



**BY LAWS
OF
YOUNG AUDIENCES OF NEW JERSEY, INC.
(A New Jersey Non-Profit Corporation)**

Revised and Adopted November 28,2012

ARTICLE I – NAME AND OFFICES

Section 1.1 – Name. The name of the corporation shall be Young Audiences of New Jersey, Inc. (DBA Young Audiences New Jersey & Eastern Pennsylvania)

Section 1.2 – Offices. The principal office of the corporation shall be located within Middlesex County, New Jersey. The corporation may from time to time establish such other offices as the Board of Trustees may designate or as the affairs of the corporation may require.

ARTICLE II-- MEMBERSHIP

MEMBERSHIP. There will be no members of this corporation.

ARTICLE III—MISSION AND PURPOSE

Section 3.1 – Mission. The mission of Young Audiences of New Jersey is to inspire young people and expand their learning through the arts.

Section 3.2 – Purpose. The purpose of Young Audiences of New Jersey, Inc., (DBA Young Audiences New Jersey & Eastern Pennsylvania) is to establish the arts as an essential part of children's education. As the multi-state affiliate of a national not-for-profit organization, Young Audiences offers the finest live professional performances, workshops and residencies which develop in young people a love and appreciation for the arts and nurture their aesthetic and intellectual growth. Young Audiences provides educational expertise to artists and arts expertise

to schools and communities creating programs that foster each child's unique potential and creativity. Young Audiences works in partnership with educators and community leaders across the region to ensure that the arts are a basic part of the curricula in New Jersey and Eastern Pennsylvania).

ARTICLE IV—BOARD OF TRUSTEES

Section 4.1 – Powers of Trustees. The corporation shall be managed by the Board of Trustees subject to all relevant statutes, the Certificate of Incorporation and these by-laws. The Board of Trustees may exercise all the powers of the corporation and undertake all lawful acts that are not prohibited by law or the Certificate of Incorporation.

Section 4-2 – Trustees. The Board of Trustees shall consist of not fewer than fifteen nor more than thirty-five persons, as determined by the Board, who are at least eighteen years of age and who shall manage the affairs of the corporation and hold office during the period of their respective terms, as provided for in these by-laws. In addition to the regular trustees provided for in this Article IV, the President and Chief Executive Officer of the corporation shall be an ex officio non-voting member of the Board of Trustees. Unless directed to do so by the Board Chair, the President and CEO shall not participate in conversations that directly involve his/her tenure or compensation.

Section 4-3 – Classes of Trustees. The members of the Board of Trustees, except as provided in Sections 4-2 and 4-6 of this Article IV, shall be divided into classes, whose terms of service shall be for three years, and until their successors have been elected and qualified. The number of trustees in each class shall be as nearly equal as practical. One class shall be elected at the annual meeting each year.

Section 4-4 – Terms of Service. Beginning in June 2012, each elected trustee shall be eligible for a maximum of three consecutive, three-year terms. Upon extraordinary circumstances, the Board by majority vote may elect up to three Trustees who have completed their term limit to an additional term of one year for up to two additional years. Said one-year term Trustees shall be in addition to the maximum number of Trustees permitted in Section 4.2. After a one-year lapse in service, a former trustee can stand for re-election to the Board. The immediate past Board Chair can be invited to serve an additional year in the capacity of the Immediate Past Board Chair.

Section 4-5 – Duties of Trustees. The members of the Board of Trustees are required to support the corporation financially, champion its mission, and serve on at least one standing or ad hoc committee. Other duties and expectations are specified in a statement of expectations provided to each trustee.

Section 4-6 - Election of Trustees. At each annual meeting of the Board of Trustees, trustees shall be elected by a majority vote of those trustees present, provided there is a quorum, to succeed those in the class whose terms are expiring. Trustees so elected shall take office at the conclusion of the meeting at which they are elected and shall hold office for three years or until their successors are elected and qualified.

