

Adopted February 12, 2003

Bylaws

Of

BUFFALO GREYHOUND ADOPTION, INC.

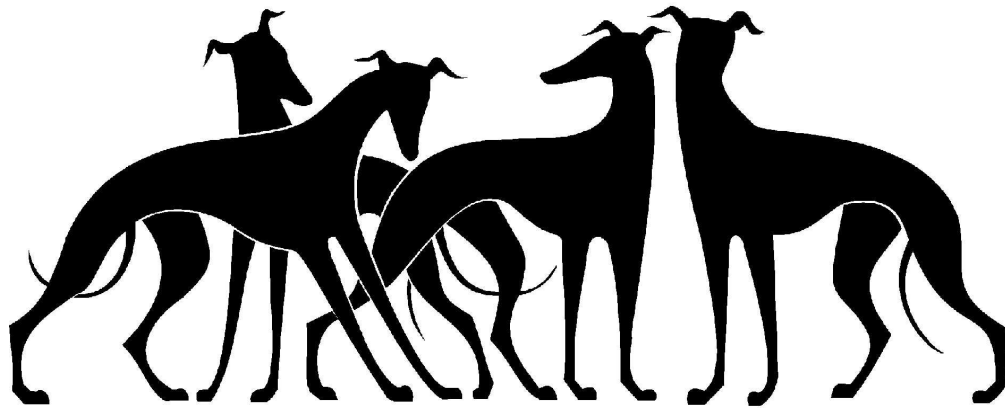


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Article I – Name

Section 1. Name

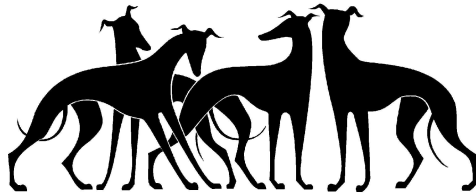
The name of this organization shall be Buffalo Greyhound Adoption, Inc., hereinafter referred to as BGA.

Section 2. Style

The name will be typed in Times New Roman, bold, italic font.

Section 3. Logo

The official BGA logo is:



Article II – Objective (Purpose)

Section 1. Object and Purpose

The primary objectives and purposes of the Corporation shall be to find responsible and loving homes for greyhounds which fail to qualify or no longer qualify for the racetrack, to acquaint the public with the desirability of greyhounds as pets, and to inform the public of the availability of these dogs for adoption. The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code.

Notwithstanding any other provision of these bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

