

BYLAWS
OF
ROCHESTER ORIENTEERING CLUB, INC.
Amended and Restated: _____, 2004

ARTICLE I - THE CORPORATION

Section 1. Name.

The name of the corporation is ROCHESTER ORIENTEERING CLUB, INC.

Section 2. Offices.

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

Section 3. Purposes.

The Corporation shall have the purposes set forth in its Certification of Incorporation, as restated and amended from time to time.

ARTICLE II - MEMBERSHIP AND PARTICIPATION FEES

Section 1. Membership.

Membership shall be open to anyone, without discrimination on any basis whatsoever, who pays the membership fee prescribed by the Board from time to time.

Section 2. Participation Fees.

The Board shall from time to time establish a fee to be paid by each participant in an orienteering meet sponsored by the Corporation as a precondition to participation. No one shall be denied the privilege of participating, however, because of a demonstrated inability to pay the prescribed participation fee.

ARTICLE III - MEETINGS OF MEMBERS

Section 1. Annual Meeting.

The annual meeting of the members of the Corporation shall be held during December each year and at a location as may be determined from time to time by the Board. The Board shall be

elected at the annual meeting. Notice of the time and place of the meeting shall be sent to each member at least ten days previous thereto. Notice may be sent by regular mail or by electronic mail if the member has elected to receive notifications by such method. Notice may be included in newsletters or other publications or documents sent to the members.

Section 2. Special Meetings.

Special meetings of the members may be called by the Board. Special meetings may also be called by the members entitled to cast 10% of the total number of votes entitled to be cast provided they demand the call of a special meeting in writing specifying the date and month thereof, which shall not be less than two nor more than three months from the date of such written demand. All special meetings shall be held at the location designated by the Board. Notice of the meeting shall state the purpose of the meeting and no other business may be transacted thereat.

Section 3. Voting.

Votes of the members of the Corporation shall be cast by the members present in such manner as the President shall determine. No member is entitled to vote at a meeting of members or to express consent or dissent without a meeting by authorizing another to act for him by proxy. The forgoing notwithstanding, votes for the election of directors may be cast by any one of the following methods: (i) by written notice actually received by the corporation on or before the close of balloting at the meeting at which votes are cast, provided, however, that the notice must identify the individual submitting it, the member thereby relinquishing his or her right to vote under sections (ii) or (iii); (ii) by telephone call to the individual designated by the President to receive such calls, and such individual shall keep a record of the identity of the caller and person for whom the caller voted, such caller relinquishing his or her right to vote under section (i) or (iii); or (iii) by secret written ballot cast at the meeting at which the votes are cast.

Section 4. Quorum.

The members entitled to cast one tenth of the total number of votes entitled to be cast or one hundred votes, whichever is less, shall constitute a quorum at any meeting of the membership.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. Authority of the Board.

All of the affairs, property, business and policies of the Corporation shall be under the charge, control and direction of the Board of Directors.

Section 2. Number of Directors.

The Board shall consist of not less than three (3) and not more than twenty-five (25) directors. Within such limits, the number of directors shall be determined from time to time by the Board, provided that no decrease in the number of directors shall shorten the term of any incumbent

director. The President, President-Elect and Past President shall serve as ex-officio members of the Board and shall be entitled to vote on all matters coming before the Board.

Section 3. Election and Term of Directors.

(a) The Board shall initially consist of the directors named in the Certificate of Incorporation of the Corporation.

(b) Directors shall hold office for a period of two (2) years and shall be of two classes, one-half of the Directors being of one class and one-half being of the other class. The term of office of each class shall expire on the alternating years so that no more than one-half of the Directors are being elected in any one year. Except for the President, President-Elect and Past President, who shall serve ex-officio, directors shall be elected by the members at the annual meeting of the Corporation following nomination by the Board of Directors and/or by members from the floor at the annual meeting. Each member shall be entitled to cast a number of votes equal to the number of Directors being elected and the nominees equal in number to the number of Directors being elected and receiving the most votes shall be elected.

(c) In the event that the number of directors is increased, or if vacancies are created, new directors may be elected to serve until the next annual meeting of the members or until their successors have been elected and qualified.

