-thirds of the votes cast at a meeting of the Members is required for (1) disposing of all, or substantially all, of the assets of the Corporation, (2) approval of a plan of merger, (3) authorization of a plan of non-judicial dissolution, or (4) revocation of a voluntary dissolution proceeding;

provided, however, that the affirmative votes cast in favor of any such action shall be at least equal to the minimum number of votes necessary to constitute a quorum. Blank votes or abstentions shall not be counted in the number of votes cast.

Section 15. Termination of Membership.

(a) Any Member may terminate his, her or its membership at any time by delivering or mailing by registered or certified mail, postage prepaid and return receipt requested, a written notice to the Corporation. If such notice is from an organization, such notice shall be signed by a responsible officer of said organization. Unless otherwise specified, such termination shall be effective upon receipt by the Corporation. The Corporation shall be under no duty to inquire as to the authority of any officer who has provided written notice of termination.

(b) The membership of any Member may be terminated by the Corporation by the unanimous vote of the Board and the affirmative vote of a majority of the Members. Cause for removal from membership shall include a Member's failure to meet the criteria for membership

or conduct which is, in the judgment of the Board and the remaining Members, detrimental to the interests of the Corporation. Any Member shall be notified at least ten (10) days in advance of any meeting at which the Board and/or the Members will consider such termination.

ARTICLE II

BOARD OF DIRECTORS

Section 1. Powers and Initial Number.

(a) The Board shall have general power to control and manage the affairs and property of the Corporation, subject to applicable laws and in accordance with the purposes and limitations set forth in the Certificate of Incorporation of the Corporation and herein.

(b) The number of Directors constituting the entire Board shall not be less than three. Subject to such minimum, the number of Directors may be increased or decreased from time to time, by resolution of the Board, but such action by the Board shall require a vote of the majority of the entire Board and no decrease shall shorten the term of any then incumbent. [NPCL §702]

Section 2. Election and Term of Office. (a) The Directors shall be the persons elected at the annual meeting of the Members. The Directors shall be elected by the Governing Members and by the Network Members to hold office for one-year terms pursuant to Section 2 of Article I; provided, however, that any Director elected to fill an unexpired term (whether resulting from the death, resignation or removal or created by an increase in the number of Directors) shall hold office until the next election of Directors. Directors may be elected to any number of consecutive terms.

(b) In addition to the Directors elected in accordance with Section 2(a) of this Article II, the Board may appoint one or more individuals to serve as “Advisory Members” of the Board to advise and consult with the Board on matters deemed appropriate by the Board. Advisory Members of the Board may attend Board meetings if deemed appropriate by the Board. Advisory Members shall otherwise have none of the duties, rights or powers of Directors, and any reference in these Amended and Restated By-Laws to Directors shall not include Advisory Members of the Board. Advisory Members may be removed at any time by a majority vote of the entire Board for any reason.

Section 3. Qualifications of Directors. Each Director shall be at least eighteen (18) years of age. Each Director elected by the Members must be a person in good standing with the Corporation.

Section 4. Duties of the Board. The Board shall:

(a) Carry out the purposes of the Corporation and manage the affairs of the Corporation.

(b) Direct the President and Treasurer of the Corporation to present at the annual meeting of the Board a report, verified by the President and Treasurer or certified by an

independent public or certified public accountant or a firm of such accountants selected by the Board, showing in appropriate detail the following;

- (i) the assets and liabilities, including the trust funds, of the Corporation as the end of a twelve-month fiscal period terminating not more than six months prior to such annual meeting;
- (ii) the principal changes in assets and liabilities, including trust funds, during such fiscal period in comparison with the prior fiscal period;
- (iii) the revenue or receipts of the Corporation during such fiscal period;
- (iv) the expenses or disbursements of the Corporation during such fiscal period; and
- (v) the number of Members of the Corporation as of the date of such report, together with a statement of increase or decrease in such number during such fiscal period, and a statement of the addresses at which the Members may be contacted.

This annual report, including the financial report, shall be filed with the records of the Corporation and a copy thereof entered in the minutes of the proceedings of the annual meeting of the Board. The report or at least a summary shall be distributed to all Members with the notice of the annual meeting.

(c) Select all Officers for the Corporation and the members of the Executive Committee of the Board and other Board committees.

(d) Establish arrangements for the supervision of the activities of all officers, employees, agents, advisors and committees of the Corporation in the performance of their delegated responsibilities, and investigate any possible conflicts of interest within the Corporation.

