

BY-LAWS

OF

596 ACRES, INC.

(A New York Not-for-Profit Corporation)

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ARTICLE I

Name and Offices

The name of the organization shall be 596 Acres, Inc. (the “Corporation”). The principal office of the Corporation shall be located at such a place within the State of New York as the Board of Directors may from time to time determine. The Corporation may also have other offices at such other places both within or without the State of New York as the Board of Directors may from time to time determine or the purposes of the Corporation may require.

ARTICLE II

Purpose

The purpose of the Corporation shall be to advocate for community land access.

ARTICLE III

No Members

The Corporation shall have no members.

ARTICLE IV

Board of Directors

Section 1. Powers and Numbers. The affairs and property of the Corporation shall be managed by or under the direction of the Board of Directors (the “Board”) in accordance with the purposes and limitations set forth in the Corporation’s certificate of incorporation (“Certificate of Incorporation”) and in these By-Laws. The number of directors that shall constitute the Board initially shall be six (6). The number of Directors shall be at least three (3). Within the specified limits, the number of directors can be increased or decreased from time to time, by resolution of the Board of Directors, but such action by the Board shall require a vote of a majority of the entire Board and no decrease shall shorten the term of any incumbent Director.

Section 2. Election and Term.

(a) The initial Directors shall be the persons named in the Certificate of Incorporation. The initial directors shall serve until the first annual meeting of the Board.

(b) At the first annual meeting of the Board, the Board shall be divided into three classes (which shall be as nearly equal in number as possible) for the purpose of staggering the directors' terms of office, and the initial directors will elect, by a majority of the entire Board, their successor directors. At annual meetings of the Corporation, directors shall each be elected, by a majority of the entire Board, to hold office for a term of three years, or such shorter period as the Board may determine for the purposes of staggering the directors' terms of office. The classes of directors (as measured by the expiration dates of their terms of office) need not be equal in number. The term of office of one class shall expire at the end of each annual meeting of the Corporation.

(c) Each director shall hold office for the term for which he or she was elected and until a successor is elected and qualified.

Section 3. Vacancies and Newly Created Directorships. The Board, by vote of a majority of the Directors then in office, may elect Directors to fill any newly created directorships and any vacancies on the Board. Directors elected to fill vacancies shall serve for the remainder of the unexpired term while directors elected to fill newly created directorships shall serve a one-year term.

Section 4. Removal. The Board may, by a unanimous minus one vote of the entire Board, remove a Director with or without cause, at any regular or special meeting of the Board of Directors.

Section 5. Resignations. Any director may resign at any time by delivering a resignation to the President. The resignation shall take effect at the time specified therein, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Meetings. The annual meeting and regular meetings of the Board of Directors shall be held at such times and places as may from time to time be fixed by the Board of Directors or may be specified in a notice of meeting. Special meetings of the Board of Directors may be held at any time upon the call of the President or any two directors.

Section 7. Notice of Meetings. Notice need not be given of regular meetings of the Board if the time and place of such meetings are fixed by the Board of Directors. Notice of each special meeting of the Board of Directors must be given to each director not less than two days before such meeting. Notice may be given by mail, telephone, facsimile transmission, telegraph, courier service, electronic mail ("e-mail") or hand delivery. Notice of a special meeting shall state the purpose or purposes for the meeting and at such meeting no other business than that stated in the notice shall be transacted as official business. Notice of a regular or special meeting need not be given to a director who submits a signed waiver of notice before or at the meeting's commencement, or who attends the meeting without protesting (not later than the commencement of the meeting) the lack of notice to him or her.

Section 8. Quorum. At each meeting of the Board, a majority of the total number of directors shall constitute a quorum for the transaction of business. If a quorum is not present at

any meeting of the Board of Directors, a majority of the directors present may adjourn the meeting, from time to time, without notice other than announcement at the meeting, until such a quorum is present.

Section 9. Manner of Acting. The vote of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors.

Section 10. Meeting by Conference Telephone. Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of the Board of Directors or such committee by means of a conference telephone or similar communication 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.

Section 11. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board of Directors consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board of Directors or such committee and shall have the same effect as a vote for all purposes.

