

**BY-LAWS**  
**OF**  
**NATIONAL COFFEE ASSOCIATION OF U.S.A. INC.**

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**ARTICLE I**  
**NAME AND BUSINESS ADDRESS**

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1. **NAME.** The name of the corporation is National Coffee Association of U.S.A., Inc., a not-for-profit corporation hereafter referred to as Association.
2. **REGISTERED OFFICE.** The registered office of the Association shall be in the City of Wilmington, County of New Castle, State of Delaware.
3. **PRINCIPAL AND OTHER OFFICES.** The location of the principal office of the Association shall be in the City of New York, State of New York, and the Association may also have offices at such other places both within and without the State of Delaware as the Board of Directors may from time to time determine or the activities of the Association may require.

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**ARTICLE II**  
**MEMBERSHIP**

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1. **DEFINITIONS:** For the purpose of these By-laws, the following definitions shall be applied:
  - (a) "Business Entity" shall include individuals, partnerships, corporations and business organizations in any form.
  - (b) "Related business entity" shall be any business entity related to another business entity through means of joint ownership, be that individual or corporate ownership.
  - (c) "Grower" shall include business entities that grow coffee, provided that the business entity does not export, import, roast or sell coffee in any form at the retail level.
  - (d) "Trade(r)" shall be any business entity that sells or purchases, or causes to be sold or purchased, or is party to the sale of coffee in any form requiring further processing prior to consumer use, provided that the business entity or any of its related business entities do not roast coffee.
  - (e) "Roaster/Manufacturer" shall include entities that roast green coffee or manufacturer extracts, soluble coffee or consumer coffee beverages, such as ready to drink coffee products.
  - (f) "Wholesaler/distributor" shall be any business entity that sells coffee products in roast, soluble or beverage form either as a wholesaler or

distributor, provided that the entity is not a coffee trader or roaster.

(g) "Retailer" shall be any entity that sells coffee products in roast, soluble or beverage form directly to consumers, provided that the entity is not a coffee roaster or trader.

2. **REGULAR MEMBERS.** All business entities domiciled in the United States or Canada, or selling coffee products in or for sale in the United States that do not require further processing prior to consumer use, and substantially engaged in the coffee business, shall be eligible as regular members of the Association, provided the entity falls into one of the following categories:
  - (a) Grower
  - (b) Trade(r)
  - (c) Roaster/Manufacturer
  - (d) Wholesalers/distributor
  - (e) Retailer
3. **ALLIED MEMBERS.** All business entities engaged in the coffee industry primarily as suppliers of goods or services directly to persons eligible to be regular or international members of the Association shall be eligible as allied members of the Association, provided the entity is not eligible to be a Regular or International member. The Board of Directors may also make allied membership available to other persons, partnerships or corporations performing a special service to the coffee industry.
4. **INTERNATIONAL MEMBERS.** All business entities domiciled outside the United States and Canada shall be eligible as international members of the Association, provided that the entity does not qualify for Regular membership, any related business entity eligible for Regular membership is a Regular member in the Association, and the entity falls into one of the following categories
  - (a) Grower
  - (b) Trade(r)
  - (c) Roaster/Manufacturer
5. **PROVISIONAL MEMBERS.** All persons, partnerships or corporations domiciled in the United States or Canada may join as a provisional member, provided they are actively developing a coffee retail or roasting business, but such business or related business entities are not yet generating revenue from coffee related sales. Once sales are being generated from coffee-related business, the provisional member will have one year to transition to a Regular member. Provisional membership is limited to a maximum of two years. The provisional member shall have no right to vote or hold office.
6. **NON-PROFIT/EDUCATIONAL MEMBERS.** All non-profit organizations and accredited educational institutions who are engaged in activities related to

the coffee industry shall be eligible as non-profit/educational members of the Association, provided the business entity and its related business entities are not eligible as Regular or International members of the Association. The non-profit/educational member shall have no right to vote or hold office.

7. HONORARY MEMBERS. By vote of three-quarters of the full Board of Directors any worthy person who either is or has been active in the coffee industry may be made an honorary member having such privileges as are from time to time determined by the Board of Directors but such member shall have no right to vote or hold office and shall not be subject to dues.
8. APPLICATION AND QUALIFICATION. Written application for membership shall be made to the principal office of the Association. Admission to membership shall be subject to approval in such a manner as the Board shall provide. The applicant shall become a member upon approval, and payment of dues and assessments.