Section 5. Powers of the Board. The Board may:

(a) Appoint and discharge advisors and consultants who have skills necessary or helpful to the Corporation;

(b) Employ and discharge persons for the furtherance of the purposes of the Corporation; and

(c) Exercise all other powers necessary to manage the affairs and further the purposes of the Corporation in conformity with the Certificate of Incorporation of the Corporation and these Amended and Restated By-Laws.

Section 6. Newly Created Directorships and Vacancies. Newly created directorships among the Directors may be filled by vote of a majority of the Directors then in office, regardless of their number, and the Director(s) so elected shall serve until the next annual meeting of the

Members. Vacancies of a Director shall be filled by a majority vote of the Directors then in office, and the Director so elected shall serve until the next annual meeting of Members. The filling of a vacancy of a Director who is chosen by the Board to concurrently serve as President or Treasurer of the Corporation shall require the endorsement of a majority of Members, such vote to be taken at a special meeting of Members called specifically for the purpose of endorsing the Board's filling of such vacancy; provided, that the person elected by the Board to fill such vacancy shall begin serving as a Director and concurrently as President or Treasurer, as applicable, immediately upon his or her election by the Board, pending the required endorsement of the Members. A vacancy on the Board shall be deemed to exist on the occurrence of any of the following:

- (a) The death, resignation or removal of any Director; or
- (b) The declaration by the Board of a vacancy in the office of a Director who has missed two (2) consecutive meetings of the Board or a total of four (4) meetings during any fiscal year. [NPCL §705]

Section 7. Resignations. Any Director may resign from office 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 Corporation or the President. The acceptance of a resignation by the Board shall not be necessary to make it effective, but no resignations shall discharge any accrued obligation or duty of a Director.

Section 8. Removal. Any Director may be removed by a two-thirds (2/3) majority vote of the entire Board whenever in the Board's judgment the best interests of the Corporation would be served thereby. A Director elected by the Members pursuant to Section 2 of this Article II may be removed by a majority vote of the Members whenever in their respective judgment the best interests of the Corporation would be served thereby.

Section 9. Meetings. Meetings of the Board may be held at any place within or without the State of New York as the Board may from time to time fix, or as shall be specified in the notice or waivers of notice thereof. The annual meeting of the Board in each year shall be held immediately following the annual meeting of the Members. Other regular meetings of the Board shall be held no less than five times during the year. Special meetings of the Board shall be held whenever called by a majority of the Board, the Chairperson of the Board, or the Executive Director, in each case at such time and place as shall be fixed by the person or persons calling the meeting. [NPCL §710]

Section 10. Quorum and Voting. Unless a greater proportion is required by law in case of a board of ten members or less, a quorum shall be one-half of the entire number of Directors; and in the case of a board of more than ten members, a quorum shall be five Directors plus one Director for every two Directors in excess of ten. Except as otherwise provided by law, the Certificate of Incorporation of the Corporation or these Amended and Restated By-Laws, at any meeting of the Board at which a quorum is present, the affirmative vote of a majority of the Directors present at the time of the vote shall be the act of the Board. If at any meeting of the Board there shall be less than a quorum present, the Directors present may adjourn the meeting until a quorum is obtained. [NPCL §707]

Section 11. Action by the Board. Any action required or permitted to be taken by the Board 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. 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 by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. [NPCL §708]

Section 12. Notice of Meetings. Regular meetings may be held without notice of time and place if the schedule of such meetings is fixed by the Board. Notice of the time and place of each regular meeting not fixed by the Board and of each special or annual meeting of the Board (which notice shall for each special or annual meeting be accompanied by a written agenda stating all matters upon which action is proposed to be taken and, to the extent possible, copies of all documents on which action is proposed to be taken) shall be faxed (or by other electronic means acceptable to the members), delivered by hand or mailed to each Director, postage prepaid, addressed to him or her at his or her residence or usual place of business (or at such other address as he or she may have designated in a written request filed with the Secretary of the Corporation) at least three (3) days before the day on which the meeting is to be held; provided, however, that notice of special meetings to discuss matters requiring prompt action may be delivered to Directors personally at such addresses or communicated by telephone, in either case no less than four (4) hours before the time at which such meeting be held. Notice of any meeting of the Board need not be given to any Director who signs a waiver of notice whether before or after such meeting, or who attends such meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. No notice need be given of any adjourned meeting. [NPCL §711]

Section 13. Compensation. No compensation shall be paid to Directors.

Section 14. Chairperson. The Chairperson shall be the President. In the event the President cannot attend a Board meeting, the Board may elect a temporary Chairperson from among the Vice Presidents to preside over such meeting.