Section 4-7 – Vacancies._ Any trustee may resign at any time by giving written notice to the Board Chair or the corporation’s Chief Executive Officer. Any vacancy occurring on the Board of Trustees, including vacancies resulting from any newly created trusteeships, may be filled by the vote of a majority of the remaining trustees in office and present at any duly called meeting of the Board of Trustees, provided a quorum is present and that trustees be given two weeks’ notice that an election will take place. The Board shall specify the class of each newly created trusteeship. A trustee so elected shall hold office for the remaining term of the vacancy so filled and until a successor is elected and qualified. Should the trustee filling an unexpired term of eighteen months or less be re-elected, he/she will be eligible to serve an additional nine years (three full terms)

Section 4-8 – Removal of Trustees._ A trustee may be suspended or removed for cause upon an affirmative vote of two-thirds of the entire Board of Trustees after notice and specification of the grounds for suspension or removal have been given in the manner provided for special meetings in Article V Section 2. A failure to fulfill the requirements as stated in Section 4-5 (Duties of a Trustee) may be deemed cause for suspension or removal. At the discretion of the Board Chair, imposition of this rule may be waived and absences excused due to extenuating circumstances. The minutes shall note excused absences. When a trustee who is suspended returns to the Board, he/she continues to fill a term as if there had been no interruption of service.

Section 4-9 – Conflicts. Trustees who may have a conflict of interest or the appearance of a conflict have a duty to inform the Board. Upon the affirmative vote by a two-thirds majority of the disinterested trustees present at a duly constituted meeting of the Board, the Board of Trustees shall have the right to exclude from any meeting of the Board and/or prohibit the vote of any trustee who would have, or have the appearance of having, a conflict of interest with respect to any proposed action or transaction involving the corporation. Interested trustees shall be counted as present in determining the presence of a quorum at a Board or committee meeting.

Section 4-10 – Compensation. Trustees shall serve without compensation.

ARTICLE V—MEETINGS OF THE BOARD OF TRUSTEES

Section 5-1 – Regular and Annual Meetings. A regular annual meeting of the Board of Trustees shall be held without other notice than these bylaws, on the first Tuesday of June. The date of the annual meeting is changeable by resolution of the Board of Trustees without other notice than such resolution, or by the Board Chair upon ten days notice to the trustees. In addition, four regular meetings per year shall be held at places, dates, and times to be scheduled by the Chair of the Board.

Section 5-2 – Special Meetings. Special meetings of the Board of Trustees may be called by the Chair, Vice-Chair or the Secretary at any time or whenever requested by six of the trustees then in office. Such request shall state the purpose or purposes of the proposed meeting. Business transacted at any special meeting shall be limited to the purposes stated in the notice.

Section 5-3 – Quorum._ One-half of the Board of Trustees or any committee thereof shall constitute a quorum at any meeting and the vote of the majority of the trustees present at any

meeting at which a quorum is present shall be the act of the Board of Trustees or such committee. Any of the trustees may participate in a meeting of the Board of Trustees or of a Committee of which the trustee is a member by any means of communication by which all persons participating in the meeting are able to hear each other. Trustees so participating will be deemed present.

Section 5-4 – Unanimous Written Consent. The Board of Trustees or any committee thereof may act without a meeting if, prior to such action, all members of the Board of Trustees or of such committee consent to the proposed action in writing and such consents are filed with the minutes of the proceedings of the Board of Trustees or such committee.

Section 5-5 – Voting. A trustee present at any meeting of the Board of Trustees or of any Committee thereof at which any corporate action is taken shall be presumed to have concurred in the action taken unless such trustee's dissent shall be entered in the minutes of the meeting or unless such trustee shall file a written dissent to such action with the person acting as the secretary of the meeting before or promptly after adjournment thereof. Such right to dissent shall not apply to any trustee who voted in favor of such action. A trustee who is absent from a meeting of the Board of Trustees, or any committee thereof of which such trustee is a member, at which any action is taken shall be presumed to have concurred in the action unless such trustee shall file a dissent with the Secretary of the corporation within a reasonable time after learning of such action. Proxy voting is not permitted.

Section 5-6 – Notice of Meetings. Notice of all meetings of the Board of Trustees and any committees thereof which shall specify the time and place, and in the case of special meetings, the purpose or purposes thereof, shall be given, addressed to each trustee's address as it appears in the records of the corporation, by first class mail at least three days in advance of the meeting, by other class of mail at least ten days in advance of the meeting, or in person or by personal delivery, telephone, telegraph, e-mail or facsimile transmission at least twenty-four hours in advance of the meeting.