Any doubtful issues as to eligibility for membership in the Association, and any doubtful issues as to classification, dues, registration charges or privileges of any member or applicant for membership, shall be resolved by the Board of Directors, which shall have full discretion in the matter.

An applicant for membership is required to submit in writing any information requested by the Association which relates to the activities, affairs and business of the applicant and is relevant to the eligibility, classification and qualifications of the applicant for membership.

9. FORFEITURE OF MEMBERSHIP. Any member may be expelled for adequate reason by a two-thirds vote of the Board of Directors. Failure to pay dues or mandatory assessments, or to meet the criteria for membership is presumed to be adequate reason for expulsion and does not require advance notice to the member and deliberation by the Board. Any member proposed for expulsion for another reason shall be given advance written notice including the reason for the proposed expulsion, opportunity to contest the proposed expulsion in writing or in person before the Board of Directors, and final written notice of the Board's decision.
10. RESIGNATION. Any member may resign at any time by submitting its written resignation to the President of the Association, provided that a resigning member shall nevertheless remain liable for all dues and any mandatory assessments, and other monies owed to the Association through the end of the then current fiscal quarter and for all prior years. No part of any dues paid shall be refunded.

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**ARTICLE III**  
**MEMBERSHIP VOTING RIGHTS/PARTICIPATION**

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1. **MEMBERS ENTITLED TO VOTE.** Only Regular Members shall be eligible to exercise voting rights pursuant to the requirements of this Section. Whenever a member meeting is held that may be attended in person by members, each Regular Member actually in attendance at such meetings shall be entitled to one (1) vote (and no other Regular Members shall have or be entitled to any voting rights with respect to the matters considered at such meeting). . Notwithstanding the foregoing or any other provision of these Bylaws when mail or electronic ballots are used in lieu of an actual meeting (as described in the previous sentence), those entitled to vote shall be all Regular Members who return a completed ballot during the voting period, which shall be no less than 15 calendar days and stipulated on the ballot; provided, however, that no such action will be effective unless a minimum of 20 Regular Members so vote by mail or electronic ballot.

A vote may be cast on behalf of a voting member by its Representative or Alternate as designated below. At the time of becoming a Regular Member and whenever required thereafter, each such voting member shall designate in writing an individual to serve as its Representative and another individual to serve as its Alternate. Such designations may be changed from time to time.

All voting in this Association shall be done by such Representatives of voting members, or in the absence or disqualification of such Representatives , or with their consent, then by the Alternates.

Each voting member's Representative and Alternate shall be a sole proprietor, partner, officer or employee of the member and shall be automatically terminated as a Representative or Alternate upon terminating his/her status as such.

2. **ALLIED MEMBER PRIVILEGES.** Unless otherwise stipulated by the Board of Directors, allied members shall be entitled to all privileges enjoyed by Regular members, except that Allied members shall not be entitled to vote or designate a Voting Member or Alternate who is eligible to hold elective office in the Association. An allied member may, however, designate an individual to act as its representative on matters pertaining to the Association.
3. **INTERNATIONAL MEMBER PRIVILEGES.** Unless otherwise stipulated by the Board of Directors, International members shall be entitled to all the privileges enjoyed by regular members, except that international members shall not be entitled to vote or designate voting members or alternates who

are eligible to hold elective office in the Association. An International member may, however, designate an individual to act as its representative on matters pertaining to the Association.

4. **PARTICIPATION LIMITATION.** Any business entity, related business entity or person representing it in the Association with an outstanding unsatisfied debt to the Association, or any of its affiliated Trusts, or units of operation, for any function, activity or service shall be required to satisfy that debt before being accepted for participation in any activity of the Association or before receiving use of any program or service.

