

BY-LAWS
OF
THE SOCIETY OF TYPOGRAPHIC AFICIONADOS, INC.
(A Not-For-Profit Corporation)
Revised as of December 7, 2007

ARTICLE I
OFFICES

The principal office of the Corporation shall be located in the City of Buffalo, County of Erie and State of New York. The Corporation may also have such offices at such other places within or without the State as the Board of Directors may from time to time determine.

ARTICLE II
MEMBERS

1. There shall be no members of the Corporation.

2. The Board of Directors may cause to be issued cards or other instruments permitted by law evidencing affiliation with the Society of Typographic Aficionados. Such membership card or other instrument shall be non-transferable, and shall not be evidence of a capital contribution or ownership by reason of the contribution of capital, service or anything of value; and statement to that effect shall be noted on the card or other instrument. Membership cards or other instruments, if issued, shall bear the signatures or facsimile signatures of an officer or officers designated by the Board of Directors and may bear the seal of the Corporation or a facsimile thereof.

3. In the event any capital contribution is made or accepted pursuant to authorization conferred by the Certificate of Incorporation of the Corporation or by way of sponsorship donation or other form of charitable donation to the Corporation, no certificate evidencing a capital contribution shall be issued.

ARTICLE III
BOARD OF DIRECTORS

1. The Corporation shall be managed by a Board of Directors. Each director shall be at least 18 years of age, and shall be a member of the Corporation during his directorship. The initial Board of Directors shall consist of three (3) persons. Thereafter, the number of directors constituting the entire Board shall be no less than three. Subject

to the foregoing, the number of Board of Directors may be fixed from time to time by action of the members or of the directors. The number of Directors may be increased or decreased by action of the members or the Board of Directors, provided that any action by the Board of Directors to effect such increase or decrease shall require the vote of a majority of the entire Board of Directors. No decrease shall shorten the term of any director then in office.

2. The first Board of Directors shall consist of those persons elected by the Incorporators or named as the initial Board of Directors in the Certificate of Incorporation of the Corporation, and they shall hold office until the first Annual Meeting of Board of Directors; and until their successors have been duly elected and qualified. Thereafter, at each Annual Meeting of the Board of Directors, the directors shall elect succeeding directors to hold office until the next Annual Meeting of the Board of Directors. Each director shall hold office until the expiration of the term for which he or she was elected, and until his or her successor has been duly elected and qualified, or until his or her prior resignation or removal as hereinafter provided.

3. (a) The Board of Directors may remove any director for cause.

(b) A director may resign at any time by giving written notice to the Board of Directors or to an officer or the Chair of the Board of Directors of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or such officer. Acceptance of such resignation shall not be necessary to make it effective.

4. Newly-created directorships or vacancies in the Board of Directors may be filled by a vote of majority of the Board of Directors then in office, although less than a quorum, unless otherwise provided in the Certificate of Incorporation of the Corporation. Vacancies occurring by reason of the resignation or the removal of directors with cause shall be filled by a vote of the remaining Directors. A director elected to fill a vacancy caused by resignation, death, or removal shall be elected to also hold office for the unexpired term of his or her predecessor.

5. (a) A regular Annual Meeting of the Board of Directors shall be held as may be decided by Board of Directors from time to time, but under no circumstances, less than once per annum. All other meetings shall be held at such time, place and manner as shall be fixed by the Board of Directors from time to time.

(b) No written and mailed notice shall be required for regular meetings of the Board of Directors for which the time and place have been fixed. Special meetings may be called by or at the direction of the Chairman of the Board, the President, or by a majority of the directors then in office. Notwithstanding, this term, notice by electronic mail shall be required for the fixing of annual or special meetings and such notice shall be transmitted to all directors then in office.

(c) Written (email), oral, or any other method of notice of the time and place shall be given for special meetings of the Board of Directors in sufficient time for the convenient assembly of the Board of Directors. The notice of any meeting need not

specify the purpose of such meeting. The requirement for furnishing notice of a meeting may be waived by any director who signs a Waiver of Notice before or after the meeting or who attends the meeting without protesting the lack of notice to him or her.