ARTICLE VI—COMMITTEES OF THE BOARD OF TRUSTEES

Section 6-1 – Standing Committees. Standing committees shall consist of certain officers and members of the Board of Trustees and other non-trustees who shall be appointed annually by the Chair with the approval of the Board of Trustees. The Board Chair shall name the chair of each committee. The chair of each standing committee must be a trustee. The standing committees shall be the Executive Committee, the Development Committee, the Audit Committee, the Finance Committee, and the Committee on Trustees. Standing committees shall have only such delegated powers as provided by these by-laws or by resolutions of the Board of Trustees. Non-trustee members of standing committees shall have the right to vote on all matters that come before the committee. Any action taken under delegated authority shall be taken by vote of the trustee members of the Committee only. The chair of each committee shall assure that minutes of its proceedings are kept and that actions taken are reported at the next regular meeting of the Board of Trustees.

Section 6-2 – Executive Committee There shall be an Executive Committee that shall include the Chair, the Vice-Chair(s), the Secretary, the Treasurer, the Chairs of the Standing Committees, and any others as the Chair of the Board shall appoint with the approval of the Board of Trustees.

During intervals between meetings of the Board of Trustees, the Executive Committee may exercise the powers of the Board of Trustees except that the Executive Committee shall not have the power to make, alter or repeal any by-law, elect or appoint any trustee, remove any officer or trustee, or repeal or amend any resolution previously adopted by the Board of Trustees. The Executive Committee shall handle all personnel matters that require Board attention, including the annual evaluation of the President and CEO. The Executive Committee shall meet at the call of the Chair. The Committee shall perform other duties as assigned by the Board of Trustees or its Chair.

Section 6-3 – Development Committee. There shall be a Development Committee that shall establish and implement fundraising plans to assist in meeting the projected budget in conjunction with the staff and the Finance Committee. The Committee shall perform other duties as assigned by the Board of Trustees or its Chair.

Section 6-4 – Finance Committee. There shall be a Finance Committee of which the Treasurer shall be a member. The Finance Committee shall: designate the depositories for the monies of the corporation; approve an annual budget which shall then be submitted to the Board of Trustees for final approval; and review on a regular basis the financial condition of the corporation. The Committee shall perform other duties as assigned by the Board of Trustees or its Chair.

Section 6.5 – Audit Committee. There shall be an Audit Committee composed of trustees and individuals who are not trustees who have no direct or indirect financial interest in the Corporation. The Audit Committee shall recommend an independent auditor, review and approve the engagement of any such firm; review and approve the independent auditor's compensation, the terms of engagement, and the independence of such auditor. The Committee shall review, in consultation with the independent auditor, the results of the independent audit of the corporation, the report of the auditor, any related management letter, and management's responses to recommendations made by the independent auditor in connection with the audit. The Audit Committee shall review, in consultation with the independent auditor and the President and CEO or his or her designees, the annual financial statements and any report or opinion rendered by the independent auditor in connection with those financial statements, and any dispute between management and the independent auditor that arose in connection with the preparation of those financial statements. The Audit Committee shall also review and report to the Board with respect to the financial portions of the corporation's annual report; evaluate internal accounting controls, evaluate accounting principles and practices, assure compliance with conflict of interest principles adopted by the Board of Trustees; and perform other duties as may be assigned by the Board of Trustees or its Chair.

Section 6-6 – Committee on Trustees. There shall be a Committee on Trustees that shall formulate policy for Board membership and shall nominate members and officers of the Board of Trustees for election at the annual meeting, evaluate the functioning of the Board of Trustees and provide orientation for new trustees. At a meeting before the annual meeting, the Committee on Trustees shall inform the Board of Trustees of its proposed slate of officers and trustees. In the event of any vacancy in any trustee or officer position, the Committee on Trustees shall nominate a replacement for such trustee or officer. The Committee shall periodically review the bylaws of the corporation and review the active engagement and development of trustees. The Committee shall perform other duties as assigned by the Board of Trustees or its Chair.