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#### **ARTICLE IV OFFICERS**

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1. **DESCRIPTION.** The elected officers of this Association shall be the Chairman, Vice Chairman and Secretary. The President of the Association shall be appointed.
2. **ELECTED OFFICERS.** The elected officers of the Association shall be selected from among the eligible Voting Members of the Association, and shall be elected by the membership at Annual or Special Meetings of the Association after being duly nominated in the manner prescribed in this Article.
3. **APPOINTED OFFICERS.** The President shall be selected and named by the Board of Directors and need not be a member of the Association. The President shall remain in office at the pleasure of the Board of Directors.
4. **NOMINATIONS.** Nominations for the offices of Chairman, Vice Chairman and Secretary shall be made in the following manner only:
  - (a) The Board of Directors, as it is constituted at the third regularly scheduled meeting, shall select from its then present or prior members a nominee for Chairman and Vice Chairman for the ensuing year, and a nominee for Secretary in the event that the then current Secretary's term is to expire at the close of the current year; or
  - (b) by the nomination of an eligible person duly made at a meeting by a Voting Member, and duly seconded by a Voting Member, if the Voting Member so moving the nomination has, under his signature, advised the Board of Directors in writing of the member's intention to so move at the meeting indicating the name of the person he proposes to nominate for a stated office and the name of the Voting Member who has stated

in writing their intention to second such motion. The said advice of such Voting Member must be received at the principal office of the Association, addressed to the Board of Directors, at least fifteen (15) days prior to the date fixed for election in the case of an Annual Meeting, or at least seven (7) days prior to the date fixed for the election in the case of a Special Meeting.

The Board of Directors shall present the names of its nominees for the offices of Chairman, Vice Chairman and Secretary to the President not less than forty five (45) days prior to the Annual Meeting (fifteen (15) days in the case of a Special Meeting). The President shall circulate to the membership the names of all nominees so proposed by the Board of Directors not less than thirty (30) days prior to the date set for election in the case of an Annual Meeting (ten (10) days in the case of a Special Meeting). Thereafter, the Board of Directors shall not be authorized to change the names of its nominees for the offices of Chairman, Vice Chairman and Secretary except that they may make any changes, substitutions or other alterations in their nominees from the floor at the meeting in the event any individual nominee proposed is found to be unable or unwilling to serve or is disqualified or incapacitated from serving as of the date of the meeting at which the election is held.

5. VOTING PROCESS. The names of those persons nominated for the offices of Chairman, Vice Chairman and Secretary in the manner prescribed in Section 4 of Article IV of these By-Laws will be placed before the membership for election at the Annual or Special Meeting called for such purpose. The nominee for each such office receiving the largest number of votes from those entitled to vote will be elected.
6. REMOVAL OF OFFICERS. Any elected officer of the Association may be removed from office with or without cause by the vote of three-quarters of all members of the Board of Directors.
7. CHAIRPERSON. The Chairperson shall be elected to serve until the next Annual Meeting following the Chairperson's election. After having been elected for two successive full terms in the office of Chairman the same person shall not be eligible for re-election in that office for or during the next succeeding term.

The Chairperson shall preside at all meetings of the Association and Board of Directors and shall be entitled but shall not be required to attend and participate as a non-voting ex-officio member in the meetings of all committees of the Association.

The Chairperson is charged with the responsibility for enforcing the provisions and requiring compliance with the terms and conditions of the

Certificate of Incorporation and By-Laws of the Association and the orders and directives of the Board of Directors.

In the event that a vacancy should occur in the office of Chairperson by reason of death, removal, disqualification or resignation, the President (or in the President's absence or inability to perform their duties, the Vice Chairperson) shall call a Special Meeting of the Board of Directors at which meeting he shall proceed to provide for the election of a new Chairperson pursuant to the NINTH Article of the Certificate of Incorporation who shall hold office until the next Annual Meeting of the Association. In the interim, while such vacancy exists, the Vice Chairperson (or in the Vice Chairperson's absence or inability to perform their duties, the President) shall perform the duties of the Chairperson.

8. VICE CHAIRPERSON. The Vice Chairperson shall be elected to serve until the next Annual Meeting following the Vice Chairperson's election. After having been elected for two successive terms in the office of Vice Chairperson the same person shall not be eligible for re-election in that office for or during the next succeeding term.

In the Chairperson's absence, the Vice Chairperson shall preside at all meetings of the Association and the Board of Directors. The Vice Chairperson shall be entitled to but shall not be required to attend and participate as a non-voting ex-officio member in the meetings of all committees of the Association.