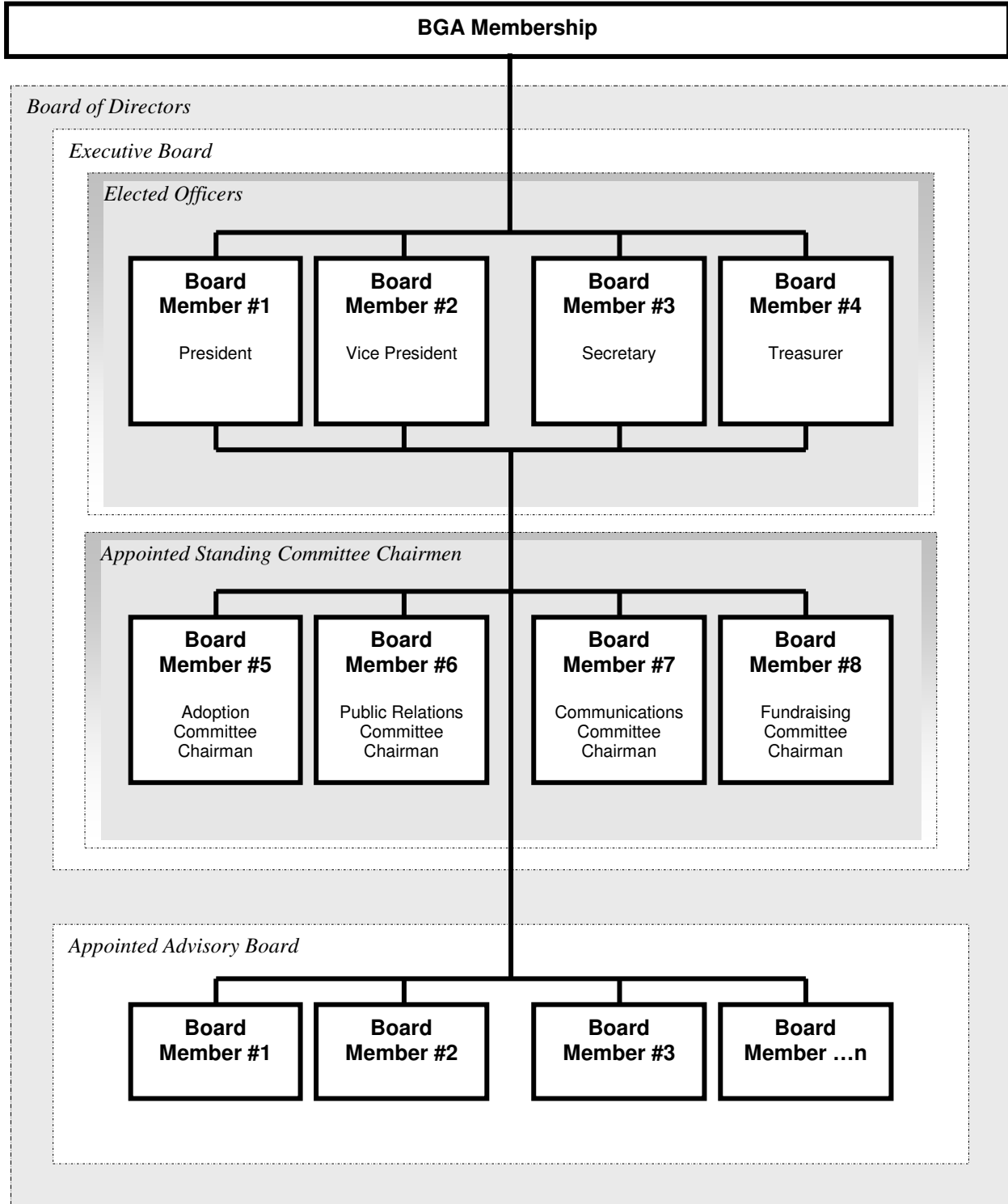
Upon the dissolution of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to non-profit funds, foundations, or corporations which are organized and operated exclusively for the charitable, educational, religious and/or scientific purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

In order to ensure that all of our resources are directed toward the objective stated above, BGA takes a neutral position towards the greyhound racing industry.

Article III – Organization Hierarchy

Section 1. Organizational Chart

The following chart shows the organization of BGA, with membership being the most important group:



Article IV – Members

Section 1. Eligibility for Membership

Persons who are in sympathy with the object and purpose of the BGA shall be eligible for membership.

Section 2. Classes of Members

There shall be the following classes of members:

(A) Members

Members shall have the right to vote at all meetings of the members, to hold office, to participate in the benefits of the Corporation, and to receive notices or reports issued by the Corporation. Members must be at least eighteen (18) years of age and be accepted as a member. Voting rights are not assignable.

(B) Associates

Associates shall have such rights, privileges and licenses as shall be from time to time determined, changed and modified by the vote of a majority of the members. Associates will not be entitled to voting rights or privileges.

Section 3. Admission to Membership

The Executive Board of Directors shall make forms for membership application available to the prospective member along with a copy of the bylaws. Individuals will receive notification by mail of their approved membership. Members must renew their membership on an annual basis. The Executive Board may refuse applications. The Executive Board may revoke membership for actions deemed inappropriate for members representing BGA.

(A) Admission as Members

The Persons indicated in the Certificate of Incorporation as the initial Directors of the Corporation shall be the initial members of the Corporation, unless they shall have resigned as such members or unless membership shall otherwise have been terminated.

