

BY-LAWS
OF
OIL HEAT CARES FOUNDATION
(A Not-For-Profit New York Corporation)

ARTICLE I
OFFICES

The legal office of the Corporation shall be in the county and state designated in the Certificate of Incorporation. The business office of the Corporation shall be at the same location as that of the Executive Director of the National Association of Oil Heating Service Managers, Inc. ("NAOHSM"). The Corporation may also maintain offices at such other places the Board of Directors may from time to time approve for the Corporation if required.

ARTICLE II
BOARD OF DIRECTORS

1. The Corporation shall be managed by its Board of Directors. Each director shall be at least 18 years of age. The initial Board of Directors shall consist of seven (7) persons, with at least four (4) directors being members in good standing of NAOHSM. The Board of Directors may vote to decrease or increase the number of directors, but the number of directors who are members of NAOHSM shall not be less than a majority of directors. The number of Directors constituting the entire Board shall not be less than three. Any action by the Board of Directors to effect such increase or decrease shall require the vote of a majority of the entire Board of Directors. No decrease shall shorten the term of any Director then in office.

2. The first Board of Directors shall consist of those persons elected by the Incorporators or named as the initial Board of Directors in the Certificate of Incorporation of the Corporation, and they shall hold office until the first Annual Meeting of Members, and until their successors have been duly elected and qualify. Thereafter, Directors shall be elected to hold office until the expiration of the term for which he or she was elected, and until his or her successor has been duly elected and qualified, or until his prior death, resignation or removal.

3. (a) Any Director may be removed with or without cause by vote of the members of the Corporation. The Board of Directors may remove any director thereof for cause only, at any special meeting of the Board called for that purpose.

(b) A Director may resign from office at any time by delivering a written resignation to the Board of Directors. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Corporation. Acceptance of such resignation, unless required by the terms thereof, shall not be necessary to make it effective.

4. Newly-created directorships or vacancies in the Board of Directors may be filled by a vote of a majority of the Board of Directors then in office. A director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of his or her predecessor.

5. (a) Meetings of the Board shall be held at any place within or without the State of New York as the Board may from time to time fix, or as shall be specified in a notice of meeting, or waiver of notice thereof. An annual meeting of the Board of Directors shall be held at such time and place as shall be fixed by the Board of Directors from time to time or by the person or persons calling the meeting.

(b) No notice shall be required for annual 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 Chairperson of the Board, or by a majority of the directors then in office.

(c) Notice of time and place of each special meeting of the Board of Directors shall be mailed to each Director, postage prepaid, addressed to him or her at his or her residence or usual place of business, or at such other address as he or she may have designated in a written request filed with the Secretary of the Corporation at least eight days before the day on which the meeting is to be held; provided, however that if such notice is for a special meeting requiring prompt action, such notice may be sent to him or her at such address by telegram or cablegram or facsimile transmission or by telephone, not less than forty-eight hours before the time at which such meeting is to be held. 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 or to her.

6. (a) Except as otherwise stated by law, the Certificate of Incorporation of this Corporation or these Bylaws, a majority of the Board of Directors shall constitute a quorum for the transaction of business or of any specified item of business. 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 as otherwise stated by law or these Bylaws, the vote of a majority of the Directors present at the time of vote, if a quorum is present at such time shall be the act of the Board.

(b) Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee 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 or committee shall be filed with the minutes of the proceedings of the Board or committee.

(c) Any one or more members of the Board or a committee thereof may participate in a meeting of the Board or committee 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 in person at a meeting.

7. The Chairperson of the Board, if any, shall preside at all meetings of Members and of the Board of Directors. If there be no Chairperson or in his or her 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.

ARTICLE III OFFICERS

1. The Board of Directors may elect or appoint a Chairperson of the Board of Directors, a Secretary, a Treasurer, or such other officers as the Board of Directors may from time to time deem appropriate.

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.

3. Any officer who is not a Director may be removed with or without cause by a vote of the majority of the Board of Directors.

4. (a) The Chairperson shall preside at all meetings of the Board of Directors, and shall have general supervision of the affairs of the Corporation, and shall keep the Board of Directors fully informed about the activities of the Corporation. He or she shall have the power to sign, with at least one other Director, all contracts and checks authorized by the Board. He or she shall have the power to sign, with at least one other Director, checks for reasonable and customary operating expenses (i.e., postage, phone, supplies, etc.). He or she shall also perform such other duties as shall from time to time be assigned by the Board of Directors.

(b) In the absence or disability of the Chairperson, a Director designated by a majority of the Board (when a quorum is present) shall perform the duties of the Chairperson.

(c) The Secretary shall attend all meetings of the Board of Directors and any executive committees, and shall preserve in the books of the Corporation true minutes of the proceedings of all such meetings. He or she shall have authority to affix the seal of the Corporation to all instruments where its use is required. He or she shall give all notices required by statute, by these Bylaws, or resolution and shall perform any other duties as may be delegated by the Board of Directors.

(d) The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation. He or she shall have the care and custody of all of the funds and securities of the Corporation, and shall deposit or cause to be deposited said funds in the name and to the credit of the Corporation in such bank accounts at such depositories as the Board of Directors may from time to time determine. He or she shall account for funds of the Corporation by taking proper vouchers for disbursements, and shall render to the Directors at the annual meetings of the board, and whenever requested by them, an account of all transactions, and of the financial condition of the Corporation.

(e) The office of Secretary and Treasurer may be held by the same individual.

ARTICLE IV MISCELLANEOUS

1. The Corporation shall keep at the business office of the Corporation, complete and correct records and books of account of the Corporation, including a minute book, which shall contain a copy of the Corporation's Certificate of Incorporation, a copy of these Bylaws and all minutes of meeting of the Boards of Directors, or any committee thereof, as well as a list or record containing the names and address of all Directors.

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. These Bylaws may be amended, altered, or repealed, and new Bylaws may be made, by a majority vote of all Directors then in office, either at a regular meeting or at a special meeting of Directors called for the purpose of amending these

Bylaws, provided that any notice of such meeting include the proposed amendment, alteration or repeal of these Bylaws.

ARTICLE V
CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

1. The Board of Directors is authorized to select such depositories as it shall deem proper for the funds of the Corporation and shall determine who shall be authorized in the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.

2. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in banks, certificates of deposit, or other accounts that are insured by the FDIC, or government securities, or comparable secure investment vehicles, as the Board of Directors may deem desirable.

ARTICLE VI
INDEMNIFICATION

The Corporation may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he, his testator or intestate was a director, officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

The foregoing By-Laws were duly adopted at a meeting of the Board of Directors held on the 12 day of February, 2005.

Judith Gacher
Secretary