In the event a vacancy should occur in the office of Vice Chairperson by reason of death, removal, disqualification or resignation, the President (or in the President's absence or inability to perform their duties, the Chairperson) shall call a Special Meeting of the Board of Directors at which meeting the Chairperson shall proceed to provide for the election of a new Vice Chairperson pursuant to the NINTH Article of the Certificate of Incorporation who shall hold office until the next Annual Meeting of the Association. In the interim, while such vacancy exists, the President shall perform the duties of Vice Chairperson.

9. SECRETARY. The Secretary shall be elected to serve until the second Annual Meeting following the Secretary's election. After having been elected for two successive full terms in the office of Secretary the same person shall not be eligible for re-election in that office for or during the next succeeding term.

The Secretary shall be responsible for maintenance of the records of the Association and shall present at each Annual Meeting of the Association a report for the year.

10. **PRESIDENT.** The President shall be the chief executive officer of the Association, shall direct and conduct its regular business, and administer and be in charge of its offices, correspondence and employees. The President shall have charge of all funds belonging to the Association and report in writing thereon at regular meetings of the Board of Directors. The President shall pay all bills in accordance with a procedure as determined by the Board of Directors.

The President shall be responsible for retaining, supervising and maintaining the staff of the Association with full authority to fill vacancies and set salaries within job description parameters, and train, discipline, discharge and assign work to staff personnel.

The President, except when excused by the Board of Directors, shall attend all meetings of the Board of Directors and shall also attend or have representation at all meetings of committees of the Association, as well as keep a record of all meetings of the Association. In all of the President's duties and functions the President shall be subject to the orders, directions and policies expressed by the Board of Directors and the President shall make such periodic or other reports to them as they may require.

11. **PRO-TEM CHAIRMAN.** In the event that the Chairman and Vice Chairman are absent from or are unable perform the duties of Chairman at a meeting of the Board of Directors, the Secretary (or, in the Secretary's absence or inability to perform their duties, the President) shall call the meeting to order and shall proceed to provide for the election of a Pro-Tem Chairman who, upon election by majority vote of the directors present, shall perform the duties of the Chairman during said meeting.
12. **VACANCIES.** If any elected officer is removed as a Voting Member the officer shall there upon automatically be relieved and such office become vacant. Any vacancy in the aforesaid elected offices occurring between the Annual Meetings shall be filled by appointment made by majority vote of the Board of Directors. Any appointment to the office of Secretary so filled by appointment of the Board of Directors shall expire at the Annual Meeting next following at which time an election by the membership to the office of Secretary shall be made for a full term.

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**ARTICLE V**  
**BOARD OF DIRECTORS**

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1. **MAKE UP BOARD OF DIRECTORS.** The Board of Directors shall be composed of the following:
  - (a) The current Chairperson of the Association
  - (b) The current Vice Chairperson of the Association

- (c) The current Secretary of the Association.
- (d) At least seventeen and no more than twenty-two additional members elected from among the eligible regular Voting members. However, up to a total of four seats at any one time may be filled with allied members elected in place of regular Voting members, and up to one seat may be filled with an international member elected in place of a regular Voting member.

If an eligible Voting Member is employed by a firm which controls, is controlled by, or is under common control of a firm employing another eligible Voting Member, no more than one of such Voting Members shall be eligible to serve on the Board of Directors at the same time.

- 2. **TERMS OF OFFICE.** The term of office of elected directors shall be two years, except when the director is elected by the members to fill the remaining term of vacancy, in which case the term of office shall be one year. Directors elected for consecutive terms aggregating six years (not counting any period of service to fill a vacancy prior to election by the membership) shall not be eligible to serve additional terms until one year after expiration of such six-year period, except that in cases where an Annual Meeting at which a director's term expires is succeeded by an Annual Meeting less than one year following, such director shall be qualified to serve at or following the latter Annual Meeting.
- 3. **NOMINATIONS.** No nomination of any person for a two-year term or to fill a vacancy as a director shall be made, accepted or acted upon, unless:
  - (a) Such a nomination is made by the Board Operations Committee as hereinafter provided in this Section 3 of Article V; or
  - (b) Such nomination is duly made at a meeting by a Voting Member, is duly seconded by a Voting Member, and the Voting Member so moving the nomination has, under his signature, advised the Board Operations Committee in writing of his intention to so move at the meeting, indicating the name of the person he proposes to nominate for a stated office and the name of the Voting Member who has stated in writing his intention to second such motion. The said advice of such Voting Member must be received at the principal office of the Association, addressed to the Board Operations Committee, at least fifteen (15) days prior to the date fixed for election in the case of an Annual Meeting, or at least seven (7) days prior to the date fixed for election in the case of a Special Meeting.