ARTICLE III

OFFICERS, EMPLOYEES AND AGENTS

Section 1. Election and Term of Office. The Officers of the Corporation shall be elected at the annual meeting of the Board held immediately following the annual meeting of Members. Each such Officer, whether elected at the annual meeting of the Board or to fill a vacancy or otherwise, shall hold office until the close of the election of Officers at the annual meeting next held after her or his election or until a successor shall have been elected and shall qualify, or until the death, resignation or removal of such Officer, whichever is earlier. [NPCL §713]

Section 2. Employees and Other Agents. The Board may appoint from time to time such employees and other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as a majority of the Board may from time to time determine.

(a) Delegation. To the fullest extent allowed by law, the Board may delegate to any officer or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities and duties.

(b) Executive Director. The Board may elect an Executive Director. The Executive Director shall supervise the day-to-day affairs of the Corporation and shall, along with the President, keep the Board fully informed about the activities of the Corporation. The Executive Director shall have authority to execute contracts or instruments as specified in Article V, Section 1 below. The Executive Director, if so determined by the Board, shall be the Chief Executive Officer of the Corporation.

Section 3. Removal. Any officer, employee or agent of the Corporation may be removed with or without cause by a vote of the majority two-thirds (2/3) of the entire Board. [NPCL §714]

Section 4. Vacancies. In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Board or, temporarily, by the Officers. If the Officers elect a successor, such successor shall serve until the next regularly scheduled Board meeting.

Section 5. Powers and Duties. The agents and Officers of the Corporation shall each have such powers and perform such duties in the management of the affairs, property and business of the Corporation, subject to the control of the Board, as generally pertain to their respective offices and such additional powers and duties as may be authorized from time to time by the Board. Each Officer shall serve a term of one year. If an Officer shall become unable to perform his/her duties due to any circumstances including illness, incapacity or death, the Executive Committee, or the President subject to the approval of the Board, may appoint a substitute. Notwithstanding the foregoing, the powers and duties of the Officers of the Corporation shall, unless otherwise specified by action of the Board, be as follows:

(a) President. The President shall have general supervision of the affairs of the Corporation and shall keep the Board fully informed about the activities of the Corporation. The President shall serve as the Chairperson of the Board. If the President shall become unable to perform his/her duties due to any circumstances, the Secretary shall perform the duties of the President unless otherwise directed by the Board. The President shall perform such other duties as shall from time to time be assigned by the Board. The President shall have authority to execute contracts or instruments as specified in Article V, Section 1 below.

(b) Vice-President(s). The Vice-President(s) shall have such powers and duties as may be assigned to them by the Board.

(c) Secretary. The Secretary shall keep or cause to be kept the minutes of all meetings of the Board and other records of the Corporation (except financial records). The Secretary shall be responsible for the giving and serving of all notices of the Corporation and shall perform all the other duties customarily incident to the office of the Secretary, subject to the control of the Board. The Secretary shall have authority to execute contracts or instruments as specified in Article V, Section 1 below.

(d) Treasurer. The Treasurer shall keep or cause to be kept complete and accurate financial records, including records of receipts and disbursements, of the Corporation, and shall deposit or cause to be deposited all moneys, evidences of indebtedness and other valuable documents of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board may designate. The Treasurer shall assist the President in the preparation of the annual budget. Whenever required by the Board, the Treasurer shall render a statement of the Corporation's accounts. The Treasurer shall have authority to execute checks or instruments as specified in Article V, Section 1 below.

(e) Member Organization. Each Officer must be from a different Member organization.

(f) Directors. Any Officer may also serve as a Director, subject to the qualifications set forth in Article II.

Section 6. Compensation. No Officer shall be compensated. Any employee or agent of the Corporation is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Corporation when authorized by a majority of the Board, and only when so authorized.

ARTICLE IV

COMMITTEES

Section 1. Creation. The Board may from time to time create such committees as the business of the Corporation may require, and delegate such authority to such committees as the Board may deem appropriate as allowed by applicable law.

Section 2. Appointment and Procedure of Committee. Each member of a committee, except as specified in Article III, Section 5(a), shall be appointed by the Board for a term of one year and until the election and qualification of his or her successor or his or her earlier death, resignation or removal. The Board may appoint alternate members of any committee to act as substitutes for any absent member at meetings of such committee. The Board may fill any vacancy in any committee for the unexpired term. Except as otherwise provided by these Amended and Restated By-Laws or by the Board, each committee shall determine its own rules of procedure and elect its own chairperson. Each committee shall keep records of its proceedings and report the same from time to time to the Board.