A person may become a member of the Corporation by submitting an application in writing to the Corporation. A member may be any person who meets the requirements stated in the Eligibility For Membership and Classes of Members sections above.

After an application for membership is submitted to the Corporation, the Communications Committee will review the application. The Communications Committee, in its sole discretion, can accept an application to membership as a member.

(B) Admission as Associates

A person may become an associate of the Corporation by submitting an application in writing to the Corporation. An associate may be a student, partnership, corporation or any other business entity.

After an application for membership is submitted to the Corporation, the Communications Committee will review the application. The Communications Committee, in its sole discretion, can accept an application to membership as an associate.

The Executive Board of Directors shall review any application rejected by the Communications Committee. The Executive Board of Directors may override the Communications Committee decision to reject an application, and accept the application for membership. They may also apply qualifying terms and conditions for membership in the Corporation, to the extent that the membership may be probationary or otherwise less than a full membership.

Section 4. Amendments to Admission of Membership

The eligibility and qualifications for membership, and the manner of and admission into membership may be amended from time to time by resolutions duly adopted by the Executive Board of Directors of the Corporation and approved by a simple majority of the voting members. All such amendments relating to membership shall be affixed to the bylaws of the Corporation and shall be deemed to be a part thereof. Such amendments may prescribe, with respect to members, the amount and manner of imposing and collecting any initiation fees, dues or other fees, assessments, fines and penalties, the manner of suspension or termination of membership, and for the reinstatement of membership, and except as may hereinafter otherwise be provided, the rights, liabilities and other incidents of membership.

Section 5. Identification of Membership

The Executive Board of Directors may cause to be issued certificates, cards or other instruments permitted by law evidencing membership in the Corporation. Such membership certificate, card or other instrument shall be non-transferable, and a statement to that effect shall be noted on the certificate, card or other instrument. Membership certificates, cards or other instruments, if issued, shall bear the signature or facsimile signatures of an Officer or Officers designated by the Executive Board of Directors and may bear the seal of the Corporation or a facsimile thereof.

Section 6. Resignation and Termination of Membership

(A) Resignation of Membership

Members may resign in good standing by sending a letter of resignation to the Secretary. Non-renewal of membership constitutes resignation.

(B) Termination of Membership

The right or interest of a member shall not terminate except upon the happening of any of the following events: death, resignation, expulsion, dissolution or liquidation of the Corporation. Membership may be subject to expulsion, suspension or other sanction by the Executive Board of Directors of the Corporation in the event of failure by a member to comply with any of the bylaws, rules, regulations or other decisions of the Executive Board of Directors.

Members may be removed for cause by the Executive Board of Directors, such cause including, but not limited to, non-payment of corporate dues, if any.

Section 7. Voting Rights of Membership

A member in good standing shall be entitled to one vote at the General Membership Meeting, or any other meeting requiring a vote from membership. There shall be no voting by proxy. The vote is not transferable to any other person.

Except to the extent provided by law, all other actions shall be by a majority of the votes cast, provided that the requirements of a quorum have been met. The quorum shall be ten percent (10%) of the total of the members entitled to vote on the Record Date.

The Executive Board of Directors of the Corporation shall fix a record date ("Record Date") for the purpose of determining members entitled to notice of, to vote, to express consent or dissent from any proposal without a meeting, to determine members entitled to receive distributions or allotment of rights, or for any other proper purpose. Such record date shall be forty-five (45) days prior to the date of such meeting or consent or the date on which any distributions or allotment of rights, as the case may be, is to be made. Members may request an absentee ballot in the event they are unable to attend the General Membership Meeting, any Special Meeting or otherwise, by advising the Corporation in writing at least fifteen (15) days before the scheduled meeting. The Corporation must receive the absentee ballot no later than three (3) days prior to the scheduled meeting.

