

AMENDED AND RESTATED BYLAWS

of

HUAIROU COMMISSION: WOMEN, HOMES & COMMUNITY

As adopted as of February 5, 2018

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ARTICLE I

Name, Purposes, and Offices

Section I.1 **Name.** The name of the corporation is Huairou Commission: Women, Homes & Community (the “Corporation”).

Section I.2 **Purposes and Powers.** The purposes and powers of the Corporation shall be those set forth in the Corporation’s Articles of Incorporation, as from time to time amended, restated, or otherwise modified.

Section I.3 **Offices.** The principal office of the Corporation shall be located at 249 Manhattan Avenue, Brooklyn, NY 11211, in Kings County, New York. The Corporation may maintain additional offices at such other places within or without New York State as the Governing Council of the Corporation may from time to time designate.

ARTICLE II

Membership

Section II.1 **Membership.** The Corporation shall have one (1) class of members (the “Members”). The Governing Council (as described in ARTICLE III) shall have the authority to establish and define additional non-voting classes of membership. The Governing Council may adopt, replace, or amend such other criteria for membership, including a schedule of dues, as it deems appropriate. The Corporation shall at all times have not less than twenty-five (25) Members but no greater than seventy (70) Members; provided, that the Governing Council may, subject to Section 2.5, increase or decrease such number of Members as it deems appropriate.

Section II.2 **Term.** The Membership Committee (as defined in Section 4.2) shall review and recommend to the Governing Council the introduction of new Members and the renewal of current membership terms. Each Member shall serve as a Member for four (4) years; provided, that such term may be extended as provided under these Bylaws.

Section II.3 **Meetings.** There shall be an annual meeting of the Members (the “Global Grassroots Women’s Congress”) for the purposes of:

- A. Electing the Directors to fill vacancies on the Governing Council;
- B. Examining emerging trends, opportunities, and challenges to provide the Corporation’s Members with a common perspective on the context in and to which the Corporation must anticipate its work to be required and undertaken;
- C. Ensuring that the Corporation remains in compliance with the needs, priorities, and intentions of the Members;

- D. Ensuring that appropriate strategies and policies are in place;
- E. Reviewing progress against the Corporation's systematic and multi-year plan of action (the "Strategic Plan"), making necessary adjustments thereto, and advising the Governing Council of such adjustments;
- F. Assessing the overall financial position of the Corporation and identifying actions and Member roles that may be necessary to strengthen financial stability;
- G. Building coalitions and celebrating success;
- H. Approving the annual report of the Treasurer described in Section 5.13D of these Bylaws; and
- I. Transacting such other business as may come before the Members.

For clarity, the Global Grassroots Women's Congress: (i) elects the Voting Directors described in Section 3.3A through Section 3.3G (inclusive); and (ii) does not elect the Founding Organization Director (who is also a Voting Director) described in Section 3.3H; instead, the appointment of the Founding Organization Director is described in Section 3.4B. The Global Grassroots Women's Congress shall be held annually at the place, time, and date as may be fixed by the Governing Council, or, if not so fixed, as may be determined by the Chair of the Governing Council. The Global Grassroots Women's Congress shall be held in-person every three (3) years (each, an "In-Person Global Grassroots Women's Congress"). However, any one (1) or more Members may participate in any Global Grassroots Women's Congress other than an In-Person Global Grassroots Women's Congress by means of a conference telephone, videoconference, or similar communications equipment allowing all persons participating in the meeting to hear and speak to each other, and participation by such means shall constitute presence "in person" at a meeting for all purposes, including quorum and voting. Special meetings of the Members shall be held whenever called by the Executive Committee (as defined in Section 4.2) or by a simple majority of the Governing Council, or by the person specifically authorized under the laws of the State of New York to call special meetings of the Members. Upon receiving the resolution or written demand, the Secretary shall give prompt notice of such meeting as provided in Section 2.4; provided, that if the Secretary fails to do so within five (5) business days thereafter, any Member signing such demand may give such notice.