The Board Operations Committee shall present its nominees for election by the membership to the President not less than forty-five (45) days prior to the Annual Meeting (fifteen (15) days in the case of a Special Meeting). The President shall circulate to the membership the names of all nominees so proposed by the Board Operations Committee not less than thirty (30) days

prior to the date set for election in the case of an Annual Meeting (ten (10) days in the case of a Special Meeting).

Thereafter, the Board Operations Committee shall not be authorized to change the names of its nominees except that they may make any changes, substitutions or other alternations in their slate of nominees, from the floor at the meeting, in the event any individual nominee proposed in their slate is found to be unable or unwilling to serve or is disqualified or is incapacitated from serving as of the date of the meeting in which the election is held.

4. **ELECTION.** The names of those persons nominated in the manner prescribed in Article V, Section 3 of the By-Laws will be placed before the membership for election at the Annual or Special Meeting called for such purpose. Those nominees receiving a majority vote of the members entitled to vote who are present at the meeting will be elected as directors. In the case that there are more nominees with a majority of votes than vacancies, nominees receiving the largest number of votes will be elected as directors.
5. **VACANCIES.** If any elected director is removed as a Voting Member he shall thereupon automatically be relieved and his office become vacant.

Any vacancy however created in the Board occurring in the interval between Annual Meetings shall be filled by the Board subject to the requirements and eligibility rules herein set forth, except that if the vacancy be that of the Chairman or Secretary, the vacancy will be filled in the manner prescribed in the Certificate of Incorporation and the By-Laws. Any vacancy filled by the Board other than that of the Chairman or Secretary shall expire at the Annual Meeting next following, at which time an election by the membership of a director shall be made for the remaining term of the vacancy.

6. **REMOVAL.** Any director of the Association may be removed from office with or without cause by the vote of three-quarters of all members of the Board of Directors.
7. **REGULAR MEETINGS.** A regular meeting of the Board of Directors shall be held at least three times per year. Said meetings shall be held at regular intervals upon written notice mailed to each member of the Board at least fifteen (15) days prior to the date of the meeting.
8. **SPECIAL MEETINGS.** Special Meetings of the Board of Directors may be called by the President at the direction of the Chairman whenever he deems it necessary or by the written request of five members of the Board of Directors. Special Meetings may, in such circumstances, be held by telephone. Each member of the Board shall be notified in writing at least (5) days prior to the date of said meeting, and said notice shall specify the time, place and purpose of the meeting.

9. ACTION. Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if all members of the Board of Directors, or such committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors or such committee.
10. QUORUM AND VOTING. A majority of the directors shall constitute a quorum, and a majority vote of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless otherwise provided by the Certificate of Incorporation or the By-Laws.

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**ARTICLE VI  
COMMITTEES**

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1. BOARD OPERATIONS COMMITTEE. There shall be a Board Operations Committee of the Board of Directors which shall be responsible for coordinating the work of the Board and of any standing committees that the Board establishes; for developing the Board in terms of its composition and its members' governing skills; for maintaining the Board-President & CEO partnership; and for carrying out other duties as prescribed for it in the Bylaws and by Board resolution.

The Board Operations Committee shall be empowered to act on behalf of the full Board of Directors only in emergency situations where it is not practical to convene or poll the full Board of Directors.

The Board Operations Committee shall consist of the Board Chair (who shall chair the Board Operations Committee), the Board Vice Chair, the chairs of the Board's other standing committees, the immediate past chair upon mutual agreement between the immediate past chair and Board Operations Committee, and the President & CEO as an ex officio member.