Article V – Board of Directors

Section 1. Composition and Qualifications

BGA will be lead and managed by a Board of Directors, which consists of the following groups:

(A) Executive Board of Directors

There are eight (8) members that make up the Executive Board of Directors. The Executive Board of Directors consists of the following groups:

1. Officers

There are four (4) members that make up the Officers. Officers are nominated by the BGA membership from the BGA membership. Officers must remain BGA members in good standing. The following lists the elected Officer positions within the BGA Executive Board and the responsibilities of those positions:

a. President

The President shall be the chief executive and administrative Officer of the Corporation and shall have the general powers and duties of supervision and management of the Corporation and shall perform all such other duties as usually pertain to the office or are properly required by the Executive Board of Directors. The President shall preside at all meetings of the Executive Board of Directors and member meetings.

b. Vice President

The Vice President shall, in the absence or at the request of the President, perform the duties and exercise the powers of the President. The Vice President shall also have such powers and perform such duties as usually pertain to the office or as are properly required by the Executive Board of Directors.

c. Secretary

The Secretary shall issue notices of all meetings of Directors and general membership where law or these bylaws require notices of such meetings. The Secretary shall attend all meetings of the Executive Board of Directors and general membership and keep the minutes thereof. The Secretary shall affix the corporate seal to and sign such

instruments as require the seal or Secretary's signature and shall perform such other duties as usually pertain to the office or are required by the Executive Board of Directors. The Secretary shall receive and maintain the charges issued by the Elected Officers.

d. Treasurer

The Treasurer shall have the care and custody of all the moneys and securities of the Corporation. The Treasurer shall cause to be entered in the books of the Corporation to be kept for that purpose full and accurate accounts of all moneys received and paid on account of the Corporation. The Treasurer shall make and sign such reports, statements and instruments as may be required of him or her by the Executive Board of Directors or by the laws of the United States or of any state or country, and shall perform such other duties as usually pertain to the office or as are properly required of the Treasurer by the Executive Board of Directors.

2. Standing Committee Chairmen

There are four (4) members that make up the Standing Committee Chairmen. Standing Committee Chairmen are appointed by the elected Executive Officers. Standing Committee Chairmen must remain BGA members in good standing. The Standing Committee Chairmen may constitute sub-committees and appoint Sub-Committee Chairmen with the approval of the Executive Board of Directors. All Committee Chairmen must abide by all charges issued by the Elected Officers. The following are the appointed Standing Committee Chairmen positions within the BGA Executive Board of Directors and the responsibilities of those positions:

a. Adoption Committee Chairman

The Adoption Committee Chairman oversees all duties regarding the greyhounds, including finding responsible and loving homes for retired racing greyhounds. The Adoption Committee Chairman is responsible for organizing any dog related sub-committees and is responsible for their duties. The Adoption Committee Chairman is responsible for procuring, slating, fostering, and the placement of greyhounds, as well as managing problem, lost, and return dogs.

b. Public Relations Committee Chairman

The Public Relations Committee Chairman oversees any activities where BGA is interfacing with the community (non-members), including educating the public about retired racing greyhounds, and informational events. The Public Relations Committee Chairman is responsible for organizing any public relations sub-committees, and is responsible for their duties. The Public Relations Committee Chairman must ensure that BGA puts forth the appropriate image in the community.

c. Communications Committee Chairman

The Communications Committee Chairman oversees all BGA communications and their systems, such as the website, newsletter, flyer, mail and phone systems. The Communications Committee Chairman is responsible for organizing any communication sub-committees, and is responsible for their duties. The Communications Committee Chairman is also responsible for growing and retaining membership and review of membership applications.

d. Fundraising Committee Chairman

The Fundraising Committee Chairman oversees all projects and events that are established for the purpose of bringing money into the organization, such as fundraisers and merchandising events. The Fundraising Committee Chairman is responsible for organizing any fundraising sub-committees, and is responsible for their duties.