Section II.4 Notice of Meetings. Written notice stating the place, date, and time of any Member meeting shall be given to each Member entitled to vote at such meeting by: (A) personal delivery; (B) by first class mail, postage prepaid, at her address as it appears in the records of the Corporation; or (C) by facsimile or e-mail, at her facsimile number or address as it appears in the records of the Corporation. For any meeting other than the Global Grassroots Women's Congress, the notice shall indicate that it is being issued by or at the direction of the person(s) calling the meeting. Notice of a special meeting also shall indicate the purpose(s) for which the meeting is called (the "Special Member Meeting Purposes"). No special meeting shall address any matter other than the Special Member Meeting Purposes. Notice shall be given not less than ten (10) nor more than fifty (50) days before the date of the meeting. Notice shall be deemed to have not been given if the Corporation is unable to deliver two (2) consecutive notices

to a Member via facsimile or e-mail, or otherwise becomes aware that notice cannot be delivered to a Member via facsimile or e-mail. Notice of meetings need not be given to any Member who submits a waiver of notice before or after the meeting to the Secretary or the Chair of the Corporation. Waiver of notice may be submitted in person, in writing, or via facsimile or e-mail.

Section II.5 Quorum and Adjournment of Meetings. At all meetings of the Members, the presence in person or by means of a conference telephone, videoconference, or similar communications equipment allowing all persons participating in the meeting to hear and speak to each other, of both (a) a majority of the Members and (b) the number of Members which is greater than the number of Directors serving on the Governing Council at the time of any such meeting shall constitute a quorum for the transaction of business. In the absence of a quorum, the Members present may adjourn the meeting. When a meeting is adjourned to another time or place, notice of the new meeting is not required if the time or place for the new meeting is announced at the meeting at which the adjournment is taken, and at the new meeting any business may be transacted that might have been transacted on the original date of the meeting.

Section II.6 Organization of Meetings. The Chair of the Governing Council shall preside at all meetings of the Members or, in the absence of the Chair, an acting Chair shall be chosen by the Members present. The Secretary of the Governing Council shall act as secretary at all meetings of the Members, or, in the absence of the Secretary, the acting Chair shall appoint any person to act as secretary of the meeting.

Section II.7 Voting. At any meeting of the Members, each representative appointed by a Member present in person shall be entitled to one (1) vote. Upon demand of any Member, any vote for directors or upon any question before the meeting shall be by ballot. The record date for determining eligibility to vote shall be not less than ten (10) nor more than fifty (50) days before the date of the meeting.

Section II.8 No Proxy. In no event shall any Member authorize any another Member to act for such Member by proxy.

Section II.9 Resignation and Termination. Any Member may resign by filing a written resignation with the Secretary. A Member may have her membership terminated where: (a) at least three (3) Members propose, based on their reasonable and good-faith belief that such Member is not fulfilling its duties as a Member, to the Membership Committee that the membership votes to terminate the Member's membership and submit to the Membership Committee a letter setting forth in reasonable detail the reasons for such belief; (b) the Membership Committee approves such proposed vote; and (c) a majority of the membership votes to terminate the Member's membership at the then next Global Grassroots Women's Congress. For clarity, the process specified in the immediately-preceding sentence of this Section 2.9 is the only process by which a Member may have her membership terminated. Resignation or termination shall not relieve a Member of unpaid dues or other charges previously accrued. In the event that a person who has resigned or has been terminated as a Member pursuant to this Section 2.9 wishes to again become a Member, then such person shall pay any unpaid dues or other charges previously accrued by such person as a Member before again becoming a Member.

Section II.10 **Action by the Members.** Except as otherwise provided by statute or by these Bylaws, any corporate action authorized by a majority of the votes cast at a meeting of Members shall be the act of the Members. Action may be taken without a meeting if all Members consent to the adoption of a resolution authorizing the action. Such consent shall be set forth the action so taken and shall be submitted in writing or via e-mail or facsimile. The resolution and consents thereto shall be filed with the minutes of the proceedings of the Members.

