

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

THE CORPORATION SHALL HAVE NO MEMBERS

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 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 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 their successors have been elected and qualified. Thereafter, each Trustee shall be elected by vote of a majority of Trustees then in office, regardless of their number. The Trustees shall, to the extent possible, be apportioned according to the following goals:

- a. each geographical region of the State shall be represented by one or more Trustees (exclusive of Regional Directors) (hereinafter "Regional Trustees");
- b. each Regional Director shall be a Trustee;
- c. an at-large Trustee shall represent appraisers;
- d. an at-large Trustee shall represent Destination ImagiNation alumni participants;
- e. such other Trustees as the entire Board of Trustees may deem appropriate, who may or may not have voting rights as the Board of Trustees shall determine at the time of the election of each such Trustee.

In the interim between meetings of the 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.

4. 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 or by electronic mail 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 shall be Trustees, except when a Regional Director is also the Affiliate Director. The 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 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

Revised 9/25/11:

ARTICLES I, II and III

Numbering and capitalization corrections throughout