

**ELECTION OF
DIRECTORS**

Section 2. At each annual meeting of the Board, directors may be selected to succeed the directors whose terms have expired, or are about to expire, to serve for a term of three years and until their successors are elected and qualified, and such other directors as may be necessary to fill vacancies in the Board caused by resignation or otherwise, for the unexpired terms and until their successors are elected and qualified.

VACANCIES

Section 3. In the case of a vacancy by death, resignation or otherwise in the Board between the time of annual meetings, the remaining directors may fill the vacancy or vacancies by choosing as many persons as may be necessary to fill the same, and the person or persons so chosen shall be directors and hold office until the next annual meeting and until their successors are elected and qualified.

NOMINATIONS

Section 4. The Governance and Nominating Committee shall prepare a list of persons to be nominated for election as directors, and the Secretary shall at least one month before each annual meeting send to each director such list, together with a list of all directors, indicating those whose terms are about to expire, requesting that any additional nominations be submitted at least fifteen days before the date of the annual meeting.

**DIRECTORS
EMERITI**

Section 5. No person shall be eligible for election as a director upon or after reaching seventy years of age. Any former director upon or after reaching seventy years of age shall be eligible for election as Director Emeritus, and upon being so elected, shall be entitled to all privileges of directors, except to vote, including full membership on committees of the Board, other than the Executive Committee, with voting rights thereon. In exceptional circumstances, other persons may be elected Directors Emeriti by unanimous vote of the Board.

**COMPENSATION
FOR DIRECTORS**

Section 6. No director as such shall receive any salary or compensation for his/her services, but this shall not preclude him/her from holding any other office by election of the Board and receiving compensation therefore.

**REMOVAL FOR
CAUSE**

Section 7. Any director may be removed from his/her office for cause, after such notices as may be required by law, by an affirmative vote of not less than a two-thirds of the other directors, and the vacancy so created may be filled in the same manner as any other vacancy.

**ANNUAL
MEETING**

Section 8. The annual meeting of the Board may be held on the third Saturday of April in each year at the principal office of the Foundation or at such other day and place and at such hour as the Board may determine.

MEETINGS

Other regular meetings of the Board may be scheduled at the Board's discretion.

**NOTICE OF
MEETINGS**

Notice of annual or other scheduled meetings shall be mailed or delivered at least ten days before each such meeting to each director, addressed to him/her at his/her post-office or electronic mail address appearing upon the books of the Foundation. A list of nominations for directors shall accompany every such notice for the annual meeting.

**MEETING BY
TELEPHONIC
CONFERENCE
CALL**

Participation in a meeting of the Board or committee thereof may be by means of 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 in person at a meeting.

**RESOLUTION BY
WRITTEN
CONSENT
IN LIEU OF
MEETING**

Action may be taken by the Board without a meeting if a quorum of the full Board 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 shall be sent via facsimile, electronic mail or other electronic communication and filed with the minutes of the proceedings of the Board.

**WAIVER OF
NOTICE**

Notice of any meeting of the Board may be waived in writing by any director. Participation in a meeting of the Board by a director who fails to object to lack of notice of such meeting shall constitute waiver of such notice.

**SPECIAL
MEETINGS**

Section 9. Special meetings of the Board may be called at any time by the President or Chairman, to be held at such time and place as may be determined. It shall also be his/her duty to call special meetings whenever requested to do so in writing by a quorum of directors; and in case of a refusal or neglect to comply with such request within ten days, the Secretary shall call such meeting.

**NOTICE OF
SPECIAL MEETINGS**

Notice of special meetings shall be given by mailing, sending or delivering a notice thereof to each director, via facsimile, electronic mail or other electronic communication, or addressed to him/her at the post-office address appearing upon the books of the Foundation, at least ten days before such meetings. Such notice shall briefly state the object of said meeting, and no business not so stated shall be considered at such meeting, except by unanimous consent.

**ORDER OF
BUSINESS**

Section 10. The order of business at meetings of the Board shall be as follows:

1. Reading of the minutes
2. Report of the Executive Committee
3. Reports of officers
4. Reports of committees
5. Unfinished business
6. New business

QUORUM

Section 11. A majority of directors shall constitute a quorum at any meeting of the Board.

**POWERS OF
BOARD**

Section 12. The Board shall have the powers and duties set forth in the Fifth Article of the Restated Certificate of Incorporation.

**RULES AND
REGULATIONS**

Section 13. The Board may adopt, and from time to time amend, repeal and add to such rules and regulations for the conduct of its meetings and the management of the affairs of the Foundation as it may deem proper and which are not inconsistent with the laws of the State of New York or the United States.

**AMENDMENT
OF BY-LAWS**

Section 14. These by-laws may be amended at any meeting of the Board by a two-thirds vote of the entire Board, provided ten days previous notice of the proposed amendment has been mailed or delivered to each director. A copy of any amendment to the by-laws shall be sent to each director within thirty days after its adoption.