2. BOARD STANDING COMMITTEES. The Board of Directors may establish standing committees that are not otherwise enumerated in these Bylaws as it deems necessary to assist in carrying out its governing responsibilities. Such standing committees shall be recommended by the Board's Board Operations Committee and shall be established by passage of a resolution by a simple majority of the Board. Board standing committees shall consist only of Board members, and the Board Chairperson shall appoint standing committee chairs and assign Board members to the standing committees. A Board standing committee may not exercise the powers of the Board with respect to management of the affairs of NCA, and can take action on behalf

of the full Board only as explicitly specified in these Bylaws and in formal standing committee guidelines adopted by the Board of Directors by formal resolution.

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## **ARTICLE VII MEETINGS**

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1. **ANNUAL MEETING.** The regular Annual Meetings of the members of the Association shall be held approximately twelve months apart at a time and place approved by the Board of Directors. Notice of the time, place and purposes of each such meeting shall be mailed by the President to each member not less than fifteen (15) days prior to the meeting and shall be directed to each member at his address as it appears on the books or records of the Association.
2. **SPECIAL MEETINGS.** A Special Meeting of members shall be called at the request of one-third of the membership or whenever the Board of Directors directs, provided such request or direction states the time, place and purpose of such meeting. Each member shall be notified by the President in writing at least fifteen (15) days in advance of said meeting and said notice shall specify the time, place and purpose of said meeting.
3. **QUORUM.** Twenty Voting Members shall constitute a quorum for the transaction of business at meetings of members of the Association and a majority of Voting Members present shall decide all issues except where otherwise provided in the Certificate of Incorporation or By-Laws.
4. **VOTING.** At all meetings of members, every Voting member of this Association shall have the right to vote but every such member shall be limited to one vote. A vote may be cast only by a Voting Member, or alternate, designated and qualified under Article III, Section 1 of the By-Laws.
5. **ORDER AND PROCEDURE.** The order of procedure, the priority and permissibility of amendments of motions, the extent and limitation of debate, the finding of a quorum, the determination of the number present, the manner and method of submitting issues or nominees for vote, and all other questions concerned with or regarding the handling or conduct of any meeting of or in the Association shall be conclusively decided by the then Presiding Officer or Chairman of that meeting and his rulings shall be final except that they may be overruled and another ruling established by majority vote of those present, provided the same shall be in accordance with the General Corporation Law of the State of Delaware and any other applicable law.

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**ARTICLE VIII  
FINANCIAL AND DUES**

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1. **FISCAL YEAR.** The fiscal year of the Association shall run from January 1 to December 31 of each year and all dues, budgets and other fiscal matters shall be operated and managed upon that basis so far as the Board of Directors shall find it practical to do so.
2. **DUES.** Annual dues of members shall be set from time to time by the Board of Directors.
3. **DUE DATE AND BASIS FOR DUES.** Dues for all members shall be due and payable on January 1 of each year in accordance with the Association's dues schedule.
4. **MERGER/ACQUISITION PROVISION.** In the event that a Member company merges with, consolidates with, acquires or otherwise affiliates with another Member company to form a single company, the surviving Member shall be assessed additional dues, at the time dues are next payable, in an amount that is equal to the combined dues amounts of the two Member companies prior to merger/acquisition less the amount of the new dues level. If the additional dues are calculated to be \$0 or less, no additional dues will be assessed. The amount of the additional dues payable in dues years subsequent to the year the initial additional dues are payable, will be: Year 1 - 75%, Year 2 - 50%, and Year 3 - 0% of the initial additional dues assessment.

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**ARTICLE IX  
MISCELLANEOUS**

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1. **WAIVER.** Whenever a notice is required to be given by any statute, the Certificate of Incorporation or these By-Laws, a written waiver thereof signed by the person or persons entitled to such notice, whether before or after the time stated therein shall be deemed equivalent to such notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, and so objects at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any Regular or Special Meeting of the members, directors, or members of a committee need be specified in any written waiver of notice unless so required by the Certificate of Incorporation or the By-Laws.
2. **AMENDMENT.** The Board of Directors is expressly authorized to make,

alter or repeal the By-Laws of this corporation by a vote of two-thirds of those present at a Regular Meeting or a Special Meeting called for such purpose or by the unanimous written consent of the entire Board of Directors.

3. PROHIBITION. Nothing contained in the Certificate of Incorporation shall authorize or empower the Association to perform or engage in any act or practice prohibited by General Business Law, Section 340 or other anti-monopoly statute of the State of New York.

Revised March 2009