(B) Advisory Board of Directors

There are a variable number of members that make up the Advisory Board of Directors. The Executive Board of Directors will appoint the Advisory Board of Directors for the purpose of advising, guiding and directing the BGA organization. The Advisory Board may hold unique qualifications in the community, may be members of other organizations, or have other key knowledge, information, or contacts within the community. The Advisory Board of Directors serves at the pleasure of the Executive Board of Directors. The Advisory Board of Directors does not need to be members of BGA. All Advisory Board of Directors shall be at least 18 years of age.

Section 2. Election and Term of Office

The elected positions within the Executive Board of Directors are as follows:

- President
- Vice President
- Secretary
- Treasurer

The membership will nominate the Executive Board of Directors' Elected Officers from the existing BGA membership. Nominations must be submitted by mail to the Secretary. All nominations must be received forty-five (45) days prior to the General Membership Meeting. Prospective candidates (nominees) may submit a written statement summarizing their qualifications, no later than the General Membership Meeting that will be provided to the membership. The membership will vote for the nominees at the General Membership Meeting. In the event an individual is nominated for more than one office, that individual must choose the office for which he or she wishes to seek election. The membership will nominate and elect each Officer listed above for a two-year term of office, or until his or her successors are elected. The President and Treasurer's terms will end on even numbered years. The Vice President and Secretary's terms will end on odd numbered years. The vote will be by secret, written ballot, with a majority of the votes cast needed for election. The term for each newly elected Officer will start at the 1st Executive Board of Directors Meeting following the General Membership Meeting. Current Executive Board Members and newly elected Officers shall both attend this meeting to help promote a smooth transition. All materials, property, procedures, and information shall be transferred at this time.

The Executive Board of Directors' Elected Officers will appoint the Executive Board of Directors' Standing Committee Chairmen at the 1st Executive Board of Directors Meeting following the elections. The Executive Board of Directors may not serve more than five consecutive terms in the same position.

In the event of a tie vote in any election, the Executive Board of Directors will cast a blind (i.e. secret) vote to determine the outcome of the election.

Section 3. Responsibilities

The Executive Board of Directors shall (i) be responsible for the management and administration of BGA in all respects and for all purposes (ii) determine the compensation for any personnel or consultants retained by the organization (iii) have the power to conduct the business of the organization except that which is retained by the membership as provided by these bylaws and (iv) be responsible for adoption of the annual budget.

Section 4. Removal or Resignation from Office

(A) Removal of an Executive Board Member

The removal of an elected or appointed official may be initiated, for good cause, by the Executive Board of Directors, or by a majority of the members. "Good Cause" shall include, but not necessarily be limited to: failure to adhere to the bylaws; malfeasance; misfeasance; or nonfeasance in office. The recall process may arise and proceed in one of the following ways:

1. Initiation of Removal by the Executive Board of Directors

Upon motion and vote of the Executive Board of Directors, the elected or appointed official may be suspended immediately. In the case of an appointed official, their office is then terminated. In the case of an elected official, the following must occur:

a. Executive Board of Directors Motion to Recall

A simple majority of the Executive Board of Directors or members must vote to place a motion to recall on the agenda of a subsequent membership meeting or special meeting convened to consider removal of the elected official. The charges must be specifically stated in the motion.

b. Notice of Motion to Recall and Meeting to Consider Same

The official who is the subject of the recall must be informed as soon as possible of the motion and must subsequently be offered the opportunity to speak in his/her defense at the subsequent meeting.

c. Vote on Recall Motion

At a duly convened membership meeting or special meeting, the members may, by a majority vote of all members present (excluding the accused official): exonerate the official; censure the official; or, remove the official from office.