Section 6-7 - Special Committees. Special committees may be appointed at any time by the Chair of the Board. Such committees shall serve at the discretion of the Board of Trustees and until they are discharged. They shall have such duties as the Chair with the approval of the Board of Trustees may specify and define and, from time to time, modify. There shall be at least one member of the Board of Trustees on every committee appointed, unless the Board of Trustees specifically dispenses with this requirement.. Non-trustee members of special committees shall have the right to vote on all matters that come before the committee. The chair of each special committee shall assure that minutes of its proceedings are kept and that actions taken are reported at the next regular meeting of the Board of Trustees.

ARTICLE VII—OFFICERS OF THE BOARD OF TRUSTEES

Section 7-1 – Officers. The officers of the Board of Trustees shall consist of a Chair of the Board, one to three Vice-Chairs, a Secretary, a Treasurer, and such Assistant Secretaries and Assistant Treasurers as the Board of Trustees may from time to time determine.

Section 7-2 – Election. The officers shall be elected annually by a majority of the Board of Trustees at the annual meeting provided a quorum is present..

Section 7--3 – Term._The officers shall serve for a period of one year, and until their respective successors are elected and qualified. They shall take office at the conclusion of the annual meeting of the Board of Trustees at which they were elected. A Board officer may serve no more than five consecutive years in any one office.

Section 7-4 – Vacancies. Any vacancy in an officer position shall be filled by a vote of a majority of the members at any regular or special meeting of the Board of Trustees, provided a quorum is present.

Section 7-5 – Removal._ Any officer may be removed, with or without cause, at any time by the affirmative vote of two thirds of the entire Board of Trustees at a special meeting called to consider such removal.

ARTICLE VIII

VIII—DUTIES OF OFFICERS OF THE BOARD OF TRUSTEES

Section 8-1 – Chair._ The Chair of the Board shall preside at all meetings of the Board of Trustees. The Chair shall have the general powers and duties usually vested in the office of Chair of the Board of the corporation, and such other powers as may be specifically granted to the Chair from time to time by the Board of Trustees. The Chair shall be an ex officio voting member of all Committees. The Chair shall give, or cause to be given, notice of all meetings of the Board of Trustees or of the Executive Committee.

Section 8-2 - Vice-Chair(s). The Board of Trustees may elect up to three Vice Chairs. The Vice-Chair of the Board present with the greatest seniority as a Vice-Chair shall serve in the position of the Chair in the absence of the Chair, and when so serving shall have the duties,

powers, and responsibilities of the Chair. The Vice-Chair shall have such other duties as the Board of Trustees shall determine.

Section 8-3 – Secretary. The Secretary shall assure that a record is made of all proceedings of the Board of Trustees.

Section 8-4 – Treasurer. The Treasurer shall chair the Finance Committee. The Treasurer shall assure that full and accurate accounts of receipts and disbursements are maintained in the books belonging to the corporation and shall determine that all monies and valuable effects in the name and to the credit of the corporation are deposited in such depositories as may be designated by the Finance Committee or invested in securities. The Treasurer shall oversee the disbursement of the funds of the corporation as may be ordered by the Board of Trustees.

Section 8-5 – Assistant Officers. Any Assistant Secretaries and Assistant Treasurers shall have such duties as the Board of Trustees or the Chair may determine. Such positions must be filled by a majority vote of the Board of Trustees at any meeting provided a quorum is present.

ARTICLE IX—OFFICERS OF THE CORPORATION

Section 9.1-- Officers of the Corporation. The officers of the corporation are employees of the corporation. The officers of the corporation shall be the President and CEO and up to three Vice Presidents.

Section 9.2 -- President and CEO. The Board of Trustees shall employ a President and CEO who shall be the chief executive officer of the corporation, responsible for all of the operations of the corporation, subject to the direction and evaluation of the Board of Trustees and shall be an ex officio, non-voting member of the Board of Trustees and all committees of the board with the exception of the Audit Committee. It shall be the duty of the President and CEO to carry out all policies established by the Board of Trustees, approve the expenditure of the monies appropriated by the Board of Trustees in accordance with the annual budget approved by the Board. The President and CEO shall make an annual report and periodic reports to the Board concerning the programs of the corporation. He or she shall comply with all orders from the Board. All employees of the corporation, agents, and consultants, unless expressly excluded by the Board Chair, shall report and be responsible to the President and CEO, directly or through lines of supervision determined by the President and CEO. He or she shall perform such other duties as may be determined from time to time by the Board. The Board shall fix the compensation for such office and approve an organizational and salary structure to be administered under the supervision of the President and CEO. The President and CEO shall be appointed upon the approval of the Board. The President and CEO shall serve at the pleasure of the Board. He or she may resign at any time given written notice to the Board Chair.

