

BY-LAWS  
OF  
DESTINATION IMAGINATION OF NEW YORK, INC. (NYDI)  
(a New York not-for-profit corporation)

MISSION STATEMENT

To nurture creativity and cooperative and creative problem solving skills among the youth of the State of New York.

PHILOSOPHY

Destination ImagiNation of New York, Inc. (NYDI) is a not-for-profit corporation that shall be operated exclusively for charitable and educational purposes or any other purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code. Specifically, NYDI provides opportunities for students to develop skills in creative problem solving, communications, brainstorming, and cooperative participation while working in a small group setting. NYDI provides a positive setting and constructive atmosphere for participants to test their solutions to problem solving challenges in a forum where sportsmanship is emphasized at all levels of competition.

ARTICLE I

MEMBERS

1. MEMBERSHIP CERTIFICATES OR CARDS. The Board of Trustees may, but need not, cause to be issued certificates or cards to evidence membership in the corporation. The fact that the corporation is a not-for-profit corporation, and that any such membership certificate or card is non-transferable shall be noted conspicuously on the face or back of any membership certificate or card which may be issued. Any such certificate or card shall set forth any such additional statements as may be required by the Not-for-Profit Corporation Law or any other provision of law. Membership certificates or cards, if issued, shall bear the signature or facsimile signature of the officer or officers designated by the Board of Trustees and may bear the seal of the corporation or a facsimile thereof.

2. MEMBERSHIP. The person or persons signing the Certificate of Incorporation as incorporator or incorporators shall be the first member or members of the corporation unless he, she or they shall have resigned as such member or members or unless membership shall otherwise be terminated. Thereafter, the qualifications and eligibility for membership and the manner of admission into membership shall be prescribed by resolution of the Board of Trustees and/or by any similarly prescribed rules and regulations which the Board of Trustees may

promulgate. In like manner, any such resolution and/or rules and regulations shall prescribe, in relation to all members, the amount, if any, and manner of imposing and collecting any initiation, membership or other fees, and any dues, assessments, fines, and penalties; the manner of suspension or termination of membership and for reinstatement, if any; and, except as may hereinafter be provided, the rights, liabilities, and other incidents of membership. Any such resolution and/or rules and regulations relating to membership in the corporation shall be annexed to these By-Laws and shall be deemed to be a component part thereof.

Except as may herein otherwise be provided, 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 happening of any such event or otherwise.

A member shall be liable to the corporation only to the extent of any unpaid portion of any initiation or membership fees, dues, and assessments or for any other indebtedness owed by the member to the corporation.

Members shall not be personally liable for the debts, liabilities or obligations of the corporation.

Members shall have, upon dissolution or liquidation of the corporation, only such distributive rights relating to any initiation or membership fee, dues, and assessments paid by them as the Certificate of Incorporation may confer upon them.

3. RECORD DATE FOR MEMBERS. For the purpose of determining the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining members entitled to receive distributions, or the allotment of any rights, or for the purpose of any other action, the trustees may fix, in advance, a date as the record date for any such determination of members. Such record date shall not be more than fifty days and not less than ten days before the date of such meeting or such consent or dissent or other action by the members or the date on which the resolution of trustees relating to any distribution or allotment of rights, as the case may be. If no record date is fixed, the record date for the determination of members entitled to vote at a meeting of members 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; and, in such case, the record date for determining members for any purpose other than that specified in the preceding clause shall be at the close of business on the day on which the resolution of the trustees relating thereto is adopted. When a determination of members of record entitled to notice of or to vote at any meeting of members has been made as provided in this paragraph, such determination shall apply to any adjournment thereof, unless the trustees fix a new record date under this paragraph for the adjourned meeting.

4. MEANING OF CERTAIN TERMS. As used herein in respect of the right to notice of a meeting of members or a waiver thereof or to participate or vote thereat or to consent

or dissent in writing in lieu of a meeting, as the case may be, the term "membership" or "memberships" or "member" or "members" refers to an outstanding membership or memberships of record and in good standing.