2. Initiation of Removal by the Membership

a. Member Initiation by Request For Removal

Any members may initiate a recall by requesting that the Executive Board of Directors act as outlined in Section 4.A.1, above. If the Executive Board of Directors receives a written request to initiate a recall, they must take formal action on the request not later than the next regularly scheduled Board Meeting. Formal action must include a vote wherein the majority of the Executive Board decides to: reject the request; accept the request and make a motion to recall as outlined in outlined in Section 4.A.1, above; or, table the request.

b. Member Initiation by Recall Petition

For any valid reason, including dissatisfaction with the Executive Board of Directors' action pursuant to Section 4.A.2.a, a member or group of members may initiate a recall of an elected or appointed official by means of a valid and acceptable petition for recall. Such a petition, calling for the recall of a particular elected or appointed official must contain the names, signatures and addresses of at least a majority of the members in good standing at the time the petition is submitted. One of the signers of the petition must notify the Executive Board of Directors of the existence of the petition. The Communication Committee Chairman shall provide a list of members entitled to vote to any member within fifteen (15) days of a written request from a member. However, upon receipt of the petition, shall use the, then current list to determine the sufficiency of the recall petition for further action. If a petition is found insufficient for reason of changes in membership the petitioner shall be furnished with a revised membership list and afforded the opportunity to obtain additional, valid signatures.

3. Notice of Recall Motion and Ballot / Meeting

Whether by action of the Executive Board of Directors, or as a result of the submission of a valid recall petition, The Communications Committee shall, without delay, advance the recall process. Said committee must contact the named official to solicit a formal response. It must then announce an election to determine whether or not the named official will be removed from office. This announcement shall include: the recall election rules; deadline for requesting and submitting absentee ballots; date of the meeting; as applicable, the specific wording of either the Executive Board's recall motion and resolution or the membership petition for recall; and, the response, if any, of the official who is the subject of the recall.

A written notification shall be mailed to the members at least forty-five (45) days prior to the recall election and shall contain the proposition to be considered in the form: "Shall (official's name) be recalled from the position of (official's position)." The named official has the right to be present, or to be represented by a member in good standing, at the counting of the ballots. A majority of the valid ballots cast shall carry the question.

(B) Resignation of An Official

Any Director or Officer may resign at any time by delivering written notice to the Executive Board. The resignation shall be effective upon receipt thereof by the Executive Board or at a subsequent time as shall be specified in the notice. Unless required by the terms of the notice, acceptance shall not be necessary to make the resignation effective.

(C) Departure from Office

Any removed, resigned or retired officials shall turn over all files, office equipment and materials pertaining to their offices to either their successor(s), or to the President, Vice President, Secretary or Treasurer immediately. Failure to turn over the files, equipment and other materials of office may be considered an act inimical to the Corporation.

Section 5. Compensation

No Officer, Director, Chairperson, Committee Member or member of the Corporation shall receive, directly or indirectly, salary, compensation or emolument from the Corporation as and for his or her role as an Officer, Director, Chairperson, Committee member or member. Nothing herein contained shall be construed to preclude any Officer, Director, Chairperson or Committee Member from serving in any other capacity and receiving compensation thereof. Reasonable compensation for services actually performed and reimbursement of expenses necessarily incurred in effecting one or more of the corporate purposes

of the Corporation may be paid to any Officer, Director, Chairperson, Committee Member or member after complying with all reasonable Corporate regulations, including, but not limited to obtaining permission from the Corporation to perform such services and incur such expenses.

Section 6. Vacancies

A special election shall be called to fill vacancies among Officers of more than three months.

Section 7. Indemnification of Officers

The Corporation shall indemnify its Directors, Officers and Employees, if any, to the fullest extent allowed by law, provided, however, that it shall be within the discretion of the Executive Board of Directors whether to advance any funds in advance of disposition of any action, suit or proceeding, and provided further that nothing in this section shall be deemed to obviate the necessity of the Executive Board of Directors to make any determination that indemnification of the Director, Officer or employee is proper under the circumstances because he has met the applicable standard of conduct set forth in New York Business Corporation Law.

