

2/11/10

AMENDED AND RESTATED BY-LAWS
OF
SENIORNET OF STATEN ISLAND, INC.

SeniorNet of Staten Island, Inc.
(February 10, 2010)

ARTICLE I
OFFICE AND BOOKS

1. Office. The principal office of SeniorNet of Staten Island, Inc. (the "Corporation") shall be established and maintained as designated in the Certificate of Incorporation (the "Certificate"). The Corporation also may have offices at such places within or without the State of New York as the Board of Directors (the "Board") may from time to time establish or the business of the corporation may require.

2. Books. There shall be kept at the office of the Corporation correct books of account of the activities and transactions of the Corporation, including a minute book, which shall contain a copy of the Certificate, a copy of these By-Laws, and all minutes of Board meetings, meetings of members of the Corporation (the "Members"), and committee meetings.

ARTICLE II
PURPOSES

1. The purposes for which the Corporation is formed are those set forth in the Certificate, as amended from time to time. The Corporation is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the Corporation is distributable to, or inures to the benefit of, its directors (the "Directors") or officers (the "Officers"), except to the extent permitted under the Not-for-Profit Corporation Law of the State of New York (the "NPCL") and the U.S. federal income tax provisions applicable to tax-exempt organizations. The Corporation shall not participate in the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

2. The Corporation may lease, and, by gift, devise, or purchase, own and operate real estate for corporate purposes, and the Corporation may solicit and receive donations in furtherance of its purposes.

ARTICLE III
BASIC POLICIES

The following are basic policies of the Corporation:

1. The Corporation shall be noncommercial, nonsectarian, and nonpartisan.
2. The name of the Corporation and the names of any Members in their official capacities shall not be used in connection with any commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the purposes of the Corporation.

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ARTICLE IV
MEMBERSHIP

1. Any individual who subscribes to the purposes and basic policies of the Corporation may become a Member subject only to approval by the Members subsequent to an interview, compliance with the provisions of the Certificate and these By-Laws. Membership shall be available without regard to sex, race, color, creed, religion, or national origin.

2. Only Members in good standing with the Corporation shall be eligible to participate in its business meetings or to serve in any of its elective or appointive positions. For purposes of these By-Laws, to be a member in good standing, attendance is required at six (6) or more of the twelve (12) monthly meetings per year; individuals may be excused by notifying the chairperson and Secretary in advance. Active participation in SNSI affairs will be considered in lieu of meeting attendance, at the discretion of the Members.

3. The Board may establish such other criteria for Membership as it deems appropriate.

ARTICLE V
OFFICERS, EMPLOYEES AND AGENTS

1. Number and Qualifications. The Officers shall consist of a President, a Secretary, a Treasurer and such other Officers, if any, including one or more Vice-Presidents. One person may hold more than one office in the Corporation except that no one person may hold the offices of President and Secretary. All Officers shall be Directors. No instrument required to be signed by more than one Officer may be signed by one person in more than one capacity.

2. Election and Terms of Office. There shall be an annual meeting of the Membership (the "Annual Members Meeting"). The Officers shall be elected by the full membership at the Annual Members Meeting for a 3-year term. Each officer shall hold office until the close of the election of Officers at the Annual Members Meeting 3 years after his or her election or until a successor shall have been elected and shall have been qualified. An Officer may be reelected to additional terms of office. All Officers shall deliver to their successors all official material not later than ten days following the election of their successors.

3. Employees and Other Agents. The Board may appoint from time to time such employees and other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as a majority of the Board may from time to time determine. To the fullest extent allowed by law, the Board may delegate to any Officer or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities and duties.

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4. Vacancies. Upon a vacancy due to resignation, removal or death of an Officer, the Board may appoint an interim Officer to serve until the next Annual Members Meeting at which a successor will be elected by the Members to fill the unexpired portion of the term.

5. Removal. Any Officer, employee or agent of the Corporation may be removed with or without cause by a vote of the majority of the entire Membership.

6. President: Powers and Duties. The President shall preside at all meetings of the Board at which he or she may be present. The President shall have general supervision of the affairs of the Corporation and shall keep the Members fully informed about the activities of the Corporation. He or she has the power to sign and execute alone in the name of the Corporation all contracts authorized either generally or specifically by the Members, unless the Members shall specifically require an additional signature. The President shall perform all the duties usually incident to the office of the President, and shall perform such other duties as may be prescribed by law or in these By-Laws or as may be assigned by the Members.

7. Vice-President: Powers and Duties. The Vice-President(s) shall have such powers and duties as may be assigned to him or her (or them) by the Members. In the absence of the President, the Vice-President(s), in the order designated by the Members, shall perform the duties of the President.

8. Secretary: Powers and Duties. The Secretary shall keep or designate someone to keep the minutes of all Board and Members meetings in books provided for that purpose. He or she shall be responsible for serving all notices of the Corporation and shall perform all duties customarily incident to the office of the Secretary, subject to the control of the Members, and shall perform such other duties as may be prescribed by law or in these By-Laws or as may be assigned by the Members.