Section II.11 **Special Actions Requiring Vote of Members.** The following corporate actions may not be taken without approval of the Members:

A. A plurality of the votes cast at a meeting of the Members is required for the election of directors of the Corporation;

B. A majority of the votes cast at a meeting of the Members is required for any amendment of or change to the Articles of Incorporation or these Bylaws;

C. Two-thirds of the votes cast at a meeting of the Members is required for:

(1) Authorization of a sale, lease, exchange, or other disposition of all or substantially all of the assets of the Corporation;

(2) Adoption of a plan of merger, consolidation, or dissolution;
or

(3) Revocation of a voluntary dissolution proceeding;

provided, however, that the affirmative votes cast in favor of any action described in this Section 2.11C shall be at least equal to the minimum number of votes necessary to constitute a quorum. Blank votes or abstentions shall not be counted in the number of votes cast.

ARTICLE III *Governing Council*

Section III.1 **Power of the Governing Council.** Between each Global Grassroots Women's Congress, the Governing Council shall exercise the following responsibilities with the objective of directing the Corporation's strategy:

A. Engaging the Members to establish the Strategic Plan;

B. Establishing the policies and related authorities needed to ensure effective governance and prudent management of the Corporation;

C. Establishing Committees of the Governing Council (as defined in Section 4.1A) and making appointments thereto as provided thereunder;

D. Reviewing the Corporation's audited financial statements;

E. Approving and reviewing performance of the Corporation's annual work plan and budget and reporting on the same to the Members at each Global Grassroots Women's Congress;

F. Ensuring that the Corporation operates in accordance with applicable law, its governance documents, and any rules and policies duly established by itself or the Global Grassroots Women's Congress;

G. Selecting the Executive Director (as described in Section 7.1A) and reviewing her performance on an annual basis; and

H. As provided in Section 2.3A, filling vacancies on the Governing Council which shall be approved by the Members at the subsequent Global Grassroots Women's Congress.

Notwithstanding anything to the contrary herein, including this Section 3.1, (x) the Director of the Secretariat (and not the Governing Council) shall at all times exercise the day-to-day operational power of the Corporation, including management of the Corporation's business, property, affairs, and activities; and (y) a majority of the Directors serving on the Governing Council shall at all times be grassroots women.

Section III.2 Qualifications of Directors. Each Director shall be: (a) at least eighteen (18) years old; and (b) experienced with and understanding of the "4Cs of Membership Criteria (Constituency, Consistency, Contributions, & Communications)," as further described in other of the Corporation's governance documents. A Director need not be a resident of the State of New York.

Section III.3 Number of Directors. The Governing Council shall consist of eighteen (18) Directors, at least eight (8) of whom shall be grassroots women. The Governing Council shall consist of the fifteen (15) Voting Directors described in Section 3.3A through Section 3.3H (inclusive) and the three (3) Non-Voting Directors described in Section 3.3I through Section 3.3K (inclusive) (collectively, the "Directors");

A. one (1) representative collectively nominated by the Member(s) organized in Asia;

B. one (1) representative collectively nominated by the Member(s) organized in Africa;

C. one (1) representative collectively nominated by the Member(s) organized in Latin America;

D. one (1) representative collectively nominated by the Member(s) organized in the Caribbean;

E. one (1) representative collectively nominated by the Member(s) organized in Europe or North America;

F. five (5) representatives collectively nominated “at-large” grassroots women by the Members;

G. four (4) representatives collectively nominated by the Facilitating Organizations, which Facilitating Organizations shall be defined in other of the Corporation’s governance documents;

H. one (1) representative appointed by the Founding Organizations pursuant to Section 3.4B, which Founding Organizations shall be defined in other of the Corporation’s governance documents (the “Founding Organization Director”);

I. one (1) representative collectively nominated by the Partners, which Partners shall be defined in other of the Corporation’s governance documents;

J. one (1) representative from the Global Advisory Board; and

K. the Director of the Secretariat.

The number of Directors may be increased or decreased by action of the Members; provided, that (x) no decrease shall shorten the term of any incumbent Director and (y) any increase or decrease shall be approved by the Members at the subsequent Global Grassroots Women’s Congress. The term “Entire Governing Council” means the number of Directors that were elected as of the most recently held election of Directors (including, for clarity, the Founding Organization Director), as well as any Directors whose terms have not yet expired.