6. Except to the extent herein or in the Certificate of Incorporation of the Corporation provided, a majority of the entire members of the Board of Directors shall constitute a quorum. At any meeting held to remove one or more directors a quorum shall consist of a majority of the directors present at such a meeting. Whenever a vacancy on the Board of Directors shall prevent a quorum from being present, then, in such event, the quorum shall consist of a majority of the members of the Board of Directors excluding the vacancy. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except to the extent provided by law and these By-Laws, the act of the Board of Directors shall be by a majority of the directors present at the time of vote, a quorum being present at such time. Any action authorized by resolution, in writing, by all of the directors entitled to vote thereon and filed with the minutes of the corporation shall be the act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board.

7. The Chairman of the Board shall preside at all meetings of the Board of Directors. If there be no Chairman or in his or her absence, the President shall preside and, if there be no President or in his or her absence, any other director chosen by the board, shall preside.

8. Whenever the Board of Directors shall consist of more than three persons, the Board of Directors may designate from their number, an executive committee and other standing committees. Such committees shall have such authority as the Board of Directors may delegate, except to the extent prohibited by law. In addition, the Board of Directors may establish special committees for any lawful purpose, which may have such powers as the Board of Directors may lawfully delegate.

ARTICLE IV OFFICERS

1. The Board of Directors may elect or appoint a Chairman of the Board of Directors, a President, 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 President may, but need not be, a director. Any two or more offices may be held by the same person except the office of President and Secretary.

2. Each officer shall hold office until the Annual Meeting of the Board of Directors and until his successor has been duly elected and qualified. The Board of Directors may remove any officer with cause at any time.

3. (a) The President shall be the chief executive officer of the Corporation, shall have the responsibility for the general management of the affairs of the Corporation, and shall carry out the resolutions of the Board of Directors.

(b) During the absence or disability of the President of the Corporation, the Vice-President, or, if there be more than one, the Executive Vice-President shall have all the powers and functions of the President. The Vice-President shall perform such duties as may be prescribed by the Board of Directors from time to time.

(c) The Treasurer shall have the care and custody of all of the funds and securities of the Corporation, and shall deposit said funds in the name of the Corporation in such bank accounts as the Board of Directors may from time to time determine. The Treasurer shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Corporation when counter-signed by the President; he may also sign checks, drafts, notes, and orders for the payment of money, which shall have been duly authorized by the Board of Directors and counter-signed by the President.

(d) The Secretary shall keep the minutes of the Board of Directors and the minutes of the members. He/she shall have custody of the seal of the Corporation, and shall affix and attest the same to documents duly authorized by the Board of Directors. He/she shall serve all notices for the Corporation which shall have been authorized by the Board of Directors, and shall have charge of all books and records of the Corporation.

ARTICLE V MISCELLANEOUS

1. The Corporation shall keep at the principal office of the Corporation, complete and correct records and books of account, and shall keep minutes of the proceedings of the members, the Board of Directors, or any committee appointed by the Board of Directors, as well as a list or record containing the names and address of all members, if any.

2. The corporate seal shall be in such form as the Board of Directors shall from time to time prescribe.

3. The fiscal year of the Corporation shall be fixed by the Board of Directors from time to time, subject to applicable law.

4. All By-Laws of the Corporation shall be subject to alteration or repeal, and new by-laws may be made, by a majority vote of the Directors entitled to vote in the election of directors, at a special meeting of the Directors called for such a purpose.

5. The Board of Directors shall have the power to make, alter or repeal, from time to time, By-Laws of the Corporation, except that the Board may not amend or repeal any by-law in which control thereof is vested exclusively in the members, if any. If any by-law regulating an impending election of directors is adopted, amended or repealed by the

Board, there shall be set forth in the notice of the next meeting of Directors, for the election of directors, the by-law so made, amended or repealed, together with a concise statement of the changes made.