

TABLE OF CONTENTS

Article	I.	Offices
Article	II.	Member
	1.	Member of the Corporation
Article	III.	Board of Directors
	1.	Number of Board of Directors
	2.	Election of Board of Directors and Term of Office
	3.	Termination of Directorships
	4.	Vacancies in and Newly-Created Directorships
	5.	Regular and Special Meetings of the Board of Directors
	6.	Quorum and Voting Requirements at Board of Directors Meetings
	7.	Presiding Officer
	8.	Committees
	9.	Powers of the Board pursuant to statute
	10.	Annual Budget
Article	IV.	Officers
	1.	Officers
	2.	Term of Office, Removal and Functions
	3.	Duties of Officers
Article	V.	
	1.	Books and Records
	2.	Corporate Seal
	3.	Fiscal Year
	4.	Amendment of By-Laws

BY -LAWS
OF
TOWN OF BABYLON L.D. CORPORATION II

(A Not-For-Profit Corporation)

ARTICLE I

OFFICES

The principal office of the Corporation shall be located in the Town of Babylon, County of Suffolk and State of New York. The Corporation may also have such offices at such other places within or without the State as the Board of Directors may from time to time determine.

ARTICLE II

MEMBER

1. Town of Babylon, New York (the "Town") acting through the Town Council and the Town Supervisor shall be the sole Member of the Corporation.

ARTICLE III

BOARD OF DIRECTORS

1. The Corporation shall be managed by a Board of Directors. Each director shall be at least 18 years of age. The initial Board of Directors shall consist of eight (8) persons. Thereafter, the number of directors constituting the entire Board shall be no less than three. Subject to the foregoing, the number of the Board of Directors may be fixed from time to time by action of the Member. The number of directors may be increased or decreased by action of the Member. No decrease shall shorten the term of any director then in office.

2. Directors shall be elected by the Member. Each director shall serve as a director and continue to hold office until his or her successor is appointed and has been elected and qualified.

3. (a) Any or all of the members of the Board of Directors may be removed with or without cause by vote of the Member. The Board of Directors may remove any director thereof for cause only.

(b) A director may resign at any time by giving written notice to the Board of Directors or to an officer of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or such officer. Acceptance of such resignation shall not be necessary to make it effective.

4. Newly created Directorships resulting from an increase in the number of directors and vacancies occurring in the Board of Directors for any reason shall be filled by vote of the Member. Directors elected to fill newly created Directorships shall hold office until their successors have been elected or appointed and qualified. Directors elected to fill vacancies shall serve for the remaining term of the director for whom they are replacing, and until their successors are elected and duly qualified.

5. (a) Except in the case of calendar year 2013, the annual meeting of the Corporation shall be held on the 1st day of January in each calendar year at 10:00AM in the regular meeting place of the Corporation. Such 2013 annual meeting may be held at such other time or location as approved by the chairman of the Corporation; and if it is held at another time, notice shall be given as provided for herein for special meetings of the Board.

(b) No notice shall be required for regular meetings of the Board of Directors for which the time and place have been fixed. Special meetings may be called by or at the direction of the Chairman of the Board, the President, or by a majority of the directors then in office.

(c) Written, oral, or any other method of notice of the time and place shall be given for special meetings of the Board of Directors in sufficient time for the convenient assembly of the Board of Directors. The notice of any meeting need not specify the purpose of such meeting. The requirement for furnishing notice of a meeting may be waived by any director who signs a Waiver of Notice before or after the meeting or who attends the meeting without protesting the lack of notice to him.

6. Except to the extent herein or in the Certificate of Incorporation of the Corporation provided, a majority of the entire members of the Board of Directors shall constitute a quorum. At any meeting held to remove one or more directors a quorum shall consist of a majority of the directors present at such meeting. Whenever a vacancy on the Board of Directors shall prevent a quorum from being present, then, in such event, the quorum shall consist of a majority of the members of the Board of Directors excluding the vacancy. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except to the extent provided by law and these By-Laws, the act of the Board of Directors shall be by a majority of the directors present at the time of vote, a quorum being present at such time. Any action authorized by resolution, in writing, by all of the directors entitled to vote thereon and filed with the minutes of the corporation shall be the act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board.

7. The Chairman of the Board, if any, shall preside at all meetings of the Board of Directors. If there be no Chairman or in his absence, the President shall preside and, if there be no President or in his absence, any other director chosen by the Board, shall preside.

8. Whenever the Board of Directors shall consist of more than three persons, the Board of Directors may designate from their number, an executive committee and other standing committees. Such committees shall have such authority as the Board of Directors may delegate, except to the extent prohibited by law. In addition the Board of Directors may establish special committees for any lawful purpose, which may have such powers as the Board of Directors may lawfully delegate.

9. The Board shall have all the powers conferred to Boards of public benefit corporations and local public authorities pursuant to New York State law, including, without limitation, the New York Not-for-Profit Corporation Law, the Public Authorities Accountability Act of 2005 as amended ("PAAA"), and any other New York State Law that is applicable to the Corporation.

10. The Board of Directors shall present to the Member the annual budget prepared in accordance with the requirements of PAAA.

ARTICLE IV

OFFICERS

1. The Board of Directors may elect or appoint a Chairman of the Board of Directors, a President, 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 President may but need not be a director. Any two or more offices may be held by the same person except the office of President and Secretary.

2. Each officer shall hold office until the Annual Meeting of the Board of Directors, and until his successor has been duly elected and qualifies. The Board of Directors may remove any officer with or without cause at any time.

3. (a) The President shall be the chief executive officer of the Corporation, shall have the responsibility for the general management of the affairs of the Corporation, and shall carry out the resolutions of the Board of Directors.

(b) During the absence or disability of the President of the Corporation, the Vice-President, or, if there be more than one, the Executive Vice-President shall have all the powers and functions of the President. The Vice-President shall perform such duties as may be prescribed by the Board of Directors from time to time.

(c) The Treasurer shall have the care and custody of all of the funds and securities of the Corporation, and shall deposit said funds in the name of the Corporation in such bank accounts as the Board of Directors may from time to time determine. The Treasurer shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Corporation when counter-signed by the President; he may also sign checks, drafts, notes and orders for the payment of money, which shall have been duly authorized by the Board of Directors and counter-signed by the President.

(d) The Secretary shall keep the minutes of the Board of Directors and the minutes of the members. He shall have custody of the seal of the Corporation, and shall affix and attest the same to documents duly authorized by the Board of Directors. He shall serve all notices for the Corporation

which shall have been authorized by the Board of Directors, and shall have charge of all books and records of the Corporation.

ARTICLE V

MISCELLANEOUS

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

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

3. The fiscal year of the Corporation shall be fixed by the Board of Directors from time to time, subject to applicable law.

4. The By-Laws and the Certificate of Incorporation may be amended or repealed by the Member. At least seven (7) days written notice thereof of the proposed amendments must be provided to the Member.