

**BY-LAWS**  
**OF**  
**FRIENDS OF P.S. 166, INC.**  
**(hereinafter referred to as the "Corporation")**

**ARTICLE I**  
**NO MEMBERS**

The Corporation shall have no members.

**ARTICLE II**  
**DIRECTORS**

Section 1. Duties and Powers. The Board of Directors of the Corporation shall have the authority, power and responsibility for the general management, control and supervision of the affairs, business, activities, property and assets of the Corporation, and may make such rules, regulations and guidelines for the promotion and advancement of the Corporation and its purposes as the Board of Directors may deem advisable.

The Board of Directors, in addition to the powers and authority expressly conferred upon it by these By-Laws, by statute, by the Certificate of Incorporation of the Corporation and otherwise, is hereby empowered to exercise all such powers as may be exercised by the Corporation, except as expressly provided otherwise by the statutes of the State of New York, by the Certificate of Incorporation of the Corporation and by these By-Laws.

Section 2. Number of Directors. The Board of Directors shall consist of not fewer than three (3) persons, the exact number of which shall be fixed from time to time by the Board of Directors.

Section 3. Election of Directors. The directors shall be elected by a majority of votes cast at the annual meeting of the Board of Directors of the Corporation. Each director so voting shall be entitled to cast one (1) vote for each director spot open for election and voting shall not be cumulative voting.

Section 4. Eligibility of Directors. The directors shall have a child or be the guardian of a currently enrolled child at PS 166.

Section 5. Term. The term of office of each director shall be one (1) year. A director shall hold office until the annual meeting for the year in which his/her term expires and until his/her successor shall be elected and shall qualify, subject, however, to prior death, resignation, retirement, disqualification or removal from office. Any vacancy on the Board of Directors that results from an increase in the number of directors or for any other reason shall be filled by persons elected by a majority of the entire Board of Directors then in office. Any director elected to fill a vacancy not resulting from an increase in the number of directors shall have the same remaining term as that of his/her predecessor.

Section 6. Resignation and Removal. A director may be removed by the Board of Directors. In addition, a director will be removed if the director fails to attend (3) consecutive meetings Any director may resign by a notice in writing to the

Secretary and the President. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make the same effective.

Section 7. Meetings. The Board of Directors of the Corporation may hold meetings, both regular and special, either within or without the State of New York. The annual meeting of the Board of Directors shall be held at such time and at such place as the Board of Directors shall determine. In addition to the annual meeting of the Board of Directors, the Board of Directors shall hold such number of other regular meetings at such times and at such places as may from time to time be determined by the Board of Directors. Special meetings of the Board of Directors may be called by the Chairman of the Board, if there be one, or the President and shall be called by the Secretary on the written request of any two (2) directors. Notice of all regular and special meetings stating the place, date and hour of the meeting shall be given to each director shall be sent to the usual address or fax number of every Director by regular or overnight mail, facsimile or electronic mail received not less than forty-eight (48) hours before the date of the meeting, by telephone or telegram on at least twenty-four (24) hours notice, or on such shorter notice as the person or persons calling such meeting may deem necessary or appropriate under the existing circumstances.

Section 8. Quorum. Except as may be otherwise specifically provided by law, the Certificate of Incorporation of the Corporation or these By-Laws, at all meetings of the Board of Directors, one-third (1/3) of the entire Board of Directors, but in no event fewer than two (2) directors, shall constitute a quorum for the transac-

tion of business; provided, however, that in the case where there is only one (1) director, such one (1) director shall constitute a quorum for such purposes. Any member of the Board may participate in a Board meeting by means of a conference telephone, videoconference, or similar device, as long as all persons can hear all other persons participating in the meeting at the same time and can participate in all matters before the Board, and participation by such means shall constitute the presence of such member in person at such meeting. The act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the directors present thereat may adjourn the meeting to another time and place until a quorum shall be present.

Section 9. Actions of Board Without a Meeting. 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 to the adoption of a resolution authorizing the action. Consent may be written or electronic. If written, the consent must be executed by the Board or committee member by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth or be submitted with information from which it can reasonably be determined that the transmission was authorized by the Board or committee member. The resolution and the consents thereto by the members of the Board or of such committee shall be filed with the minutes of the proceedings of the Board or of

such committee.