Section 9.3 -- Vice President(s). The Board of Trustees may appoint up to three Vice Presidents who shall assist the President and CEO in carrying out the programs and other activities of the Trust. In the event of the prolonged absence or disability of the President and CEO, the Board shall appoint one Vice President as acting President and CEO and, as such, the acting President and CEO shall have all the authority and duties vested in the President and CEO.

Section 9.4 -- Other Personnel. The President and CEO may employ office and professional personnel and retain such agents or consultants as may be deemed necessary or desirable to carry out the activities of the corporation and achieve its objectives.

ARTICLE X—CONTRACTS, CHECKS, DEPOSITS, LOANS, AND FUNDS

Section 10.1 -- Contracts. The Board of Trustees or the Executive Committee may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or to 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 10.2 -- Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, or agent or agents of the corporation and in such a manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the Chair or a Vice Chair of the Board of Trustees.

Section 10.3 -- Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, corporation companies or other depositories as the Board of Trustees may select.

Section 10.4 -- Loans. No loans or advances shall be contracted on behalf of the corporation and no note or other evidence of indebtedness shall be issued in its name, unless and except as authorized by a majority of trustees present at a meeting of the Board of Trustees or, alternatively, for loans not in excess of One hundred thousand dollars (\$100,000) by the Executive Committee. Any such authorization may be general or confined to specific instances, and may include authorization to pledge, as security for loans or advances so authorized, any and all securities and other real or personal property or both at any time held by the Corporation. The Executive Committee shall have the authority to authorize internal transfers or loans between accounts or funds maintained by the Corporation other than those made in the course of routine cash management.

ARTICLE XI – ACQUISITION, DISPOSITION, ENCUMBRANCE OR LEASE OF REAL PROPERTY OR INTEREST IN REAL PROPERTY

Acquisition, Disposition, Encumbrance or Lease of Real Property or Interest in Real Property. No acquisition whether by purchase or otherwise, disposition whether by sale or otherwise, or mortgage, lease, pledge, charge, lien or other encumbrance, of or on any real property or any interest in real property shall be made by the Corporation unless authorized by a majority of trustees present at a meeting of the Board of Trustees or, alternatively, the Executive Committee provided a quorum is present.

ARTICLE XII – BOOKS AND RECORDS

Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep summary minutes of the proceedings of the meetings of its Board of Trustees and committees having any of the authority of the Board of Trustees, and shall keep at the registered or principal office a record giving the names and addresses of the trustees entitled to vote. Any trustee, or his or her agent or attorney may inspect all books and records of the corporation, for any proper purpose at any reasonable time.

ARTICLE XIII – FISCAL YEAR AND AUDITORS

Section 13.1 -- Fiscal Year. The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

Section 13.2 -- Audit and Auditors. The financial records of the corporation shall be audited at least once a year by a certified public accountant and the result of such audit shall be reported promptly to the Board of Trustees. The Board of Trustees shall, upon the recommendation of the Audit Committee, designate a firm of independent certified public accountants to serve as the auditors of the corporation. The auditors of the corporation shall perform such duties as the Board of Trustees and/or the Audit Committee shall assign to them.

ARTICLE XIV—CORPORATE SEAL

Corporate Seal. : The Board of Trustees shall provide a suitable seal containing the name of the corporation. The Secretary or any Assistant Secretary shall have power to affix the seal to the proper corporate instruments and documents and shall attest thereto.

ARTICLE XV—WAIVER OF MEETING NOTICE

Waiver of Notice. Any person entitled to such notice may waive any notice required by these by-laws, by the Certificate of Incorporation, or by law in writing. The waiver or waivers may be executed either before or after the event with respect to which notice is waived. Each trustee attending a meeting without protesting, prior to its conclusion, the lack of proper notice shall be deemed conclusively to have waived notice of the meeting.