Section III.4 **Election and Term of Directors.**

- A. The initial Directors shall be the persons named in the Articles of Incorporation and shall serve until the first Global Grassroots Women’s Congress. Thereafter, the terms of the Directors (other than that of the Founding Organization Director, which is described in Section 3.4B) shall be staggered by dividing the total number of Directors into two (2) as nearly equal as possible classes. The term of Directors in the first class shall expire two (2) years following their election or, if applicable, four (4) years following any subsequent reelection as provided below (the “Class A Directors”), and the term of Directors in the second class shall expire four (4) years following their election (the “Class B Directors”). The initial Chair of the Governing Council shall be elected at the first Global Grassroots Women’s Congress, and each and every subsequent Chair of the Governing Council shall be elected by the Global Grassroots Women’s Congress. Notwithstanding the foregoing, the process by which all other Directors are elected shall be detailed in other of the Corporation’s governance documents. If the number of Directors is changed by the Governing Council or the Members in accordance with these Bylaws, any increase or decrease shall be apportioned among the classes of Directors in order to maintain the number of Directors in each class as nearly equal as possible. No Class A Director shall serve more than one (1) full two (2)-year term and one (1) subsequent four (4)-year term. No Class B Director shall serve more than two (2) full four (4)-year terms, unless (i) there are exceptional circumstances; and (ii) the Global Grassroots Women’s Congress consents to such extension. In addition to the Directors elected as above, the Managing Director of Secretariat shall be an Ex-Officio member of the Governing Council, who shall not have the right to vote nor count toward a quorum.

- B. Each Founding Organization shall designate one (1) representative (each, a “Founding Organization Representative”) who shall periodically serve as the Founding Organization Director in accordance with this Section 3.4B. The initial Founding Organization Director shall be appointed by the Founding Organizations at the first Global Grassroots Women’s Congress. Thereafter, the Founding Organization Director shall rotate every six (6) months among the Founding Organization Representatives according to a rotation schedule. The rotation schedule for the position of Founding Organization Director shall be established by drawing names of the Founding Organization Representatives (other than the initial Founding Organization Director). The Founding Organization Director shall be appointed in order by the Founding Organization Representatives whose names are drawn, with the position of Founding Organization Director then indefinitely rotated thereafter according to the order of the names drawn (including, for clarity, the name of the initial Founding Organization Director as the first name in such rotation). Each Founding Organization may at any time amend its Founding Organization Representative by notice in writing to each of the other Founding Organizations.
- C. The provisions herein regarding election of Directors, length of term, and term limits, if any, shall not apply to Ex-Officio Directors, each of whom shall continue in office so long as, but no longer than, (s)he holds the office from which Ex-Officio status derives.

Section III.5 Vacancies and Newly-Created Directorships. As provided under Section 2.3A and Section 3.1H, vacancies occurring in the Governing Council for any reason, including death, resignation as provided under Section 3.6, or removal as provided under Section 3.7 and Section 3.8, and newly-created directorships resulting from an increase in the authorized number of Directors as provided under Section 3.3 shall be filled by the Governing Council and approved by the Members by a plurality of the votes cast. Each Director so elected shall serve until the next Global Grassroots Women’s Congress at which the election of Directors is the regular order of business and until her successor is elected.

Section III.6 Resignation. Any Director may resign at any time by delivering notice to the Chair of the Governing Council, the Chair, the Secretary, or the Governing Council in writing or by e-mail or facsimile, unless the notice specifies a later time for the effectiveness of such resignation; provided, that no Director may resign if the Corporation would then be left without a duly elected Director in charge of its affairs, except upon the notice of the Attorney General of the State of New York or other appropriate agency of the State of New York. The resignation shall take effect when such notice is so delivered, unless the notice specifies a later effective date, and the acceptance of such resignation shall not be necessary to make it effective.