Section 10. Annual Report. At a meeting of the Board held no later than six months after the end of each fiscal year, the President and Treasurer shall present a report, verified by the President and Treasurer or by a majority of the trustees or certified by an independent public or certified public accountant or a firm of such accountants selected by the Board, showing:

a. The assets and liabilities, including trust funds, of the Corporation as of the end of the fiscal year preceding the date of such meeting;

b. The principal changes in the assets and liabilities of the Corporation, including trust funds, during such fiscal year;

c. The revenue or receipts of the Corporation, both restricted and unrestricted to particular purposes, during such fiscal year; and

d. The expenses or disbursements of the Corporation, for both general and restricted purposes, during such fiscal year.

Such report shall be filed with the records of the Corporation and either an abstract or a copy thereof entered in the minutes of the proceedings of the meeting.

Section 11. Entire Board of Directors. As used in these By-Laws generally, the term "entire Board of Directors" means the total number of directors that the Corporation would have if there were no vacancies.

ARTICLE III  
COMMITTEES OF BOARD OF DIRECTORS

Section 1. The Board of Directors may, by resolution passed by a majority of the entire Board of Directors, designate from among its members an executive committee and other standing committees, each consisting of at least three (3) directors of the Corporation, and each of which, to the extent provided in the resolution or in the Certificate of Incorporation or By-Laws, shall have all the authority of the board, except that no such committee shall have authority as to the following matters: the filling of vacancies in the Board of Directors or in any committee; the fixing of compensation of the directors for serving on the board or on any committee; the amendment or repeal of the By-Laws or the adoption of new By-Laws; the amendment or repeal of any resolution of the board which by its terms shall not be so amendable or repealable.

The Board of Directors may designate one (1) or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of any such committee. In the absence or disqualification of a member of a committee, and in the absence of a designation by the Board of Directors of an alternate member to replace the absent or disqualified member, the member or

members thereof present at any meeting and not disqualified from voting, whether or not he/she or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any absent or disqualified member. Unless the Board of Directors or these By-Laws shall specify otherwise, and except with respect to ex-officio members whose terms may be longer, all members of all committees shall be appointed for terms of one (1) year, unless reappointed.

Section 2. Committees of the Corporation. The Board may, from time to time and by a majority vote of the entire Board, appoint committees of the Corporation for any purpose and may delegate to each committee of the Corporation such powers as the Board may deem appropriate and which are not inconsistent with New York law, provided that no committee of the Corporation shall have the power to bind the Board. Committees of the Corporation shall consist of such persons and have such authority as is provided in the resolution designating the committee of the Corporation.

Section 3. Meetings and Actions of Committees. Meetings and actions of committees of the Board of Directors shall be governed by, held and taken in accordance with, the provisions of Article II of these By-Laws, concerning meetings of directors, with such changes in the context of those By-Law provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees shall be designated by resolution of the Board of Directors or, if none, by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of any committee shall also be given to any and all alternate members of such committee, who shall have the right to attend all meetings of the respective committee.

Each committee shall report to the Board of Directors when required and keep regular minutes of its meetings, which shall be filed with the corporate records of the Corporation.

The Board of Directors may adopt rules for the governance of any committee not inconsistent with any provision of law or these By-Laws.

#### ARTICLE IV

#### OFFICERS

Section 1. General. The officers of the Corporation shall be chosen by the Board of Directors and shall be a President, a Secretary and a Treasurer. The Board of Directors, in its discretion, may also choose a Chairman of the Board (who must be a director) and one or more Vice-Presidents, Assistant Secretaries, Assistant Treasurers and other officers. The Board of Directors may elect Honorary Chairmen and/or Honorary Presidents who shall have such powers and responsibilities and serve such functions as the Board of Directors may from time to time delegate to them.

Except for the offices of President and Secretary, which must be occupied by different persons, any number of offices may be held by the same person, unless otherwise prohibited by law, the Certificate of Incorporation of the Corporation or these By-Laws provided, however, that no instrument required to be signed by more than one (1) officer may be signed by one (1) person in more than one (1) capacity.