Section 4. Annual Meeting of the Board.

The Board of Directors shall hold an annual meeting each year at a convenient time and location designated by the Board and not later than six months after the end of the Corporation's prior fiscal year. Written notice of the annual meeting shall be mailed to each member of the Board at least one (1) week in advance of the meeting. At the annual meeting, officers shall be elected and the Board may transact such other business as may properly come before the meeting.

Section 5. Annual Report.

At the annual meeting of the Board, the President and the Treasurer shall present an annual report showing in appropriate detail the following information:

(a) the financial condition of the Corporation for the fiscal year immediately preceding the date of the report showing the assets and liabilities, principal changes in assets and liabilities, revenue, receipts, expenses and disbursements of the Corporation;

(b) a summary of the activities of the Corporation during the preceding year.

The annual report shall be filed with the minutes of the annual meeting.

Section 6. Regular Meetings of the Board.

Regular meetings of the Board of Directors will be held not less than quarterly at such times and locations as may be determined by the Board. Notice of each meeting shall be given at least two (2) days before each meeting to the directors in person, in writing, by telephone or by electronic mail as the President may determine .

Section 7. Special Meetings of the Board.

Special meetings may be called at any time by the President, and shall be called by the President or the Secretary within five (5) days of receipt of a written request from any three (3) members of the board. Notice of each special meeting shall be given at least two (2) days before the date of such special meeting to each member of the Board in person, by telephone, by mail or by electronic mail. The notice shall state the business for which the special meeting has been called, and that no business other than that stated in the notice shall be transacted at the special meeting.

Section 8. Waiver of Notice.

Notice of any meeting of the Board need not be given to any director who submits a waiver of notice either before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement the lack of notice.

Section 9. Place and Time of Board Meetings.

The Board may hold its meetings at the office of the Corporation or at such other places within the State of New York as it may from time to time determine.

Section 10. Quorum of Directors.

(a) The presence in person of one-third of the entire Board shall be necessary to constitute a quorum at all meetings of the Board for the transaction of business.

(b) A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Formal notice of the adjournment need not be given to directors who were absent at the time of the adjournment.

Section 11. Action by the Board.

(a) Each director shall be entitled to one (1) vote on each matter properly submitted to the directors for action at any meeting of the Board. Unless otherwise required by law or provided in these Bylaws, the vote of a majority of directors present at the time of the vote at a duly convened meeting 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 thereof consent in writing to the adoption of a resolution authorizing the action. The resolution and written consent 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 (1) or more members of the Board, or of any committee thereof, may participate in a meeting of such Board or committee by means of a conference telephone or similar equipment that allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting.

Section 12. Minutes.

The secretary or his designee shall maintain complete and accurate minutes of each Board meeting and shall retain each unanimous written consent executed by directors. Said minutes and written consents shall be maintained in the permanent records of the Corporation.

Section 13. Newly Created Directorships and Vacancies.

Newly created directorships resulting from an increase in the number of directors or for any other reason shall be filled by a majority vote of the Board of Directors at the annual or a regular meeting of the Board, or at a special meeting called for that purpose. A director elected to fill a vacancy caused by resignation, death, disability or removal shall be elected to hold office until the next annual meeting, and such partial term shall not be counted as a full elected term for determining the number of successive terms the director may serve.

Section 14. Removal.

Following an opportunity to be heard, a director may be removed from office for conduct detrimental to the interests of the Corporation at any time by a two-thirds (2/3) vote of the Board.

Section 15. 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 or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

Section 16. Attendance at Meetings.

Attendance at each meeting of the Board shall be recorded by the Secretary in the minutes thereof. Absence from a meeting may be excused for good cause shown.

Section 17. Compensation.

No director or the Corporation shall receive, directly or indirectly, any salary, compensation or emolument from the Corporation in his/her role as director unless authorized by vote of two-thirds (2/3) of the entire Board of Directors without counting his/her vote, but directors shall be reimbursed for reasonable expenses incurred in the performance of duties to the Corporation without such prior approval of the Board. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 18. Property Rights of Directors.