ARTICLE III
Officers, Powers, Duties

**OFFICERS AND
THEIR ELECTION**

Section 1. The officers of the Foundation shall be a President, one or more Vice Presidents, a Treasurer, a Chief Financial Officer, a Secretary and such other officers as the Board may deem necessary. Any two or more offices may be held by the same person except the offices of President and Secretary, or the offices corresponding thereto. Officers shall be elected by the directors at each annual meeting of the Board to serve until the next annual meeting and until their successors have been duly elected and qualified, or at the pleasure of the Board. Any vacancies occurring may be filled by the Board for the unexpired term.

**OTHER
APPOINTMENTS**

Section 2. The Board shall from time to time appoint such other officers, agents and employees of the Foundation as it may deem necessary.

**POWERS, DUTIES
OF OFFICERS
AND OTHERS**

Section 3. Officers, agents and employees shall respectively have such powers and perform such duties in the management of the property and affairs of the Foundation as usually pertain to their respective offices, or as prescribed by the Board, subject always to the control of the Board; and the Board may require any such officer, agent or employee to give security for the faithful performance of his/her duty, and may remove him/her at its pleasure.

**CHAIRMAN OF
THE BOARD**

Section 4. The Chairman of the Board shall preside at Board meetings. The responsibilities embodied in the office involve attending to the general administrative matters of the Board and other duties as from time to time prescribed by the Board. The Chairman shall be elected on an annual basis by a majority vote of the Board at each annual meeting. The Chairman shall be elected for a one-year term on an annual basis, and no individual shall serve as Chairman for more than two (2) consecutive one-year terms. In the event that the Chairman is elected for a term that is only a partial year, then such partial term shall count as a one-year term.

PRESIDENT

Section 5. The President shall be the Chief Executive Officer of the Foundation and, during the recess of the Board and the Executive Committee, shall have the general control and direction of its business and affairs.

TREASURER

Section 6. The Treasurer shall have general supervisory responsibility over the Chief Financial Officer of the Foundation and shall consult on a regular basis with the Chief Financial Officer and receive financial reports from the Chief Financial Officer and report to the full Board on the activities of the Chief Financial Officer and the financial affairs of the Foundation.

**CHIEF FINANCIAL
OFFICER**

Section 7. The Chief Financial Officer is responsible for the collection of all moneys and other items of value due to or receivable by the Foundation and the deposit of the same to the account of the Foundation in such depositories as may be designated by the Board; the disbursement of the funds of the Foundation; for negotiations, payment of and maintaining relationships with the organization's creditors, insurers and banks; the custody, investment and management of its funds and property, including securities; the keeping of full and accurate accounts of receipts and disbursements and assets of the Foundation; and such other duties as may be required by the Board. Whenever required by the Board, the Executive Committee, or the President or the Treasurer, he/she shall render an accounting of his/her transactions and of the financial condition of the Foundation. Other duties may be delegated by the Treasurer to the Chief Financial Officer.

SECRETARY

Section 8. The Secretary shall keep the seal of the Foundation and affix the same to all instruments requiring its seal, as may be directed by the Board, the Executive Committee or the President. The Secretary shall also keep the minute book of meetings of the Board, issue notices of meetings and perform such other duties as may be required by the Board.

**CONTRACTING
DEBTS**

Section 9. No debts shall be contracted or liability incurred or contract made and entered into by and on behalf of the Foundation by any officer, agent or employee thereof unless the same be authorized and directed by the Board or Executive Committee.

**ARTICLE IV
Committees**

**EXECUTIVE
COMMITTEE**

Section 1. The Executive Committee shall consist of five persons who will be: the President, Chairman of the Board, and three Chairs of any three of the other standing committees, all appointed by the Chairman of the Board. Three members of such committee shall constitute a quorum at its meetings. The Chairman of the Board shall chair the Executive Committee. The Executive Committee shall, as necessary, have the charge and management of the affairs and business of the Foundation during the intervals between the meetings of the Board and except as limited by law shall have and exercise all the powers of the Board incident thereto. The Executive Committee shall keep minutes of its meetings and submit the same at each meeting of the Board.

**GOVERNANCE
AND NOMINATING
COMMITTEE**

Section 2a. At each annual meeting, upon recommendation by the President and the Chairman, the Board shall designate no fewer than four directors who, together with the Chairman as a member thereof, shall constitute the Governance and Nominating Committee for the ensuing year. The Chairman of the Governance and Nominating Committee shall be selected annually.