Section 2. Election. The Board of Directors at its annual meeting or such other time as may be designated by the Board of Directors shall elect the officers of the Corporation who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of

Directors; and all officers of the Corporation shall hold office until their successors are chosen and qualified, or until their earlier resignation or removal. Any officer elected by the Board of Directors may be removed with or without cause at any time by the affirmative vote of a majority of the entire Board of Directors. Any vacancy occurring in any office of the Corporation shall be filled by the Board of Directors. The salaries, if any, of all officers of the Corporation shall be fixed by the Board of Directors.

Section 3. Voting Securities Owned by the Corporation. Powers of attorney, proxies, waivers of notice of meeting, consents and other instruments relating to securities owned by the Corporation may be executed in the name of and on behalf of the Corporation by the Chairman of the Board, if there be one, and the President or any Vice-President and any such officer may, in the name of and on behalf of the Corporation, take all such action as any such officer may deem advisable to vote in person or by proxy at any meeting of security holders of any corporation in which the Corporation may own securities and at any such meeting shall possess and may exercise any and all rights and powers incident to the ownership of such securities and which, as the owner thereof, the Corporation might have exercised and possessed if present. The Board of Directors may, by resolution, from time to time confer like powers upon any other person or persons.

Section 4. Chairman of the Board of Directors. The Chairman of the Board of Directors, if there be one, shall preside at all meetings of the Board of Directors. During the absence or disability of the President, if there be no Vice-President or if there be one (1) or more Vice-Presidents who are all absent or disabled, the Chairman of the Board of Directors shall exercise all the powers and discharge all the duties of the

President, including (except where by law the signature of the President is required) the same power as the President to sign all contracts, certificates and other instruments of the Corporation which may be authorized by the Board of Directors. The Chairman of the Board of Directors shall also perform such other duties and may exercise such other powers as from time to time may be assigned to him by these By-Laws or by the Board of Directors.

Section 5. President. The President shall be the chief executive officer of the Corporation. Subject to the control of the Board of Directors, the President shall have general supervision of the business and affairs of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall execute all bonds, mortgages, contracts and other instruments of the Corporation requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except that the other officers of the Corporation may sign and execute documents when so authorized by these By-Laws, the Board of Directors or the President. In the event of the absence or disability of the Chairman of the Board of Directors, if there be one, or if there be no Chairman of the Board of Directors, the President, if he/she is a director of the Corporation, shall preside at all meetings of the Board of Directors. The President shall also perform such other duties and may exercise such other powers as from time to time may be assigned to him/her by these By-Laws or by the Board of Directors.

Section 6. Vice-Presidents. At the request of the President or in his/her absence or in the event of his inability or refusal to act, the Vice-President or the Vice-Presidents if there be more than one (1) (in the order designated by the Board of Directors) shall perform the duties of the President, and when so acting, shall have all

the powers of, and be subject to all the restrictions upon, the President. Each Vice-President shall perform such other duties and have such other powers as the Board of Directors from time to time may prescribe. In the event of the absence or disability of the Chairman of the Board of Directors, if there be one, and all of the Vice-Presidents, or if there are no Vice-Presidents, the Board of Directors shall designate the officer of the Corporation who, in the absence of the President or in the event of the inability or refusal of the President to act, shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

Section 7. Secretary. The Secretary shall attend all meetings of the Board of Directors and shall record all the proceedings at such meetings in a book or books to be kept for that purpose; the Secretary shall also perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all special meetings of the Board of Directors and all other notices required to be given by law or by these By-Laws, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he/she shall be. If the Secretary shall be unable or shall refuse to cause to be given notice of all special meetings of the Board of Directors, and if there be no Assistant Secretary, then either the Board of Directors or the President shall choose another officer to cause such notice to be given. The Secretary shall have custody of the seal of the Corporation and the Secretary or any Assistant Secretary, if there be one, shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by the signature of the Secretary or by the signature of any such Assistant

Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by his/her signature. The Secretary shall see that all books, reports, statements, certificates and other documents and records required by law to be kept or filed are properly kept or filed, as the case may be. In particular, and without limitation of the foregoing, the Secretary shall see that all reports, returns, information returns, or other documents that are or may be required to be filed with the Internal Revenue Service are properly and timely filed.

