

BY-LAWS
OF
Homeward Bound USA d/b/a/
Homeward Bound Adirondacks

(A Not-for-Profit Corporation)

ARTICLE I
Offices

Section 1. Principal Office. The principal office of the Corporation in the State of New York shall be located in the Village of Saranac Lake, Franklin County, New York.

ARTICLE II
Purposes

The Corporation is formed for the following purposes: (1) to provide services to assist U.S. military personnel, veterans and their families in reconnecting, transitioning, and reintegrating into their communities; (2) to establish a permanent local community supported respite and reintegration center for U.S. military personnel, veterans and their families in the Adirondacks of New York State; and (3) to do any and all lawful acts, alone or in cooperation with other persons or organizations, which may be necessary, appropriate or incidental in accomplishing the forgoing purposes.

ARTICLE III
Board of Directors

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Composition. The Directors shall be selected from individuals who have concern for the well-being of U.S. military personnel, veterans and their families.

Section 3. Number. The Board shall consist no fewer than seven (7) and no more than fifteen (15) voting members ("Voting Directors") and one (1) ex-officio non-voting director. At the Corporation's organizational meeting the initial directors set forth in the Corporation's Certificate of Incorporation shall fix by resolution the number of Voting Directors that constitute the "entire board" for purposes of quorum and Board action ("Entire Board"). The Board may increase or reduce the number of Voting Directors that constitute the Entire Board by resolution. Each Voting Director shall hold office until the expiration of the term which he is elected or appointed, and until his successor shall have been elected or appointed and qualified.

Section 4. Election, Term of Office and Vacancies. Voting Directors shall be elected by a majority of the Entire Board at the Annual Meeting of the Board. The initial Voting Directors of the Corporation shall have terms of one (1), two (2), and three (3) years, to be determined, respectively, by lot. Thereafter, Voting Directors shall serve for terms of three (3) years. Beginning with the Voting Directors whose terms are set to expire in the sixth year from the date of incorporation, a Voting Director who has served two (2) consecutive three (3) year terms will be eligible for re-election to the Board after at least one (1) year has elapsed following the

expiration of the second consecutive term of office. Any vacancy occurring in the Board shall be filled from nominations by the Voting Directors remaining in office by the affirmative vote of the majority of the remaining Voting Directors, though less than a quorum of the Board. A Voting Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 5. Attendance. Any one or more Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence at the meeting.

Section 6. Conflict of Interest. All Directors shall abide by the Conflict of Interest Policy adopted by the Board.

Section 7. Indemnification. By resolution of the Board any Director may be reimbursed for expenses and costs, including attorney's fees, actually and necessarily incurred by him in connection with any claim asserted against him by action in court or otherwise, by reason of his being or having been such Director, except in relation to matters as to which he shall have been guilty of negligence or misconduct in respect to the matter in which indemnity is sought.

Section 8. Compensation. The Voting Directors shall receive no compensation for their services as directors; but, in the sole discretion of the Board, a Voting Director may receive reasonable reimbursement for actual expenses incurred in the performance of his duties as a director. The Board shall also have the authority to reasonably compensate a Voting Director for services rendered to the Corporation in other than his capacity as a director, provided, however, that no Voting Director shall be eligible to vote or otherwise act upon the matter of his own compensation or reimbursement, or the compensation or reimbursement of any spouse or family member of such Voting Director.

Section 9. Removal. A Voting Director may be removed with or without cause from the Board by a vote of the majority of the Entire Board, not including said member, who shall not vote on the matter of his own removal.

ARTICLE IV Meetings

Section 1. Annual Meeting. The Annual Meeting of the Board shall be held on the Second Thursday in January each year. Actual Notice shall be given to all Directors, no less than 10 days prior to the Annual Meeting. The Annual Meeting shall be for the purpose of electing successor Voting Directors and for the transaction of any other business as may come before the meeting. If the day fixed for the Annual Meeting shall be a legal holiday in the State of New York, such meeting shall be held on the next succeeding business day. If the election of Voting Directors shall not be held on the day designated herein for any Annual Meeting, or at any adjournment thereof, the Board shall cause the election to be held at a special meeting hereof as soon thereafter as conveniently may be.