5. MEMBERSHIP MEETINGS.

- (A) TIME. An annual meeting shall be held on the date fixed, from time to time, by the trustees, provided, that the first annual meeting shall be held on a date within thirteen months after the formation of the corporation, and each successive annual meeting shall be held on a date within thirteen months after the date of the preceding annual meeting. A special meeting shall be held on the date fixed by the trustees except when the Not-for-Profit Corporation Law confers the right to fix the date upon members.
- (B) PLACE. Annual meetings and special meetings shall be held at such place, within or without the State of New York, as the trustees may, from time to time, fix. Whenever the trustees shall fail to fix such place, or, whenever members entitled to call or convene a special meeting shall convene the same, the meeting shall be held at the office of the corporation in the State of New York.
- (C) CALL. Annual meetings may be called by the trustees or by any officer instructed by the trustees to call the meeting. Special meetings may be called in like manner except when the trustees are required by the Not-for-Profit Corporation Law to call a meeting, or except when the members are entitled by said Law to demand the call of a meeting.
- (D) NOTICE OR ACTUAL OR CONSTRUCTIVE WAIVER OF NOTICE. Written notice of all meetings shall be given, stating the place, date, and hour of the meeting, and, unless it is an annual meeting, indicate that it is being issued by or at the direction of the person or persons calling the meeting. The notice of an annual meeting shall state that the meeting is called for the election of trustees and for the transaction of other business which may properly come before the meeting, and shall (if any other action which could be taken at a special meeting is to be taken at such annual meeting) state the purpose or purposes. The notice of a special meeting shall in all instances state the purpose or purposes for which the meeting is called; and, at any such meeting, only such business may be transacted which is related to the purpose or purposes set forth in the notice. If the trustees shall adopt, amend, or repeal a By-law regulating an impending election of trustees, the notice of the next meeting for election of trustees shall set forth the By-Law so adopted, amended, or repealed, together with a concise statement of the changes made. A copy of the notice of any meeting shall be given to each member at their record address or at such other address which they may have furnished by request in writing to the Secretary of the corporation. If the notice is given personally or by first class mail, it shall be given not less than ten nor more

than fifty days before the date of the meeting or, if mailed by any other class of mail, it shall be given not less than thirty nor more than sixty days before such date. Notice by mail shall be deemed to be given when deposited, with postage thereon prepaid, in a post office or official depository under the exclusive care and custody of the United States post office department. If a meeting is adjourned to another time or place, and, if any announcement of the adjourned time or place is made at such meeting, it shall not be necessary to give notice of the adjourned meeting unless the trustees, after adjournment, fix a new record date for the adjourned meeting. Notice of a meeting and/or of the lapse of any prescribed period of time need not be given to any member who submits a signed waiver of notice and/or of the lapse of any prescribed period of time before or after the meeting. The attendance of a member at a meeting without protesting prior to the conclusion of the meeting the lack of notice of such meeting shall constitute a waiver of notice by any such member.

- (E) MEMBERS LIST OR RECORD AND CHALLENGE. A list or record of members as of the record date, certified by the Secretary or other officer responsible for its preparation, shall be produced at any meeting of members upon the request therefor of any member who has given written notice to the corporation that such request will be made at least ten days prior to such meeting. If the right to vote at any meeting is challenged, the inspectors of election, if any, or the person presiding thereat, 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 who appear from such list or record to be members entitled to vote thereat may vote at such meeting.
- (F) ANNUAL REPORT OF TRUSTEES. The Board of Trustees shall present at each annual meeting of members its report, which shall set forth the statements and shall be verified or certified in the manner prescribed by Section 519 of the Not-for-Profit Corporation Law. Such report shall be filed with the records of the corporation and either a copy or an abstract thereof entered in the minutes of the proceedings of such annual meeting of members.
- (G) CONDUCT OF MEETING. Meetings of the members shall be presided over by one of the following officers in the order of seniority and if present and acting - the Chairman of the Board, if any, the Vice-Chairman of the Board, if any, the Affiliate Director, a Vice-President, or, if none of the foregoing is in office and present and acting, by a chairman to be chosen by the members. The Secretary of the corporation, or in their absence, an Assistant Secretary, shall act as secretary of every meeting, but if neither the Secretary nor an Assistant Secretary is present the Chairman of the meeting shall appoint a secretary of the meeting.
- (H) PROXY REPRESENTATION. Every member may authorize another person or persons to act for him by proxy in all matters in which a member is entitled to

participate, whether by waiving notice of any meeting or the lapse of any prescribed period of time, voting or participating at a meeting, or expressing consent or dissent without a meeting. Every proxy must be signed by the member or his attorney-in-fact. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by the Not-for-Profit Corporation Law.