Section III.7 Removal by Members. Any Director may be removed by Members where:

A. At least five (5) Members collectively propose, based on their reasonable and good-faith belief that such Director is in breach of its duties, to the Chair of the Governing Council that the membership hold a vote to remove the Director (the “Member-Initiated Director Removal Vote”) and, in conjunction therewith, submit a letter to the Chair of the Governing Council setting forth in reasonable detail the reasons for such belief (the “Member-Initiated Director Removal Proposal”);

B. If the Chair of the Governing Council, in its sole and reasonable discretion, determines that the Member-Initiated Director Removal Proposal:

(1) demonstrates there is no genuine dispute that the Director is in fact in breach of its duties, then the Director shall be immediately removed;

(2) raises a reasonable concern that the Director is in breach of its duties, then the Chair of the Governing Council shall promptly thereafter provide a copy of the Member-Initiated Director Removal Proposal (redacted so as to remove all identifying information of the proposing Members) to such Director and provide such Director thirty (30) days to cure the alleged breach; or

(3) does not raise a reasonable concern that the Director is in breach of its duties, then the Chair of the Governing Council shall promptly so notify the proposing Members, and the removal process outlined in this Section 3.7 shall immediately terminate with respect to the Director;

C. If the removal process continues pursuant to Section 3.7B(2) and, in the Chair of the Governing Council's sole and reasonable discretion, the Director has not cured such alleged breach within the thirty (30)-day period specified in Section 3.7B(2), the Chair of the Governing Council shall approve the Member-Initiated Director Removal Vote; and

D. A majority of the membership present in person at the next regular meeting or special meeting of the Members called for the Member-Initiated Director Removal Vote votes to remove the Director; provided, that there is a quorum present at such meeting and that notice of the proposed action shall have been transmitted to all Members in accordance with Section 2.4 at least ten (10) days prior to such meeting.

For clarity, the process specified in this Section 3.7 is the only process by which a Director may be removed by Members.

Section III.8 **Removal by Directors.** Any Directors may be removed by Directors where:

A. At least three (3) Directors collectively propose, based on their reasonable and good-faith belief that such Director is in breach of its duties, to the Chair of the Governing Council that the Governing Council hold a vote to remove the Director (the "Director-Initiated Director Removal Vote") and, in conjunction therewith, submit a letter to the Chair of the Governing Council setting forth in reasonable detail the reasons for such belief (the "Director-Initiated Director Removal Proposal");

B. If the Chair of the Governing Council, in its sole and reasonable discretion, determines that the Director-Initiated Director Removal Proposal:

(1) demonstrates there is no genuine dispute that the Director is in fact in breach of its duties, then the Director shall be immediately removed;

(1) raises a reasonable concern that the Director is in breach of its duties, then the Chair of the Governing Council shall promptly thereafter provide a copy of the Director-Initiated Director Removal Proposal (redacted so as to remove all identifying information of the proposing Directors) to such Director and provide such Director thirty (30) days to cure the alleged breach; or

(2) does not raise a reasonable concern that the Director is in breach of its duties, then the Chair of the Governing Council shall promptly so notify the proposing Directors, and the removal process outlined in this Section 3.8 shall immediately terminate with respect to the Director;

A. If the removal process continues pursuant to Section 3.8B(2) and, in the Chair of the Governing Council's sole and reasonable discretion, the Director has not cured such alleged breach within the thirty (30)-day period specified in Section 3.8B(2), the Chair of the Governing Council shall approve the Director-Initiated Director Removal Vote; and

C. A majority of the Voting Directors present at the next regular meeting or special meeting of the Governing Council called for the Director-Initiated Director Removal Vote votes to remove the Director; provided, that there is a quorum of not less than a majority of the Entire Governing Council present at such meeting and that notice of the proposed action shall have been transmitted to all Directors at least seven (7) days prior to such meeting.

For clarity, the process specified in this Section 3.8 is the only process by which a Director may be removed by Directors.

Section III.9 Meetings. The Governing Council shall meet three (3) times per calendar year. Notwithstanding Section 3.12, at least one (1) meeting of the Governing Council per calendar year shall be an in-person meeting. Meetings of the Governing Council shall be held at the principal office of the Corporation as specified in Section 1.3 unless otherwise provided by the Governing Council or at such other place as may be designated from time to time by resolution of the Governing Council. An annual meeting of the Governing Council shall be held each year for the election of officers and for the transaction of such other business as may properly come before the meeting. Regular meetings of the Governing Council shall be held at such times as may be fixed by the Governing Council. Special meetings of the Governing Council may be held at any time upon the call of the Chair of the Governing Council, the Chair, the Vice-Chair, the Secretary, any two (2) Directors, or, if different, the persons specifically authorized under the laws of the State of New York to call special meetings of the Governing Council, at the time and place fixed by the person or persons calling the special meeting.