ARTICLE V

Officers

Section 1. Officers. The officers of the Corporation shall consist of at least a President, a Secretary and a Treasurer, and such other officers, if any, including one or more Vice Presidents, as the Board of Directors may from time to time appoint. All of the officers shall be chosen by and shall serve at the pleasure of the Board of Directors.

Section 2. Election, Term of Office, and Qualifications. The officers of the Corporation shall be elected annually by a majority vote of the Board of Directors at the annual meeting of the Board of Directors, and each officer shall hold office until such officer's successor is elected and qualified or until such officer's earlier death, resignation, or removal. Except as may otherwise be provided in the resolution of the Board of Directors choosing an officer, no officer need be a director. One person may hold, and perform the duties of, more than one office, provided that the same person may not hold the offices of President and Secretary. All officers shall be subject to the supervision and direction of the Board of Directors.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by a majority vote of the Board of Directors, either with or without cause, at any regular or special meeting of the Board of Directors at which a majority of the directors is present.

Section 4. Resignations. Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term in the manner prescribed in these By-Laws for regular appointment to such office.

Section 6. President. The President shall preside at all meetings of the Board of Directors and exercise general charge and supervision of the affairs of the Corporation and shall do and perform such duties as the Board of Directors may assign to the President.

Section 7. Vice President. At the request of the President, or in the event of the President's absence or disability, the Vice President shall perform the duties and possess and exercise the powers of the President, and shall have such other powers and perform such other duties as the Board of Directors may assign to the Vice President.

Section 8. Secretary. The Secretary shall record and keep the minutes of all meetings of the Board of Directors in a form accessible to the public upon request; see that all notices and reports are duly given or filed in accordance with these By-Laws, the Certificate of Incorporation or as required by law; and in general, perform all duties incident to the office of Secretary and as the Board of Directors may assign to the Secretary.

Section 9. Treasurer. The Treasurer shall keep or supervise the keeping of complete and accurate accounts of receipts and disbursements of the Corporation and shall deposit all funds in the name of the Corporation in the banks or other depositories as shall be designated by the Board of Directors; exhibit at all reasonable times the Corporation's books of account and records to any of the officers or directors of the Corporation; and in general, perform all the duties incident to the office of Treasurer, and as the Board of Directors may assign to the Treasurer.

Section 10. Employees and Other Agents. The Board of Directors may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board.

Section 11. Compensation. Officers, employees or agents of the Corporation may receive compensation for their services.

ARTICLE VI

Contracts, Checks, Bank Accounts and Investments

Section 1. Expenditures Approved By The Board. All expenditures in excess of \$1,500. payable to a single vendor will be approved by a vote of the Board.

Section 2. Contracts, Checks and Documents. All checks and all contracts authorized either generally or specifically by the Board shall be signed either by the President or the Treasurer of the Board of Directors, however, all checks and contracts in excess of \$5,000 shall be signed by two officers.

Section 3. Bank Accounts and Investments. The Board shall select depositories for the funds of the Corporation and may hold the Corporation's funds in cash or invest them in whatever real or personal property the Board thinks desirable.

ARTICLE VII

Indemnification

To the maximum extent permitted by Not-For-Profit Corporation Law, including, without limitation, applicable provisions of the Internal Revenue Code of 1986, as amended (the "Code"), the Corporation may indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she was a director, officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees.

ARTICLE VIII

General Provisions

Section 1. Fiscal Year. The fiscal year shall end on June 30 of each year.

Section 2. Records. The Corporation shall keep correct and complete records of the activities and transactions of the Corporation, in a form accessible to the public upon request; these records will include a copy of the Certificate of Incorporation, a copy of these By-Laws, all resolutions of the Board of Directors, and all minutes of meetings of the Board of Directors and committees thereof.

ARTICLE IX

Amendments

These By-Laws may be amended or repealed by the vote of two-thirds of the entire Board.

ARTICLE X

Non-Discrimination

In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual preference, or mental or physical handicap.

ARTICLE XI

Reference to Certificate of Incorporation

References in these By-Laws to the Certificate of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted.

Adopted, January 27, 2013