Section 2. Regular Meetings. Regular Meetings of the Board shall be held periodically at such places and times as the Board may determine. Actual Notice of such Regular Meetings need not be given to the Directors, if the place, date and hour have been previously scheduled by the Board at a regular or special meeting.

Section 3. Special Meetings. Special Meetings of the Board may be called by or at the request of the President or any two (2) Voting Directors. The person or persons authorized to call special meetings of the Board may fix any place within the State of New York, as the place for holding any special meeting of the Board called by them. Actual Notice shall be given to all Directors, no less than one (1) day prior to the meeting.

Section 4. Waiver. The notice requirement for any meeting of the Board, whether Annual, Regular or Special, shall be deemed waived by any Director by his attendance at the meeting, unless such Director openly objects to the lack of notice prior to or at the commencement of the meeting. Notice may also be waived in writing at any time before or after such meeting. If lack of proper notice is given for a meeting of the Board, the Corporation needs to obtain waivers of notice from the Directors to cure any notice requirement set forth herein.

Section 5. Quorum. A majority of the Entire Board shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Voting Directors are present at said meeting, a majority of the Voting Directors present may adjourn the meeting from time to time without further notice.

Section 6. Manner of Acting. The vote of a majority of the Voting Directors present at a meeting at which a quorum is present shall be the act of the Board unless the act of a greater number is required by law or by these By-Laws. Any action required or permitted to be taken by the Board thereof may be taken without a meeting if all Voting Directors of the Board consent in writing to the adoption of a resolution authorizing the action. The resolution and written consent thereto by the Voting Directors shall be filed with the minutes of the proceedings of the Board.

ARTICLE V Officers

Section 1. Officers. The officers of the Corporation shall be a Chairperson, President, a Secretary, a Treasurer, and such other officers as may be elected or appointed in accordance with the provisions of this Article. Any two or more offices may be held by the same person, except that the offices of President and Secretary shall not be held by the same person. The Secretary need not be a Voting Director. The Chairperson, President and Treasurer must be elected or appointed from among the Voting Directors.

Section 2. Election and Term of Office. The offices of Chairman, President, Secretary and Treasurer of the Corporation shall be elected by a majority of the Entire Board at the Annual Meeting to serve a two (2) year term. If the election of said officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. New offices in accordance with Section 8 of this Article may be created and filled by appointment at any meeting of the Board. Each officer shall hold office until his successor shall have been duly elected or appointed and qualified.

Section 3. Removal. Any officer elected or appointed by the Board may be removed with or without cause by a vote of the majority of the Entire Board, not including said member, who shall not vote on the matter of his own removal.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by appointment of the Board for the unexpired portion of the term.

Section 5. Chairperson. The Chairperson shall serve as an ambassador of the Corporation in the community and shall perform such other duties as may be prescribed by the Board from time to time.

Section 6. President. The President shall be the principal executive officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. He shall preside at all Board meetings. He may sign any deeds, mortgages, bonds, contracts or other instruments that the Board has authorized be executed, except in cases where the signing and execution thereof is expressly delegated by the Board or by these By-Laws or by statute to some other officer or agent of the Corporation; and, in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

Section 7. Treasurer. The Treasurer shall have charge and custody and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such bank, trust companies, or other depositories as shall be selected by the Board; and in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or the Board. If some or all of the tasks associated with performance of the foregoing duties are carried out by staff of the Corporation, the Treasurer shall be responsible for oversight of such staff and for adherence to generally accepted accounting principles.

Section 8. Secretary. The Secretary shall keep the minutes of the meetings of the Board and insure that the minutes are duly filed in the permanent records of the organization; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the Corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these By-Laws; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board.

Section 9. Vice-Presidents, Assistant Treasurers and Assistant Secretaries. Such Vice Presidents, Assistant Treasurers, and Assistant Secretaries as shall be appointed by the Board to said offices created thereby shall have such duties and responsibilities as shall be assigned to them by the Board or, if delegated thereto by the Board, by the President or the Treasurer, or the Secretary.

Section 10. Executive Director. The Board shall employ an Executive Director who shall be responsible to the Board for the careful and efficient administration of the Corporation's activities. The Executive Director shall be an ex-officio of the Board and shall serve as such member for as long as he serves as Executive Director. The Executive Director shall have the right to attend all meetings of the Board without a vote, but with all of the other rights and privileges usually appertaining to members of the Board. The Executive Director shall be given notice of all meetings of the Board as provided in these By-Laws. Upon leaving the position of Executive Director, a former Executive Director may be elected to serve as a Voting Director of the Board providing there is an existing vacancy among the Voting Directors.