No director of the Corporation shall have any rights or interests in or to the property or assets of the Corporation. In the event that the Corporation is liquidated or dissolved or ceases to actively carry on its business, all of the remaining property and assets of the Corporation after necessary expenses thereof shall be distributed to such organizations as shall qualify under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, subject to an order of a Justice of the Supreme Court of the State of New York.

ARTICLE V - OFFICERS

Section 1. Designation and Election of Officers.

The officers of the Corporation, who may be selected from among the Board, and shall consist of a President, a President-Elect, a Past President, a Treasurer, a Secretary and such other officers as the Board may authorize. Except when an officer resigns, is removed or becomes disabled, officers shall hold office for a period of one year and until their successors shall have been duly elected and qualified. The President-Elect, Treasurer and Secretary shall be elected by the Board at its annual meeting. The persons holding the offices of President-Elect and President immediately prior to the Board's annual meeting shall become the President and Past-President (respectively) as of the date of such annual meeting. Officers may be removed by a majority of the entire Board at any time, with or without cause. Any vacancy occurring in such offices may be filled by the Board of Directors at any meeting. Except for the offices of President and Secretary, any two or more offices may be held by the same person.

Section 2. President.

The President shall preside at all meetings of the members and of the Board of Directors, and shall appoint committee chairmen and members. The President shall also perform such other duties as may be assigned to him/her from time to time by the Board.

Section 3. President-Elect.

In the absence or inability to act of the President, or if the office of President is vacant, the President-Elect shall preside at all meetings of the members and of the Board of Directors and shall perform duties and exercise the powers of President. The President-Elect shall have such other

powers and shall perform such other duties as may be assigned to him/her by the Board or the President.

Section 4. Treasurer.

The Treasurer shall present to the Board, at the regular meetings of the Board or whenever they require it, reports of the financial transactions and condition of the Corporation and perform such other acts as are incidental to the office or are directed by the Board or the President.

Section 5. Secretary.

The Secretary shall be responsible for supervising the reporting of complete and accurate minutes of all meetings of the Board and the members and all unanimous written consents executed by the Board and performing such other duties as pertain to the office or as may be prescribed by the Board or the President.

ARTICLE VI - COMMITTEES OF THE BOARD OF DIRECTORS AND CORPORATION

Section 1. Appointment of Committees.

Committees of the Board and the Corporation shall include such standing committees and special committees as the Board may designate. Except as otherwise stated in these Bylaws, the chairmen and all members of these committees shall be appointed by the President following the annual meeting of the Corporation, subject to approval by the Board. Committees may include persons who are not members of the Board.

Section 2. Committee Meetings.

At all committee meetings, a quorum shall be equal to a majority of the members of the committee. A vote by a majority of the members present at a duly organized committee meeting shall constitute the action of the committee. A committee may act by unanimous written consent in lieu of a majority vote at a duly convened meeting. Each committee shall submit minutes of its meeting to the Secretary of the Corporation. Committees shall meet at the frequency determined by the Board.

ARTICLE VII - INDEMNIFICATION AND INSURANCE

Section 1. Indemnification.

The Corporation may indemnify, including advancement of expenses in defending litigation, its directors and officers to the fullest extent authorized and permitted by law and as set forth in: (1) the Certification of Incorporation of the Corporation; (2) these Bylaws; (3) a resolution of members or of directors; (4) an agreement providing for such indemnification. The Corporation's members and directors are hereby authorized to adopt such resolutions and the

Corporation is further authorized to indemnify its employees and other personnel to the fullest extent permitted by law.

Section 2. Insurance.

The Corporation may purchase director's and officer's liability insurance if authorized and approved by the Board of Directors.

ARTICLE VIII - FISCAL YEAR

The Fiscal Year of the Corporation shall begin on the 1st day of January and end on the 31st day of December in each year.

ARTICLE IX - CORPORATE SEAL

The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization, and the words "Corporate Seal, New York". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. However, nothing herein shall be deemed to require that the Corporation have a corporate seal.

ARTICLE X - BYLAW CHANGES

These Bylaws may be amended, repealed or adopted by a majority of the entire Board of the Directors, at any regular or special meeting of the Board. All members of the Board must receive notice of the proposed amendment at least one week prior to the meeting at which the vote is to be taken.