Section 8. Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings, or whenever the Board of Directors so requires, an account of all his/her transactions as Treasurer and of the financial condition of the Corporation. If required by the Board of Directors or by law, the Treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his/her office and for the restoration to the Corporation, in case of his/her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his/her possession or under his/her control belonging to the Corporation.

Section 9. Assistant Secretaries. Except as may be otherwise provided in these By-Laws, Assistant Secretaries, if there be any, shall perform such duties and have such

powers as from time to time may be assigned to them by the Board of Directors, the President, any Vice-President, if there be one, or the Secretary, and in the absence of the Secretary or in the event of his/her disability or refusal to act, shall perform the duties of the Secretary, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Secretary.

Section 10. Assistant Treasurers. Assistant Treasurers, if there be any, shall perform such duties and have such powers as from time to time may be assigned to them by the Board of Directors, the President, any Vice-President, if there be one, or the Treasurer, and in the absence of the Treasurer or in the event of his/her disability or refusal to act, shall perform the duties of the Treasurer, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Treasurer. If required by the Board of Directors or by law, an Assistant Treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his/her office and for the restoration to the Corporation, in case of his/her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his/her possession or under his/her control belonging to the Corporation.

Section 11. Other Officers. Such other officers as the Board of Directors may choose shall perform such duties and have such powers as from time to time may be assigned to them by the Board of Directors. The Board of Directors may delegate to any officer of the Corporation the power to choose such other officers and to prescribe their respective duties and powers.

## ARTICLE V

### NOTICES

Section 1. Notices. Whenever written notice is required by law, the Certificate of Incorporation of the Corporation or these By-Laws to be given to any officer, director or member of a committee, such notice may be given by mail, addressed to such officer, director or member of a committee, at his/her address as it appears on the records of the Corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Written notice may also be given personally or by facsimile, telegram, telex or cable.

Section 2. Waivers of Notice. Whenever any notice is required to be given under the provisions of the laws of the State of New York or under the provisions of the charter or these bylaws, a waiver thereof by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to the required notice. Waiver may be written or electronic. If written, the waiver must be executed by the person by signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail and set forth or be submitted with information from which it can reasonably be determined that the transmission was authorized by such person. Attendance at a meeting, without protesting lack of notice prior to the commencement of the meeting, shall constitute a waiver of notice of such meeting.

ARTICLE VI  
GENERAL PROVISIONS

Section 1 Disbursements. All checks or demands for money and notes of the Corporation for amounts less than such threshold amount designated by resolution of the Board of Directors shall be signed by either the Chairman of the Board, if there be one, the President or the Treasurer or such other person or persons as the Board of Directors may from time to time designate. All checks or demands for money and notes of the Corporation for amounts greater than such threshold amount designated by resolution of the Board of Directors shall be signed by any two (2) of the following persons: the Chairman of the Board, if there be one, the President or the Treasurer or such other person or persons as the Board of Directors may from time to time designate.

Section 2. Fiscal Year. The fiscal year of the Corporation shall be determined by resolution of the Board of Directors.

Section 3. Corporate Seal. Any required 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.

Section 4. Registered Office. The registered office of the Corporation shall be in the County of New York, State of New York.

Section 5. Other Offices. The Corporation may also have offices at such other places both within and without the State of New York as the Board of Directors may from time to time determine.