9. Treasurer: Powers and Duties. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation; shall deposit or cause to be deposited all moneys, evidences of indebtedness and other valuable documents of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board may designate; and shall make disbursements in accordance with the approved budget, as authorized by the Corporation, the Members or a committee thereof. At the Annual Members Meeting, the Annual Board Meeting, and whenever else required by the Members, he or she shall render a statement of the Corporation's accounts. He or she has the power to sign and execute alone in the name of the Corporation all contracts authorized either generally or specifically by the Members, unless the Members shall specifically require an additional signature. He or she shall perform all the duties customarily incident to the office of the Treasurer, subject to the control of the Members, and shall perform such other duties as may be prescribed by law or in these By-Laws or as may be assigned by the Members.

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10. Compensation. No compensation shall be paid to any Officer. Employees and agents of the Corporation are authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Corporation when authorized by a majority of the Members, and only when so authorized.

ARTICLE VI
BOARD OF DIRECTORS

1. Powers and Number. The Board shall have general power to control and manage the affairs and property of the Corporation, subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate and herein. In no event shall the entire Board consist of less than three (3) Directors. Each Director shall be at least fifty (50) years of age.

1.1 The Board may:

- (i) Appoint and discharge advisors and consultants who have skills necessary or helpful to the Corporation;
- (ii) Employ and discharge persons for the furtherance of the purposes of the Corporation;
- (iii) Create special or standing committees; and
- (iv) Exercise all other powers necessary to manage the affairs and further the purposes of the Corporation in conformity with the Certificate and these By-Laws.

1.2 The Board shall:

- (i) Direct the President and Treasurer of the Corporation to present at the Annual Members Meeting a detailed financial report that has been verified by the President and Treasurer or by the majority of Directors or certified by an independent public accountant or certified public accountant or a firm of such accountants selected by the Board (this report shall be filed with the records of the Corporation and a copy or abstract thereof entered in the minutes of the proceedings of the Annual Members Meeting);
- (ii) Can nominate Officers for election to the Membership (for the Corporation) and appoint interim officers when necessary;
- (iii) Prepare and submit to the Corporation for approval a budget for the fiscal year; and

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(iv) Approve routine bills within the limits of the budget.

2. Election and Term of Office. The initial Directors shall be the persons named in the Certificate, and they shall serve until the first Annual Members Meeting. Directors may be Officers, or other Members of the organization. The Directors shall be elected to hold office for three-year terms, and they shall serve until the election of their successors; provided, however, that any Director elected to fill an unexpired term (whether resulting from the death, resignation or removal of, or created by an increase in the number of, Directors) shall hold office until the next election of Directors. Directors may be elected to any number of consecutive terms. Directors shall be elected at the Annual Members Meeting by a plurality of the votes cast (or by Member action without a meeting, pursuant to the rules for actions by Members as stated in these By-Laws).

3. Newly Created Directorships and Vacancies. Newly created Directorships and vacancies among the Directors for any reason may be filled by vote of a majority of Directors then in office, regardless of their number, and the Directors so elected shall serve until the next Annual Members Meeting.

4. Resignations. Any Director may resign from office at any time. Such resignation shall be conveyed through written communication and shall take effect at the time specified therein or, if no time is specified, at the time such communication is received by the Corporation or the President. The acceptance of a resignation by the Board shall not be necessary to make it effective, but no resignations shall discharge any accrued obligation or duty of a Director.

5. Removal. Any Director may be removed at any time with or without cause by a majority of the Board then in office at any special meeting of the Board called for that purpose, provided that at least one week's notice of the proposed action shall have been given to the entire Board then in office. Any Director can be removed at any time with or without cause by a vote of the Members.

6. Meetings. Meetings of the Board may be held at any place within or without the State of New York as the Board may from time to time fix or as shall be specified in the notice thereof. The Annual Board Meeting in each year shall be held immediately following the Annual Members Meeting. Special meetings of the Board shall be held whenever called by a majority of the Board, or by the President or another Officer, in each case at such time and place as shall be fixed by the person or persons calling the meeting.

7. Quorum and Voting. Unless a greater proportion is required by law, a majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business. Except as otherwise provided by law or by these By-Laws, the vote of a majority of Directors present at the time of the vote, if a quorum is present at such time, shall

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be the act of the Board. If at any meeting of the Board there shall be less than a quorum present, the Directors present may adjourn the meeting until a quorum is obtained.

8. Action by the Board. Any action required of 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 in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee, respectively, by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

9. Notice of Meetings. Notice of the time and place of each regular or special meeting of the Board, together with a written agenda stating all matters upon which action is proposed to be taken and, to the extent possible, copies of all documents on which action is proposed to be taken, shall be e-mailed to each Director, at least seven days before the day on which the meeting is to be held; provided, however, that notice of special meetings to discuss matters requiring prompt action may be sent by e-mail, by courier or given personally or by telephone, no less than forty-eight hours before the time at which such meeting is to be held, unless the meeting must be held within forty-eight hours. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. No notice need be given of any adjourned meeting.