Section III.10 Notice of Meetings. Notice need not be given of regular meetings of the Governing Council if such meetings are fixed by the Governing Council. Notice shall be given of the annual meeting of the Governing Council, each regular meeting not fixed by the Governing Council, and each special meeting of the Governing Council. Notice shall be either: (A) sent via e-mail or facsimile to each Director, at her e-mail address or facsimile number as it appears in the records of the Corporation, at least twenty-one (21) calendar days before the day of the meeting, and the Director to whom such notice is sent shall acknowledge personal receipt of the notice by a return message or telephone call within twenty-four (24) hours of the delivery

of such e-mail or facsimile, as applicable; or (B) mailed to each Director, postage prepaid, at her address as it appears in the records of the Corporation, at least twenty-one (21) calendar days before the day of the meeting. Notice shall include the date, time, and place of the meeting, and, for each annual and special meeting, shall be accompanied by a written agenda setting forth all matters upon which action is proposed to be taken (the “Special Governing Council Meeting Purposes”). No special meeting shall address any matter other than the Special Governing Council Meeting Purposes. For discussion of matters requiring prompt action, notice of special meetings may be given to each Director in person or by telephone, e-mail, or facsimile, no less than forty-eight (48) hours before the meeting is to be held, unless the meeting must be held within forty-eight (48) hours. Notice of any adjourned meeting shall be given to any Director who was not present at the time of the adjournment, and to the other Directors, if the time and place of the adjourned meeting were not announced at the meeting. Notice of a meeting need not be given to any Director who submits a waiver of notice, in writing or via e-mail or facsimile, to the Secretary before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

Section III.11 **Quorum.** Unless a greater proportion is required by law, the Articles of Incorporation, or these Bylaws, at each meeting of the Governing Council, a majority of the Voting Directors shall constitute a quorum for the transaction of business. If a quorum is not present at any meeting of the Governing Council, a majority of those Directors present may adjourn the meeting until such a quorum is present. The Governing Council shall not conduct any business at any meeting at which the required quorum is not present. The only motion which the Chair shall entertain is a motion to adjourn. Voting Directors who are present at a meeting but not present at the time of a vote due to a conflict of interest or related party transaction shall be determined to be present at the time of the vote for purposes of this paragraph.

Section III.12 **Participation in Meetings via Technology.** Subject to Section 3.8, any one (1) or more Directors may participate in any meeting of the Governing Council or any committee thereof by means of a conference telephone, videoconference, or similar communications equipment allowing all persons participating in the meeting to hear and speak to each other. Participation by such means shall constitute presence in person at a meeting for all purposes, including quorum and voting.

Section III.13 **Action at a Meeting.** Voting Directors may not vote by proxy. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, the affirmative vote of a majority of the Voting Directors present at a meeting of the Governing Council, if a quorum is present at the time of the vote, shall be the act of the Governing Council; provided, however, that authorization of the following shall require the affirmative vote of at least two-thirds of the Entire Governing Council:

- A. A sale, lease, exchange, or other disposition of all or substantially all of the assets of the Corporation;
- B. A purchase of real property, if such property would, upon purchase, constitute all, or substantially all, of the assets of the Corporation;
- C. A plan of merger, consolidation, or dissolution;

- D. Revocation of a plan of voluntary dissolution; and
- E. Approval of an employee serving as Chair of the Governing Council.

Section III.14 **Action without a Meeting.** Any action required or permitted to be taken by the Governing Council or any Committee of the Governing Council may be taken without a meeting if all members of the Governing Council or such committee consent to the adoption of a resolution authorizing the action. Such consent shall be submitted in writing or via e-mail or facsimile. The resolution and consents thereto shall be filed with the minutes of the proceedings of the Governing Council or the Committee of the Governing Council, as applicable.