Section 2b. The Governance and Nominating Committee shall assure that the members of the Board of Directors, the Executive Committee, the Audit Committee and the Finance Committee maintain their independence in the oversight of financial and other operations in relation to the management of the Foundation. The Governance and Nominating Committee shall evaluate at least annually, the performance of the President and report its findings to the Board. The Governance and Nominating Committee shall evaluate periodically the effectiveness of the Board and report its findings to the Board.

Section 2c. The Governance and Nominating Committee shall select candidates for vacancies on the Board, inquire into and prepare data on their qualifications and present to the Board candidates to fill such vacancies at appropriate times when vacancies occur; it shall be the further duty of the Governance and Nominating Committee to review the status of and make recommendations to the Board with respect to each incumbent director whose term expires at the next annual meeting.

Section 2d. Meetings of the Governance and Nominating Committee shall be held at times designated by the chairman for presentation of candidates to fill vacancies, and not later than forty days prior to the date set for the annual meeting in each year the Governance and Nominating Committee will make recommendations with respect to each incumbent director whose term expires at the next annual meeting. Any member of the Governance and Nominating Committee may call a meeting of the committee on five days' notice to other members.

**AUDIT
COMMITTEE**

Section 3. At each annual meeting of the Board, upon recommendation by the Governance and Nominating Committee, the Board shall appoint an Audit Committee to oversee accounting, financial reporting, and the external audit of the Foundation. The Audit Committee shall possess financial literacy skills sufficient to review and understand the books and records of the Foundation. Members of the Audit Committee should not receive, directly or indirectly, any consulting, advisory or other compensation fees from the Foundation other than in their capacity as a member of the Board of Directors or Committees. The Audit Committee shall report to the Board at the next succeeding annual meeting. The Audit Committee shall make recommendations to the Board with respect to the appointment of certified public accountants to audit the accounts of the Foundation, and shall confer from time to time with such accountants and with the Treasurer and Chief Financial Officer and other appropriate officers of the Foundation with respect to the scope of the audit and other relevant matters.

**FINANCE
COMMITTEE**

Section 4. The Finance Committee shall review and recommend the budget of the organization. The Treasurer shall chair the Finance Committee. The Finance Committee shall meet with the CFO and make a determination as to the investment of the funds of the Foundation and shall be empowered to appoint and to discharge managers of the investment funds, subject to ratification by the Board. The Finance Committee shall keep minutes of its meetings and said minutes shall be filed with the records of the Foundation. It shall report at each meeting of the Board.

**OTHER
COMMITTEES**

Section 5. The Governance and Nominating Committee, the President or the Board may appoint from time to time such other committees as may be deemed advisable in the interests of the Foundation, within the limits provided by law.

**EX OFFICIO
MEMBERS**

Section 6. The Chairman and the President shall be ex officio members of all committees of which they are not otherwise members.

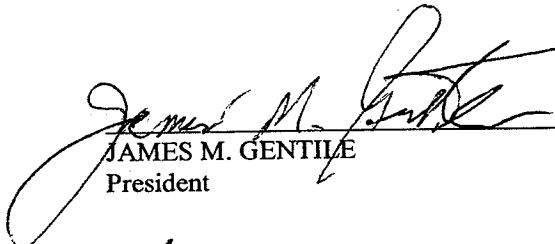
Any designation or appointment to membership in a committee pursuant to this Article IV may be made at a meeting of the Board other than the annual meeting. Any member so appointed shall serve until the next annual meeting of the Board.

ARTICLE V
Indemnification of Directors and Officers

INDEMNIFICATION

To the full extent and in the manner permitted by the laws of the State of New York as in effect at the time of the adoption of this by-law or as such laws may be amended from time to time, the Foundation shall indemnify any person who is a party or is to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative, or in the right of the Foundation to procure a judgment in its favor by reason of the fact that he/she, his/her testator or intestate, is or was a director or officer of the Foundation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him/her in connection with an appeal therein, except in relation to matters as to which such director or officer is adjudged to have breached his duty to the Foundation; and to the same extent and in like manner, the Foundation shall indemnify any person made, or threatened to be made, a party to an action or proceeding other than one by or in the right of the Foundation to procure a judgment in its favor, whether civil or criminal, including an action by or in the right of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust or other enterprise, which any director or officer of the Foundation served in any capacity at the request of the Foundation by reason of the fact that he/she, his/her testator or intestate was a director or officer of the Foundation, or served such other corporation, partnership, joint venture, trust or other enterprise in any capacity against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such director or officer acted in good faith for a purpose which he/she reasonably believed to be in the best interests of the Foundation and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his/her conduct was unlawful; provided, however, that no action shall be taken under the provisions of this by-law which would constitute a self-dealing transaction under Section 4941 of the Internal Revenue Code of 1954, as amended, and the rules and regulations promulgated thereunder.

Adopted by resolution of the Board of Directors of Research Corporation April 29, 2006.



JAMES M. GENTILE
President



ROBERT B. HALLOCK
Secretary