10. Compensation. No compensation shall be paid to Directors.

ARTICLE VII
MEETINGS OF MEMBERS

1. Meetings. The Annual Members Meeting shall be held each year at the place (which may be either within or outside the State of New York), time and date, in the month of April, as may be fixed by the Board, or, if not so fixed, as may be determined by the chairperson of the Board (the "Chairperson"). Special meetings of the Members including any meetings to amend these By-laws shall be held whenever called by resolution of the Board, or by written demand to the Secretary by the President or ten percent of the Members eligible to vote. Upon receiving the written demand or resolution, the Secretary shall promptly give notice of such meeting as provided below or, if the Secretary fails to do so within five business days thereafter, any Member signing such demand may give such notice.

2. Notice of Meetings. Written notice of the place, date and hour of any meeting shall be given to each Member entitled to vote at such meeting by e-mail, not less than ten nor

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more than fifty days before the date of the meeting. Notice of special meetings shall indicate the purpose for which they are called and the person or persons calling the meeting.

3. Quorum. A majority of the Members shall constitute a quorum for the transaction of business in any meeting of the Members.

4. Organization. The presiding officer for each meeting of the Members shall be determined in accordance with the Schedule of Coordinators, as amended from time to time, prepared by the scheduling person contained herein in Exhibit A. The presiding officer shall preside at all meetings of the Members or, in the absence of the presiding officer, an acting chairperson shall be chosen by the Members present. The Secretary shall act as secretary at all meetings of the Members but, in the absence of the Secretary, the presiding officer may appoint any person to act as secretary of the meeting.

5. Voting. Each Member in good standing shall be entitled at each meeting of the Members to one vote with respect to each proposal, matter or motion. All proposals, matters or motions presented at a meeting of Members shall be decided by a majority vote of the Members present at said meeting except as otherwise provided by statute or by these By-Laws, and any corporate action so decided shall be the act of the Members. Action may be taken without a meeting upon written consent, setting forth the action to be taken, signed by all of the Members.

6. Special Actions Requiring Vote of Members. The following corporate actions may not be taken without approval of the Members: (a) a majority of the votes cast at a meeting of the Members is required for (1) any amendment of or change to the certificate of incorporation, or (2) a petition for judicial dissolution; and (b) two-thirds of the votes cast at a meeting of the Members is required for (1) disposing of all, or substantially all, of the assets of the Corporation, (2) approval of a plan of merger, (3) authorization of a plan of non-judicial dissolution, or (4) revocation of a voluntary dissolution proceeding; provided, however, that the affirmative votes cast in favor of any such action shall be at least equal to the minimum number of votes necessary to constitute a quorum. Blank votes or abstentions shall not be counted in the number of votes cast.

ARTICLE VIII
STANDING AND SPECIAL COMMITTEES

1. Committees of the Board. The Board may, by resolution adopted by a majority of the entire Board, establish and appoint an executive committee and/or other standing committees. The Chairperson shall appoint the chairperson of each committee. Each committee so appointed shall consist of three (3) or more Directors and, to the extent provided in the resolution establishing it, shall have all the authority of the Board except as to the following matters: the filling of vacancies on the Board or on any committee; the amendment or repeal of these By-Laws or the adoption of new By-Laws; the amendment or repeal of any

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resolution of the Board which by its terms shall not be so amendable or repealable; the fixing of compensation (if any) of the Directors for serving on the Board or any committee; and the submission to Members of any action requiring Members' approval under state law. Special committees may be appointed by the Chairperson with the consent of the Board and shall have only the powers specifically delegated to them by the Board.

2. Committees of the Corporation. The Board or the Members may create committees of the Corporation. Committees created by the Board shall be appointed by the Chairperson with the consent of the Board. Committees created by the Members shall be elected by the Members, unless the Members authorize the Chairperson to appoint said committees with the consent of the Board.

ARTICLE IX
CONTRACTS, CHECKS, BANK ACCOUNTS; INVESTMENTS; FISCAL YEAR

1. Checks, Notes and Contracts. The Board is authorized to select such depositories as it shall deem proper for the funds of the Corporation and shall determine who shall be authorized on the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.

2. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board may deem desirable.

3. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

ARTICLE X
INDEMNIFICATION

The Corporation may, to the fullest extent now or hereafter permitted by and in accordance with the standards and procedures provided for by sections 721 through 726 of the NPCL and any amendments thereto, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he, his testator or intestate was a Director, Officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

ARTICLE XI
AMENDMENTS

These By-Laws may be amended or repealed by a majority vote at any meeting of the Members, at a meeting duly called for the purpose of altering these By-Laws, provided that notice of the proposed alteration has been included in the notice of meeting.