- (I) INSPECTORS: APPOINTMENT. The trustees, in advance of any meeting, may, but need not, appoint one or more inspectors to act at the meeting or any adjournment thereof. If an inspector or inspectors are not appointed, the person presiding at the meeting may, but need not, appoint one or more inspectors. In case any person who may be appointed as an inspector fails to appear or act, the vacancy may be filled by appointment made by the trustees in advance of the meeting or at the meeting by the person presiding thereat. Each inspector, if any, before entering upon the discharge of their duties, shall take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of their ability. The inspectors, if any, shall determine the number of membership certificates or cards, if any, or the number of memberships outstanding and the voting power of each; the membership certificates or cards, if any, or the number of memberships represented at the meeting; the existence of a quorum; the validity and effect of proxies; and shall receive votes, ballots, or consents; hear and determine all challenges and questions arising in connection with the right to vote; count and tabulate all votes, ballots, or consents; determine the result, and do such acts as are proper to conduct the election or vote with fairness to all members. On request of the person presiding at the meeting or any member, the inspector or inspectors, if any, shall make a report in writing of any challenge, question, or matter determined by the inspector and execute a certificate of any fact found by the inspector.
- (J) QUORUM. Except for a special election of trustees pursuant to Section 604 of the Not-for-Profit Corporation Law, and except as herein otherwise provided, the members entitled to cast one-tenth of the total number of votes entitled to be cast thereat shall constitute a quorum at a meeting of members for the transaction of any business. The members present may adjourn the meeting despite the absence of a quorum.
- (K) VOTING. Each membership shall entitle the holder thereof to one vote. In the election of trustees, a plurality of the votes cast shall elect. Any other action shall be authorized by a majority of the votes cast except where the Not-for-Profit Corporation Law prescribes a different proportion of votes; provided that the said majority of the affirmative votes cast shall be at least equal to a quorum.

6        MEMBERSHIP ACTION WITHOUT MEETINGS. Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by the holders of all memberships.

## ARTICLE II

### GOVERNING BOARD

1.        FUNCTIONS AND DEFINITIONS. The corporation shall be managed by a governing board, which is herein referred to as the "Board of Trustees" or "trustees" notwithstanding that the members thereof may otherwise bear the titles of directors, managers, or governors or any other designated title. The word "trustee" or "trustees" likewise herein refers to a member or to members of the governing board notwithstanding the designation of a different official title or titles. The use of the phrase "entire board" herein refers to the total number of trustees which the corporation would have if there were no vacancies.

2.        QUALIFICATIONS AND NUMBER. Each trustee shall be at least eighteen years of age. A trustee shall be a member during their trusteeship, but need not be a citizen of the United States, or a resident of the State of New York. The initial Board of Trustees shall consist of three persons. Thereafter the number of trustees constituting the entire board shall be at least three. Subject to the foregoing limitation and except for the first Board of Trustees, such number may be fixed from time to time by action of the members or of the trustees, or, if the number is not so fixed, the number shall be three. The number of trustees may be increased or decreased by action of the members or of the trustees, provided that any action of the trustees to effect such increase or decrease shall require the vote of a majority of the entire Board. No decrease shall shorten the term of any incumbent trustee.

3.        ELECTION AND TERM. The first Board of Trustees shall consist of those persons named as the initial directors in the Certificate of Incorporation and shall hold office until the first annual meeting of members and until their successors have been elected and qualified. Thereafter, the Board shall consist of an equal number of trustees from each geographic region of the State (hereinafter "Regional trustees") and two at large trustees. One of the at large trustees shall represent appraisers and one shall represent alumni participants. The at-large trustees shall each serve a one year term. The Regional trustees elected at the first annual meeting of members shall be divided into three classes for the purpose of staggering their terms of office. The term of the first class shall hold office until the next succeeding annual meeting of members and until their successors have been elected and qualified. The term of the second class shall hold office until the second succeeding annual meeting of members. The term of the third class shall hold office until the third succeeding annual meeting of members and until their successors have been elected and qualified. After the initial classification, each successor trustee shall serve a three year term. Each region shall have one trustee in each of the three classes. In the interim between annual meetings of members or of special meetings of members called for the election of trustees, newly created trusteeships and any vacancies in the Board of Trustees,

including vacancies resulting from the removal of trustees for cause or without cause, may be filled by the vote of the remaining trustees then in office.