Article VI – Meetings

Section 1. Executive Meetings

The Executive Board of Directors shall meet monthly January through December. A quorum of six (6) Executive Board members, including the President (or Vice President if the President is unavailable) is required to hold a regular meeting. Meetings will start on time if a quorum is met. If a quorum is not met after 15 minutes the meeting will be cancelled and the agenda will be transferred to the next meeting. Attendance for Executive Board members is mandatory. Only sufficient reason for absence will be acceptable or tolerated. Any absence must be communicated to the President, Vice President, or Secretary before the meeting as soon as possible.

Section 2. General Membership Meeting

The General Membership Meeting will be held for the purpose of election of Executive Board of Directors' Officers, receiving reports of the Executive Board of Directors and committees, and for any other business, which shall properly come before the meeting. Notice of the General Membership Meeting accompanied by a detailed agenda shall be sent to members at least sixty (60) days prior to the date of the meeting. Elections shall take place at this meeting. A quorum of six (6) of the Executive Board members, including the President (or Vice President if the President is unavailable) is required to hold the General Membership Meeting. Attendance for Executive Board members is expected. Only sufficient reason for absence will be acceptable and any absence must be communicated to the President, Vice President, or Secretary before the meeting as soon as possible. There shall be a minimum of one General Membership Meeting annually.

Meetings of the members shall be presided over by the following Officers, in order of seniority - President, Vice President or, if none of the foregoing is in office or present at the meeting, by a Chairman to be chosen by a majority of the members in attendance. The Secretary or an Assistant Secretary of the Corporation shall act as the Secretary of every meeting. When neither the Secretary nor an Assistant Secretary is available, the Chairman may appoint a Secretary of the meeting.

The order of business at all meetings of members shall be as follows:

- Roll call

- Reading of the minutes of the preceding meeting
- Standing Committees' reports
- Officer's reports
- Old business
- New business

At every meeting of members, there shall be presented a list or record of members as of the record date, certified by the Officer responsible for its preparation, and upon request therefore, any member shall have the right to inspect such list or record at the meeting. Such list shall be evidence of the right of the persons to vote at such meeting, and all persons who appear on such list or record to be members may vote at such meeting.

Section 3. Special Meetings

The Executive Board of Directors may call special meetings of the membership, provided that notice of such meetings shall be postmarked to members at least 15 days prior to the date of the meeting. A quorum of six (6) of the Executive Board members, including the President (or Vice President if the President is unavailable) is required to hold a special meeting. Notice shall include the specific business to be conducted at the meeting and the list of nominees if applicable. All rules governing the General Membership Meeting or any other membership meeting apply.

Article VII – Committees

Section 1. Standing Committees

All Standing Committees and their sub-committees must have written charges approved by the Executive Board of Directors. These charges will be kept by the Secretary, and must be followed at all times.

The Standing Committees shall be:

- The Adoption Committee
- The Public Relations Committee
- The Communications Committee
- The Fundraising Committee

Section 2. Special Committees

The Executive Board of Directors may appoint Special Committees. Charges to Special Committees shall be in writing.

Article VIII – Parliamentary Authority

Section 1. Robert's Rules

Robert's Rules of Order, Newly Revised, latest edition, shall govern BGA in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the organization may adopt.

Article IX – Miscellaneous

Section 1. Bylaws Amendments

(A) Members

These bylaws shall be subject to alteration or repeal, and new bylaws may be made by a two-thirds (2/3) vote of members present at any General Membership Meeting or special meeting, provided that a quorum is present and provided that written notice of the proposed amendment shall have been given to the membership. The notice shall include the complete text of the proposed amendment or alteration.

Section 2. Effective Date of Amendments

Amendments to these bylaws shall take effect at the adjournment of the meeting at which they are adopted unless otherwise provided.

Section 3. Dissolution

The Corporation may be dissolved upon a vote of two-thirds (2/3) of the Executive Board of Directors and the members.

Section 4. Corporate Records

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

Section 5. Corporate Seal

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

Section 6. Fiscal Year

The Executive Board of Directors from time to time shall fix the fiscal year of the Corporation, subject to applicable law.