ARTICLE VII
Contracts. Checks. Deposits and Funds

Section 1. Contracts. The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers as authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks. Drafts or Orders for Payment. All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

Section 4. Gifts. The Board may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes, or for any special purposes, of the Corporation.

ARTICLE VIII
Committees

Section 1. Committees of the Corporation. The Board may create committees of the Corporation and appoint persons to serve on those committees in order to undertake activities in furtherance of the mission of the Corporation. Board members, staff and other persons who have particular expertise and interests of value to the Corporation may be appointed to serve on committees of the Corporation.

Section 2. Special Committees. The Board may create Special Committees it deems desirable. The members of such committees shall be appointed by the President, with the consent of the Board. All the members of Special Committees must be Directors.

Section 3. Standing Committees. Standing committees are the Executive Committee, the Governance Committee, and the Finance and Audit Committee which have the following composition and responsibilities:

Section 3.1 Executive Committee. The Executive Committee shall consist of the President, Treasurer, and a third Voting Director appointed by a majority vote of the Entire Board. The President of the Corporation shall be the chairperson. The purpose of the Executive Committee is to take action when necessary to expedite the interests of the Corporation between regularly scheduled Board meetings. In doing so, to the extent permitted by law, the Executive Committee shall have and may exercise all powers of the Board in the management and affairs of the Corporation. Notwithstanding anything in these By-Laws to the contrary, the Executive Committee may not amend the Certificate of Incorporation or By-laws of the Corporation; fill vacancies in the Board or on any committee; fix compensation of any Director serving on the Board or on a committee; or amend or repeal any resolution of the Board, which by its terms is not so amendable or repealable.

Section 3.2 Governance Committee. The Governance Committee shall consist of three Voting Directors, one of whom shall be the President. The Governance Committee is responsible for: (a) identifying individuals qualified to become Voting Directors; (b) recommending to the Board, nominees for open director positions; (c) recommending Voting Directors to be elected as Officers of the Corporation; and (d) overseeing the evaluation of the Directors.

Section 3.3 Finance and Audit Committee. The Finance and Audit Committee shall consist of three Voting Directors, one of whom shall be the Treasurer. The Finance Committee is responsible for overseeing the financial integrity of the Corporation and its financial procedures. In fulfilling these responsibilities, the Finance Committee shall (a) review and recommend approval of an annual operating budget; (b) regularly review financial results; (c) ensure the maintenance of an appropriate capital structure; and (d) oversee the management of organization-wide financial assets. In addition, in order to assist the Corporation in the proper and prudent management of its financial resources, the Committee shall ensure that the staff of the Corporation employs personnel and systems capable of providing timely and accurate financial information to the Board.

ARTICLE IX Miscellaneous

Section 1. Bookkeeping Records. The Corporation shall keep correct and complete books and records of accounting and shall also keep minutes of the proceedings of the Board.

Section 2. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

Section 3. Corporate Seal. The Corporation shall maintain and employ the Corporate Seal, an impression of which is made in the margin hereof.

ARTICLE X Amendments

Section 1. Amendment By-Laws. These By-laws may be amended or repealed, or new By-laws may be adopted, only upon a majority vote of the Entire Board.

Section 2. Amendment of Certificate of Incorporation. The Certificate of Incorporation may be amended in the same manner as amendments to the By-Laws may be effected.

ARTICLE XII
Definitions

1. "Actual Notice" means notification of the date, time, and place of a meeting provided
 - a. by e-mail, if a Director has indicated to the Secretary in writing that he or she wishes to receive notices by e-mail (deemed given when sent);
 - b. by facsimile, if a Director has indicated to the Secretary in writing that he or she wishes to receive notices by facsimile (deemed given when sent);
 - c. in writing by hand delivery to the Director's residence or place of business (deemed given when delivered);
 - d. in writing by depositing the notice in the U.S. mail, (deemed given three (3) days after deposited in U.S. mail); or
 - e. any combination of the above.
2. "Board" means Board of Directors.
3. "Corporation" means Homeward Bound USA.
4. "Directors" collectively mean all Voting Directors and the ex-officio director.