Section 3. Executive Committee and Other Committees. The Board, by resolution adopted by a majority of the entire Board, may establish and appoint an Executive Committee and/or other committee(s), each consisting of three or more Directors, to take any necessary or

desirable actions. The Board, or the President with the approval of the Board, shall appoint the Executive Committee members and the Executive Committee Chairperson as well as the members and Chairpersons of all other committee(s). The Executive Committee shall have at least five members and at least two-fifths of the entire membership of the Executive Committee shall not be Directors. All other committee(s) shall be chaired by Directors, although the members of such committees need not be Directors. Any vacancies on any other committee(s) shall be filled by individual(s) selected by the Board or by the President subject to the approval of the Board. Such committee(s) shall not be empowered or authorized to vote on or take any action with respect to the following matters:

- (i) submission to Members of any action with respect to which Members' approval is required by law, the Certificate of Incorporation of the Corporation or these Amended and Restated By-Laws;
- (ii) filling of vacancies on the Board or on any committee;
- (iii) amendment or repeal of any clause or clauses of these Amended and Restated By-Laws or the adoption of new By-Laws;
- (iv) amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable;
- (v) purchasing or selling any real property, or leasing, mortgaging, pledging, hypothecating or otherwise transferring or selling other structures owned by the Corporation, except in accordance with policies previously adopted by the Board, to be implemented by the Executive Committee and/or other committee(s); or
- (vi) removing Directors.

ARTICLE V

CONTRACTS, CHECKS, BANK ACCOUNTS, INVESTMENTS AND GIFTS

Section 1. Contracts, Checks and Notes. The Executive Director, President and Secretary shall be authorized to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. The Executive Director, President, Secretary and Treasurer shall be authorized to sign all checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation. If a check or other instrument is for two thousand dollars (\$2,000.00) or greater, two of the authorized signatories shall sign. The Board may authorize any other officer or officers, agent or agents of the Corporation, in addition to the Officers so authorized above or elsewhere in these Amended and Restated By-Laws, to enter into any writing as it shall deem appropriate. Such authority may be general or confined to specific instances.

Section 2. Deposits and Investments. The funds of the Corporation may be retained in whole or in part in cash, and be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select, or invested and reinvested from time to time in such property, real, personal or otherwise, including stocks,

bonds or other securities, as the Board may deem desirable, provided that no such deposits or investments may be made which would alter the status of the Corporation as a charitable corporation validly organized under Section 402 of the Not-For-Profit Corporation Law of the State of New York and meeting the tests for tax-exemption under Section 501(c)(3) of the Internal Revenue Code of 1986 (as it may be amended, the "Code"), or the corresponding section of any future federal tax code.

Section 3. Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation, provided that no contribution, gift, bequest or devise may be solicited or accepted which would alter the status of the Corporation as a charitable corporation validly organized under Section 402 of the Not-For-Profit Corporation Law of the State of New York and meeting the tests for tax-exemption under Section 501(c)(3) of the Code or the corresponding section of any future federal tax code.

ARTICLE VI

OFFICE AND BOOKS

Section 1. Office. The principal office of the Corporation shall be in the County of New York, State of New York. The Corporation may also have offices at such other places within the State of New York as the Board may from time to time determine the business of the Corporation may require.

Section 2. Books. There shall be kept at the office of the Corporation correct books of account of the activities and transactions of the Corporation including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Amended and Restated By-Laws, and all minutes of meetings of the Members and of the Board.

ARTICLE VII

FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE VIII

INDEMNIFICATION AND INSURANCE

Section 1. Indemnification. The Corporation shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his testator or intestate was or is a Director, Officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) he or she personally gained in fact a financial profit or other advantage to

which he or she was not legally entitled (but in such case indemnification shall only be prohibited to the extent of any such profit or other advantage). [NPCL §722]

Section 2. Insurance. The Corporation shall purchase and maintain insurance to indemnify the Corporation for any obligation which it incurs as a result of its indemnification of Directors, Officers, employees and agents pursuant to Section 1 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 1 above. [NPCL §726]

ARTICLE IX

AMENDMENTS

(a) These Amended and Restated By-Laws may be amended or repealed by the affirmative vote of (1) two-thirds (2/3) of the entire Board at any meeting of the Board and (2) a majority of Members taken at a meeting of Members, provided that notice of the proposed alteration(s) has been included in the notices of both such meetings, except that any amendment which:

- (i) changes the provisions governing the selection of Directors, or
- (ii) changes the eligibility criteria for membership, or termination of membership, or
- (iii) changes this Article,

must be authorized by the unanimous affirmative vote of the Directors and the affirmative vote of at least two-thirds (2/3) of the Members entitled to vote. [NPCL §709]

(b) If the proposed amendment increases the proportion of Directors that shall constitute a quorum to greater than a majority or the proportion of votes of Directors that shall be necessary for the transaction of business or of any specified item of business to greater than a majority, such amendment must be approved by the unanimous affirmative vote of the Directors and the affirmative vote of at least two-thirds (2/3) of the Members entitled to vote.

ARTICLE X

CONFLICTS OF INTEREST, CONTRACTS AND SERVICES OF DIRECTORS AND OFFICERS

Section 1. Disclosure.

(a) Immediately upon the election to the Board and thereafter, all Directors shall disclose any relevant interest which may pose conflict of interest questions. Disclosure shall include any interest which may pose conflict of interest questions. Disclosure shall include any interest in any corporation, organization, or partnership which provides professional or other services to the Corporation.

(b) When any matter in which a Director has an interest comes before the Board or any Committee of the Board, that interest shall be immediately disclosed by the Director to the Board or such Committee.

Section 2. Definition of “Interest”. Whether a Director has an interest in a matter shall be determined by whether he or she would derive an individual benefit, financial or otherwise, either directly or indirectly, from the decision on the matter by the Board or Committee. An “interest” is not intended to include positions on legislative matters of general impact.

Section 3. Non-Participation. The Board may, by majority vote, ask any Director who has an interest in a matter not to participate, or to leave the room in which discussion is carried on; provided, however, that the interested Director may participate in any discussion regarding his or her exclusion.

Section 4. Attempts to Influence. Directors shall not attempt to influence other Directors regarding matters in which they are interested, without disclosing that interest.

Section 5. Contract Review Committee. If a contract is proposed in which a Director or an organization which employs a Director is a potential contractor (regardless of amount, an “Interested Party Contract”), a Contracts Review Committee (comprised as set forth below) or the Board shall review the contract and shall recommend that the President execute or not execute the contract. Ad hoc Contract Review Committees shall be appointed by the Directors as needed and shall consist of Directors disinterested in the Interested Party Contract. Either an ad hoc Contract Review Committee or the Board may review an Interested Party Contract; however if a Contract Review Committee reviews an Interested Party Contract and recommends that the President not execute the Interested Party Contract, the Board subsequently may review the Interested Party Contract and may recommend that the President execute or not execute the Interested Party Contract. [NPCL §715]

ARTICLE XI

DISPOSITION OF CORPORATE ASSETS

Section 1. Disposition of Assets.

(a) The Corporation may sell, mortgage or lease real property if such disposition is authorized by a resolution adopted by at least two-thirds (2/3) of the entire Board and such action is authorized by at least a majority of the Members, provided that if there are ten or more Directors, the vote of a majority of the Board and a majority of the Members shall be sufficient.

(b) The Corporation may sell, lease, exchange or otherwise dispose of all or substantially all of the corporate assets, if at least two-thirds (2/3) of the entire Board adopts a resolution which specifies the terms of the proposed transaction including the consideration to be received by the Corporation. This resolution shall then be submitted to a vote at a meeting of Members entitled to vote thereon.

Section 2. Plan of Dissolution. If the Corporation is adopting a plan of dissolution or other disposition of assets, all assets shall be transferred to non-profit faith based charities involved in disaster relief.

ARTICLE XII

NON-DISCRIMINATION

In all of its dealings, the Corporation or its duly authorized agents shall not discriminate against any individual or group for reasons of age, sexual orientation, color, creed, culture, marital status, mental or physical disability, national origin, race or sex.

ARTICLE XIII

REFERENCE TO CERTIFICATE OF INCORPORATION

References to the Certificate of Incorporation of the Corporation in these Amended and Restated By-Laws shall include all amendments thereto or changes thereof unless specifically expected.

ARTICLE XIV

ORGANIZATIONAL PURPOSE

The purpose of the Corporation is to provide a corporate body to coordinate disaster planning for faith based communities. The Corporation's efforts shall focus on the New York metropolitan area but will extend statewide, subject to the Board's approval, and serve as a resource to national organizations. Such efforts aim at empowering faith based organizations to respond effectively to disasters by facilitation of assistance programs, spiritual care and counseling.