ARTICLE XVI—INDEMNIFICATION OF TRUSTEES AND OFFICERS

Indemnification. Each trustee (including an ex officio trustee) or a non-trustee serving on appointed to a Board committee who was or is a party and each trustee who is threatened to be or is made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative or arbitrative, by reason of the fact that such person is, or was, a trustee, officer or employee of the corporation, or is or was serving at the request of the corporation as a director, officer, trustee, agent, or employee of another corporation, partnership, joint venture, or proprietorship, trust, employee benefit plan or other enterprise, whether or not for profit, shall be indemnified and reimbursed by the corporation for all liabilities (including amounts paid or incurred in satisfaction of settlements, judgments, fines and penalties) and expenses (including reasonable costs, disbursements, and counsel fees) and advanced expenses incurred in connection with any proceeding in advance of the final disposition of the proceeding to the fullest extent permitted by the laws of the State of New Jersey in effect at the time of such indemnification. The foregoing right of indemnification shall inure to the benefit of the heirs, executors, and administrators of each such trustee, shall not be exclusive of any other rights or indemnification to which any trustee may be entitled in any capacity as a matter of law or under any by-law, agreement, vote of trustees, insurance policy, or otherwise; and shall continue as to each such trustee who has ceased to be a trustee.

ARTICLE XVII—NO PERSONAL LIABILITY

No Personal Liability. No trustee, officer, or committee member appointed by the Board shall have any personal liability to any person or entity under any agreement, check, contract, deed, lease, mortgage, instrument, or transaction entered into by a trustee, officer, or committee member on behalf of the corporation or the Board of Trustees.

ARTICLE XVIII -- NON-LIABILITY OF CONTRIBUTORS

Non-Liability of Contributors. No contributor to the corporation shall be liable for the acts of the corporation, its Board of Trustees, its agents, or its representatives.

ARTICLE XIX—PROVISIONS LIMITING THE ACTIVITIES OF THE CORPORATION AND THE DISPOSITION OF ITS ASSETS UPON DISSOLUTION

Section 19.1-- Limiting the Activities of the Corporation. This corporation is not organized for profit, but is organized and shall operate exclusively for public, charitable, scientific and educational purposes. No part of the net earnings or income or property of the corporation shall inure to the benefit of any donor, trustee, officer, or individual having a personal or other interest in the activities of the corporation. No substantial part of the activities of this corporation shall be engaged in carrying on propaganda or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for any public office.

Section 19.2 -- Disposition of its Assets Upon Dissolution. In the event of the liquidation or dissolution of this corporation, all of its assets, after payment of its just debts, shall be distributed to one or more public or private organizations which shall enjoy tax-exempt status under Section

501(c)(3) of the Internal Revenue Code of 1954 as amended, or to a governmental agency which organizations and agencies shall be dedicated to substantially the same public purposes as this corporation. The Board of Trustees shall decide by a majority vote at the time of the dissolution of the corporation which of these organizations and agencies shall receive the assets of the corporation.

Section 19.3 -- Dissolution of the Corporation. This corporation may be dissolved by a two-thirds vote of the Board of Trustees at a regular or special meeting of the Board of Trustees provided special notice of the date, time, place and purpose of said meeting is sent to each Trustee at the address as shown by the records of the corporation, at least ten days in advance of such meeting.

ARTICLE XX—CERTIFICATION

Certification. It shall be the intent of the Board of Trustees to take all steps necessary to gain and maintain certification of Young Audiences of New Jersey (DBA Young Audiences New Jersey & Eastern Pennsylvania) by the national organization, Young Audiences Arts for Learning Network, to help ensure donors and supporters of the quality of programs and services.

ARTICLE XXI—AMENDMENTS TO THE BYLAWS

Amendments. These by-laws, except as they repeat provisions of the Certificate of Incorporation, may be amended or repealed at any regular or special meeting of the Board of Trustees by a vote of the majority of the entire Board provided notice of this proposed change has been given in writing to each member of the Board of Trustees at least five days prior to such meeting.