Section III.15 **Conduct of Meetings.** At each meeting of the Governing Council, the Chair, or, in the Chair's absence, the Vice-Chair, or, in the Vice-Chair's absence, a person chosen by a majority of the Directors present shall preside. The Secretary shall act as secretary of each meeting of the Governing Council, shall record the minutes of each meeting, and, upon their adoption by the Governing Council, shall retain such minutes with the permanent records of the Corporation. In the absence of the Secretary, the presiding officer of the meeting shall appoint a secretary of the meeting. Procedures for the conduct of meetings shall be amended or revised from time to time by a resolution of the Governing Council.

Section III.16 **Compensation of Directors.** The Corporation shall not pay any compensation to Directors for their services as Directors of the Corporation, except that Directors may be reimbursed for reasonable and necessary expenses incurred in the performance of their duties to the Corporation upon the approval of the Executive Director. Subject to the Corporation's conflict of interest policy and applicable law, Directors may receive reasonable compensation for services performed in other capacities for or on behalf of the Corporation pursuant to authorization by the Executive Director. Notwithstanding the foregoing, a Director may not be present for, participate in, or improperly influence the deliberation of or vote on any transaction related to such Director.

ARTICLE IV

Committees

Section IV.1 **Committees Generally.**

A. The Governing Council may create committees of the Governing Council, each consisting of three (3) or more Directors (each, a "Committee of the Governing Council"). The Governing Council shall appoint the members of any Committee of the Governing Council, except that in the case of the Executive Committee or similar committee, however denominated, the appointment shall be made by a majority of the Entire Governing Council.

- D. Each Committee of the Governing Council shall serve at the pleasure of the Governing Council and shall have all the authority of the Governing Council to the extent provided in the resolution or the Articles of Incorporation establishing the committee, except that no Committee of the Governing Council shall have authority as to the following matters:

- (1) The filling of vacancies in the Governing Council or in any committee;
- (2) The fixing of compensation of the Directors for serving on the Governing Council or on any committee;
- (3) The amendment or repeal of the Bylaws or the adoption of new Bylaws;
- (4) The approval of amendments to the Articles of Incorporation;
- (5) The amendment or repeal of any resolution of the Governing Council which by its terms shall not be so amendable or repealable;
- (6) The authorization of a sale, lease, exchange, or other disposition of all or substantially all the assets of the Corporation;
- (7) The adoption of any plan of merger, consolidation, or dissolution of the Corporation; or
- (8) The election or removal of officers and Directors.

B. Section 3.9 through Section 3.16 of these Bylaws shall apply to Committees of the Governing Council and their members as well, except that Committee of the Governing Council shall not be required to hold annual meetings.

C. The Governing Council may designate one (1) or more Directors as alternate members of any Committee of the Governing Council, who may replace any absent committee member at any meeting of such Committee of the Governing Council. Any vacancies occurring on a Committee of the Governing Council may be filled at any meeting of the Governing Council.

D. Each Committee of the Governing Council shall keep regular minutes of its proceedings and report the same to the Governing Council, and such minutes shall be retained with the permanent records of the Corporation.

E. Each committee member shall serve at the pleasure of the Governing Council. The designation of any Committee of the Governing Council and the delegation thereto of authority shall not alone relieve any Director of her duty to the Corporation under Section 717 of the New York Not-for-Profit Corporation Act (the “NPCL”) (Duty of directors and officers).

F. Committees, other than Committees of the Governing Council, shall be committees of the Corporation (each, a “Committee of the Corporation”). At any meeting of the Governing Council, the Governing Council may create or eliminate one (1) or more Committees of the Corporation and appoint or remove person(s) to serve on such committees. Such committees shall be advisory only and may contain non-Directors.

Section I.2 Committees of the Governing Council. The Governing Council shall establish the following Committees of the Governing Council: (a) a Committee of the Governing Council (the “Executive Committee”) that shall (i) make important decisions, as needed, in lieu of full Governing Council votes during periods between Governing Council meetings, and (ii) consist of the Chair, the Vice-Chair, the Treasurer, the Secretary, the chair of the Membership Committee, the chair of the Audit Committee, and the chair of the Nominating Committee; (b) a Committee of the Governing Council (the “Membership Committee”) that shall review and recommend to the Governing Council the introduction of new Members and the renewal of current membership terms, as provided in Section 2.2; (c) a Committee of the Governing Council (the “Audit Committee”) that shall oversee the corporate accounting and financial reporting processes and the independent certified public accountant’s audit of the Corporation’s financial statements; and (d) a Committee of the Governing Council (the “Nominating Committee”) that shall secure candidates for the ballot and present a slate of qualified, acceptable candidates for Directors to the Governing Council for approval and to the Members for a vote. The other roles, responsibilities, and succession of the aforementioned Committees of the Governing Council shall be detailed in other of the Corporation’s governance documents. Notwithstanding the foregoing, (x) the Governing Council may in its discretion create additional Committees of the Governing Council as provided under Section 4.1A, and (y) the Treasurer shall not serve as the chair of the Audit Committee.