## ARTICLE VII

### DUTIES OF DIRECTORS AND OFFICERS: INDEMNIFICATION

Section 1. Duties of Directors. A director shall perform his/her duties as a director, including his/her duties as a member of any committee of the Board upon which he/she may serve, in good faith and with that degree of diligence, care and skill which an ordinarily prudent person in a like position would use under similar circumstances. In performing his/her duties, a director shall be entitled to rely on information, opinions, reports or statements including financial statements and other financial data, in each case prepared or presented by one (1) or more officers or employees of the Corporation whom the director believes to be reliable and competent in the matters presented, and/or counsel, public accountants or other persons as to matters which the director believes to be within such person's professional or expert competence, and/or a committee of the Board upon which he/she does not serve, duly designated in accordance with a provision of the Certificate of Incorporation of the Corporation or these By-Laws as to matters within its designated authority, which committee the director believes to merit confidence, so long as in so relying he/she shall be acting in good faith and with such degree of diligence, care and skill, but he/she shall not be considered to be acting in good faith if he/she has knowledge concerning the matter in question that would cause such reliance to be unwarranted. Notwithstanding the foregoing, directors, when acting in good faith, may rely upon financial statements of the Corporation represented to them to be correct by the President or the officer of the Corporation having charge of its books or accounts, or stated in a written report by an independent public or certified public accountant or firm of such accountants that such financial statements fairly reflect the financial condition of the Corporation. A person who so performs his/her duties shall have no liability by reason of being or having been a director of the Corporation.

Section 2. Duties of Officers. An officer shall perform his/her duties as an officer in good faith and with that degree of diligence, care and skill that an ordinarily prudent

person in a like position would use under similar circumstances. In performing his/her duties, an officer shall be entitled to rely on information, opinions, reports or statements including financial statements and other financial data, in each case prepared or presented by:

(i) one (1) or more other officers or employees of the Corporation whom the officer believes to be reliable and competent in the matters presented, and/or

(ii) counsel, public accountants or other persons as to matters which the officer believes to be within such person's professional or expert competence,

so long as in so relying he/she shall be acting in good faith and with such degree of care, but he/she shall not be considered to be acting in good faith if he/she has knowledge concerning the matter in question that would cause such reliance to be unwarranted. Notwithstanding the foregoing, officers, when acting in good faith, may rely upon financial statements of the Corporation represented to them to be correct by the President or the officer of the Corporation having charge of its books or accounts, or stated in a written report by an independent public or certified public accountant or firm of such accountants that such financial statements fairly reflect the financial condition of the Corporation. A person who so performs his/her duties shall have no liability by reason of being or having been an officer of the Corporation.

Section 3. Indemnification of Directors and Officers. The Corporation shall indemnify any person made or threatened to be made a party to any action or proceeding by reason of the fact that he/she, his/her testator or intestate, is or was a director or officer of the Corporation, or, at the request of the Corporation, served any other

organization in any capacity, to the full extent and in such circumstances as is permitted under the New York State Not-for-Profit Corporation Law or such other applicable statute. Nothing contained in this Section 3 of this Article VII shall affect any rights to indemnification to which corporate personnel other than directors and officers may be entitled by contract or otherwise by law. The Corporation shall have

the power to purchase and maintain insurance to indemnify the Corporation, the directors and officers of the Corporation, and other persons otherwise entitled to indemnification, to the full extent and in such circumstances as is permitted under the New York State Not-for-Profit Corporation Law or such other applicable statute. No indemnification shall be made under this Article VII if such indemnification would be inconsistent with Sections 4941 through 4945 of the Internal Revenue Code of 1986, as amended, a provision of the Corporation's Certificate of Incorporation or these By-Laws, a resolution of the Board of Directors or other proper corporate action, in effect at the time of the accrual of the alleged cause of action asserted in the threatened or pending action or proceeding, which prohibits or otherwise limits such indemnification.

Section 4. Meaning of "Corporation" for Purposes of Article VII. For purposes of this Article VII, references to the "Corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger that, if its separate existence had continued, would have had power and authority to indemnify its directors or officers so that any person who is or was a director or officer of such constituent corporation, or is or was serving at the request of such constituent corporation as a director or officer of another corporation of any type or kind, domestic or foreign, partnership, joint venture, trust, employee benefit plan or other enterprise, shall stand in the same position under the provisions of this Article VII with respect to the resulting or

surviving corporation as he/she would have with respect to such constituent corporation if its separate existence had continued.

#### ARTICLE VIII

#### AMENDMENT

These By-Laws may be altered, amended or repealed, in whole or in part, or new By-Laws may be adopted, by the Board of Directors. All such amendments must be approved by the vote of at least two-thirds (2/3) of the entire Board of Directors upon notice given at least three (3) weeks prior to the meeting at which such action is proposed to be taken and which notice specifically states that one of the purposes of such meeting is to amend the By-Laws.