At each annual meeting of the members, two at-large trustees shall be elected, each to hold office for a term of one year and until their successor has been elected and qualified. One trustee per geographic region shall be elected by ballot by a plurality of the votes cast at such meeting by members from each respective geographic region. Each such regional trustee shall hold office for a term of three years and until their successor has been elected and qualified.

1. MEETINGS.
  - (A) TIME. Meetings shall be held at such time as the Board shall fix, except that the first meeting of a newly elected Board shall be held as soon after its election as the trustees may conveniently assemble.
  - (B) PLACE. Meetings shall be held at such place within or without the State of New York as shall be fixed by the Board.
  - (C) CALL. No call shall be required for regular or annual meetings for which the time and place have been fixed. Special meetings may be called by the Chairman of the Board, if any, the Affiliate Director, or a Vice-President.
  - (D) NOTICE OR ACTUAL OR CONSTRUCTIVE WAIVER. No notice shall be required for regular or annual meetings for which the time and place have been fixed. Written, oral, or any other mode of notice of the time and place shall be given for special meetings in sufficient time for the convenient assembly of the trustees thereat unless the lapse of such time has been waived. The notice of any meeting need not specify the purpose of the meeting. Notice of any adjournment of a meeting of the Board of Trustees to another time or place because a quorum is not present shall be given to the trustees who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other trustees. Any requirement of furnishing a notice shall be waived by any trustee who signs a waiver of notice before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to them.
  - (E) QUORUM AND ACTION. Except as hereinafter provided, a majority of the entire Board shall constitute a quorum. Whenever a vacancy or vacancies in the Board shall prevent a quorum from consisting of a majority of the entire Board as aforesaid, a quorum shall consist of at least one-third of the entire Board if the entire Board consists of not more than fifteen trustees and shall, if the entire Board exceeds fifteen trustees in number, consist of five trustees plus one additional trustee for every ten trustees (or fraction thereof) in excess of fifteen. A majority of the trustees present, whether or not a quorum is present, may adjourn

a meeting to another time and place. Except as otherwise provided by the Not-for-Profit Corporation Law and except as in these By-Laws otherwise provided, the vote of a majority of the trustees present at the time of the vote, if a quorum is present at such time, shall be the act of the Board.

Any one or more members of the Board of Trustees or of any committee thereof may participate in a meeting of the Board of Trustees or of any such committee, as the case may be, by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to communicate with each other at the same time; and participation by such means shall constitute presence in person at a meeting.

(F) CHAIRMAN OF THE MEETING. The Chairman of the Board, if any and if present and acting, shall preside at all meetings. Otherwise, the Affiliate Director, if present and acting, or any other trustee chosen by the Board, shall preside.

5. REMOVAL OF TRUSTEES. Any or all of the Trustees may be removed for cause or without cause by the members. One or more of the trustees may be removed for cause by the Board of Trustees, provided that there is a quorum of not less than a majority present at the meeting at which such action is taken.

6. COMMITTEES. Whenever the Board of Trustees shall consist of more than three members, the Board of Trustees, by resolution adopted by a majority of the entire Board of Trustees, may designate from their number three or more trustees to constitute an Executive Committee and other standing committees, each of which, to the extent provided in the resolution designating it, shall have the authority of the Board of Trustees with the exception of any authority the delegation of which is prohibited by Section 712 of the Not-for-Profit Corporation Law.

7. ACTION WITHOUT MEETINGS. Any action required or permitted to be taken by the Board of Trustees or by any committee thereof may be taken without a meeting if all members of the Board of Trustees or of a committee thereof consent in writing to the adoption of a resolution authorizing the action. In the event of any such action without a meeting, the resolution and the written consents thereto by all of the members of the Board of Trustees or of a committee thereof shall be filed with the minutes of the proceedings of the Board of Trustees or of a committee thereof as the case may be.

### ARTICLE III

#### OFFICERS

The trustees may elect or appoint a Chairman of the Board of Trustees, a Vice-Chairman of the Board, an Affiliate Director, Regional Directors, one or more Vice-Presidents, a Secretary, one or more Assistant Secretaries, a Treasurer, one or more Assistant Treasurers, and such other

officers as they may determine. The Affiliate Director may not be a trustee. The Regional Directors and Treasurer may, but need not, be a trustee. Any two or more offices may be held by the same person except the offices of Affiliate Director and Secretary.

