

BY-LAWS

of

SEAFORD WELLNESS COUNCIL

ARTICLE I - NAMES AND OFFICES

The name of the Corporation is Seaford Wellness Council and its principal office shall be in Seaford, County of Nassau, State of New York. The Corporation may also have offices at such other places within or without this State as the Board may from time to time determine or the business of the Corporation may require.

ARTICLE II - PURPOSES

The purposes for which this Corporation has been organized are as follows:

1) Organizing activities that promote wellness such as activity nights for the community children to attend as an alternative to non-productive activities, as well as having Community Walk-Runs and Health Fairs;

2) Promoting general community wellness including organizing, promoting and carrying out endeavors which beautify the community and environment, as well as beautifying and improving parks and other public places of gathering with the purpose of fostering healthy interaction, socialization and fellowship within the Seaford community;

3) Improving the Seaford community's quality of life by creating activities and presentations which address issues of substance abuse, nutrition, smoking, gender bias, violence and physical and mental health; and

4) To do any other act or thing incidental to or connected with the foregoing purposes or in advance thereof, but not for the pecuniary profit or financial gain of its directors or officers, including all the powers set forth in Section 202 of the Not-For-Profit Corporation Law of the State of New York and in general, to exercise such powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary to the attainment of the purposes of the corporation, but except as limited by subparagraphs (B), (C) and (D) contained in this paragraph 4 of Article II, and subject to such limitations as are or may be prescribed by law.

(A) This corporation is organized exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of section 501(c)(3) of the Internal

Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future United States Internal Revenue law.

(B) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any of its members, trustees, officers or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(C) Upon the winding up and dissolution of the corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organization, as said Court shall determine, which are organized and operated exclusively for such purposes."

### ARTICLE III - MEMBERSHIP

The Corporation shall have no members.

### ARTICLE IV - BOARD OF DIRECTORS

4.1 Duties and Responsibilities. The Board of Directors (sometimes referred to herein as the "Board") shall be responsible for the management of the affairs, property, business and operations of the Corporation.

4.2 Number. The number of the Directors of the Board

of Directors shall be five (5) unless and until otherwise determined by a vote of a majority of the entire Board, which shall have the power to increase or decrease the number of Directors. No decrease in the number of Director shall shorten the term of any incumbent Director.

4.3 Election and Term of Directors. Directors shall be elected at the annual meeting of Directors. Each Director shall hold office until the next annual meeting of Directors and until his successor has been elected and qualified, or until his prior resignation or removal.

4.4 Vacancies and Newly Created Directorships. Newly created Directorships resulting from an increase in the number of Directors and vacancies occurring in the Board for any reason shall be filled by a vote of a majority of the Directors then in office, although less than a quorum exists, unless otherwise provided in the Certificate of Incorporation. A Director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his predecessor.

4.5 Removal of Directors. Any or all of the Directors may be removed with or without cause by a two-thirds vote of all of the Directors.

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

4.7 Quorum. A majority of the entire Board present at any annual, regular or special meeting of the Board shall constitute a quorum. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

4.8 Action by Board.

(a) Unless otherwise required by these By-Laws or by statute, the vote of a majority of the Board present at the time of the vote, if a quorum is present at such time, shall be the act of the Board.

(b) 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.

(c) Any one or more members of the Board or any

committee thereof may participate in a meeting of the Board or committee by 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 the meeting.

4.9 Compensation. No Director or Officer shall receive any salary, fee or other compensation from the Corporation, except as the Board otherwise expressly determines. For purposes of this section such Director or Officer shall not be considered compensated solely by reason of payment of his actual expenses incurred in attending meetings or otherwise in the execution of such office.

4.10 Annual Meeting. An annual meeting of the Board shall be held on the anniversary of the filing of the Corporation's Certificate of Incorporation.

4.11 Regular Meetings. Regular meetings of the Board shall be held at such dates, hours and places as the Board shall by resolution establish.

4.12 Special Meetings. Special meetings of the Board shall be held upon three days' notice to each Director, delivered either personally or by mail or wire. Special meetings of the Board may be called by the President, and shall be called by any officer upon the written request of not less than two (2) Directors.

4.13 Executive and Other Committees. The Board, by resolution adopted by a majority of the entire Board, may designate from among its members an executive committee and other committees. Each such committee shall serve at the pleasure of the Board.

#### ARTICLE V - OFFICERS

5.1 Officers, Election and Term. The Board shall elect or appoint a President, one or more Vice-Presidents, a Secretary and a Treasurer, and such other officers as it may determine, who shall have such duties, powers and functions as hereinafter provided. All officers shall be elected or appointed at the annual meeting of Directors. Each officer shall hold office for the term for which he is elected or appointed and until his successor has been elected or appointed and qualified.

5.2 Removal or Resignation. Any officer elected or appointed by the Board may be removed by the Board with or without cause. In the event of the death, resignation or removal of an officer, the Board in its discretion may elect or appoint a successor to fill the unexpired term. Any two or more offices may be held by the same person, except the offices of President and Secretary.

5.3 President. The President shall be the Chief Executive Officer of the Corporation; he shall preside at all meetings of the Board; he shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Corporation; he shall have the general management of the affairs of the Corporation and shall see that all orders and resolutions of the Board are carried into effect.

5.4 Vice-Presidents. During the absence or disability of the President, the Vice-President, or if there are more than one, the Executive Vice-President, shall have all the powers and functions of the President. Each Vice-President shall perform such other duties as the Board shall prescribe.

5.5 Treasurer. The Treasurer shall have the care and custody of all the funds and securities of the corporation, and shall deposit said funds in the name of the Corporation in such bank or trust company as the Directors may elect; he shall also sign all checks, drafts, notes, and orders for the payment of money, which shall be duly authorized by the Board of Directors; he shall at all reasonable times exhibit his books and accounts to any Director or member of the Corporation upon application at the office of the Corporation during ordinary business hours. At the end of each corporate year, he shall have an audit of the accounts of the Corporation made by a committee appointed by the President, and shall present such audit in writing at the annual meeting of the Directors, at which time he shall also present an annual report setting forth in full the financial conditions of the Corporation.

5.6 Secretary. The Secretary shall keep the minutes of the Board of Directors. He shall have the custody of the seal of the Corporation and shall affix and attest the same to documents when duly authorized by the Board of Directors. He shall attend to the giving and serving of all notices of the Corporation, and shall have charge of such books and papers as the Board of Directors may direct; he shall attend to such correspondence as may be assigned to him, and perform all the duties incidental to this office.

#### ARTICLE VI - MISCELLANEOUS

6.1 Liability of Officers and Directors. Except as otherwise provided by law, no Officer or Director of the Corporation shall be liable for any debt of the Corporation.

6.2 Indemnification. The Corporation shall indemnify and hold harmless each Director and Officer of the Corporation to the full extent allowed by the laws of the State of New York.

6.3 Construction. If there is any conflict between the provisions of the certificate of incorporation and these By-Laws, the provisions of the certificate of incorporation shall govern. As used herein words of the masculine gender include the feminine.

6.4 Amendments. These By-Laws may be adopted, amended or repealed by majority vote of the Board of Directors.