Unless otherwise provided in the resolution of election or appointment, each officer shall hold office until the meeting of the Board of Trustees following the next annual meeting of members and until his successor has been elected and qualified.

Officers shall have the powers and duties defined in the resolution appointing them.

The Board of Trustees may remove any officer for cause or without cause.

#### ARTICLE IV

##### REGIONS

NYDI shall, subject to change by the Board of Trustees, be divided for management purposes into separate and distinct geographic regions. A map depicting the current regional designations is attached hereto and shall be deemed to be a component part of these By-laws. Activities in each Region shall be supervised by a Regional Director elected or appointed by the trustees. The duties and responsibilities of each Regional Director shall be set forth in the trustees' resolution of election or appointment.

#### ARTICLE V

##### BOOKS AND RECORDS

The corporation shall keep at the office of the corporation within the State of New York correct and complete books and records of account and shall keep minutes of the proceedings of the members, of the Board of Trustees, and/or any committee which the Trustees may appoint, and a list or record containing the names and addresses of all members; provided that the books and records of account may be kept at an office without the State of New York if the Certificate of Incorporation shall so provide. Any of the foregoing books, minutes, or lists or records may be in written form or in any other form capable of being converted into written form within a reasonable time.

#### ARTICLE VI

##### CAPITAL AND SUBVENTION CERTIFICATES

If any capital contribution shall be made or any subvention shall be accepted pursuant to authorization conferred by the Certificate of Incorporation, each certificate evidencing a capital contribution or a subvention shall contain the statements prescribed by Section 503 or 505, as the case may be, of the Not-for-Profit Corporation Law or of any other provision of law, and shall be

signed by the Chairman of the Board, if any, or the Vice-Chairman of the Board, if any, or the Affiliate Director, or a Vice-President and by the Secretary or an Assistant Secretary or the Treasurer or an Assistant Treasurer and may bear the seal of the corporation or a facsimile thereof. The signatures of the officers upon any such certificate may be facsimiles if the certificate is countersigned by a transfer agent or registered by a registrar other than the corporation itself or its employees. Except as may otherwise be provided by the Not-for-Profit Corporation Law, any such certificate shall not be transferable.

## ARTICLE VII

### CORPORATE SEAL

The corporate seal, if any, shall be in such form as the Board of Trustees shall prescribe.

## ARTICLE VIII

### FISCAL YEAR

The fiscal year of the corporation shall be August 1 through July 31, and shall be subject to change, by the Board of Trustees.

## ARTICLE IX

### LOGO OF DESTINATION IMAGINATION OF NEW YORK, INC. (NYDI)

USE OF THE NAME OR LOGO OF DESTINATION IMAGINATION OF NEW YORK, INC., (NYDI):

- (F) Members may indicate membership in NYDI in their own publications by making reference to NYDI or by displaying NYDI's logo (set out below).
- (G) Use of any logo (other than the herein designated NYDI logo) representing or purporting to represent NYDI is restricted as determined by the Board. No individual or entity may use the name or logos of NYDI to create the impression that a publication, product, service or any other material or activity is endorsed, recommended or supported by NYDI.

- (H) The logo of Destination Imagination of New York, Inc. (NYDI):



- (I) The logo of Destination Imagination of New York, Inc. (NYDI) may be modified only by approval of the Board and the Affiliate Director.

#### ARTICLE X

##### AMENDMENT

These By-Laws may be amended at any meeting of the Board of Trustees by a vote of a two-thirds majority of the Trustees then in office.

#### ARTICLE XI

##### INDEMNIFICATION

The corporation shall indemnify its Trustees and officers in the manner and to the full extent now or hereafter provided by the Not-For-Profit Corporation Law of the State of New York, and, except as provided in that Law, the corporation may provide additional indemnification pursuant to agreement, action of the Board of Trustees, or provision of these By-Laws.

I HEREBY CERTIFY that the foregoing is a full, true, and correct copy of the By-Laws of DESTINATION IMAGINATION OF NEW YORK, INC., a New York not-for-profit corporation, as in effect on the date hereof.

WITNESS my hand and the seal of the corporation.

BY-LAWS HISTORY:

Original Dated: 7/30/02

Revised: 9/20/03

ARTICLE IX

ARTICLE X

Revised 9/23/03 numbering correction