Section IV.2 Term of Office. Each member of a committee shall serve for a term of three (3) years from the date of her election or appointment to such committee. Each member of a committee shall continue as such until her term expires, and until her successor is elected or appointed, unless such committee shall be sooner abolished or unless such member be removed or cease to qualify as a member of the committee. Notwithstanding the foregoing, there shall be no limit on the number of terms a member may serve on a committee.

Section IV.3 Chairperson. One (1) member of each committee shall be appointed chairperson by a vote of a majority of the Entire Governing Council unless otherwise specified in such committee’s charter; provided, that such charter was adopted by a vote of a majority of the Entire Governing Council.

Section IV.4 Vacancies. Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of original appointments, and any member so elected shall be elected for the unexpired term of her predecessor.

Section IV.5 Quorum. Unless otherwise provided in a committee’s establishing resolution or charter, a majority of the whole committee shall constitute a quorum, and the act of a majority of members present at a meeting at which a quorum is present shall be an act of the committee.

Section IV.6 Rules. Each committee shall adopt a charter and may adopt further rules and regulations for its meetings and the conduct of its activities as it may deem appropriate; provided, however, that such charter and rules and regulations shall be consistent with these Bylaws; provided, further, that regular minutes of all proceedings shall be kept.

ARTICLE V

Officers

Section V.1 **Officers.** The officers of the Corporation may consist of a Chair, a Vice-Chair, a Secretary, a Treasurer, and such other officers with such titles as the Governing Council shall determine, each of whom shall be chosen by and shall serve at the pleasure of the Governing Council.

Section I.3 **Founding Organizations.** No representative from the Founding Organizations may be elected as an officer.

Section I.4 **Election, Term of Office, and Qualifications.** The officers of the Corporation shall be elected by the Governing Council, from among the Directors, at the annual meeting of the Governing Council. Each officer shall hold office for a term of three (3) years and until such officer's successor is elected, unless he or she resigns as provided under Section 5.5, is removed by the Governing Council as provided under Section 5.6 or Section 5.7, or is otherwise disqualified to serve before the end of the term. An officer may serve no more than two (2) consecutive terms in a particular office. One (1) person may not hold and perform the duties of more than one (1) office.

Section V.2 **Chair of the Governing Council.** No employee of the Corporation shall serve as Chair of the Governing Council or hold any other title with similar responsibilities, unless the Governing Council approves such employee serving as Chair of the Governing Council by a two-thirds vote of the Entire Governing Council and contemporaneously documents in writing the basis for the Governing Council's approval; provided, however, that no such employee shall be considered an independent director for purposes of Chapter 35 of the NPCL. All officers shall be subject to the supervision and direction of the Governing Council.

Section I.5 **Resignation.** Any officer may resign at any time by delivering written notice to the Chair or the Secretary. The resignation shall take effect when such notice is so delivered, unless the notice specifies a later effective date, and the acceptance of such resignation shall not be necessary to make it effective.

Section I.6 **Removal by Members.** Any officer may be removed by Members where:

A. At least five (5) Members collectively propose, based on their reasonable and good-faith belief that such officer is in breach of its duties, to the Chair of the Governing Council that the membership hold a vote to remove the officer (the "Member-Initiated Officer Removal Vote") and, in conjunction therewith, submit a letter to the Chair of the Governing Council setting forth in reasonable detail the reasons for such belief (the "Member-Initiated Officer Removal Proposal");

B. If the Chair of the Governing Council, in its sole and reasonable discretion, determines that the Member-Initiated Officer Removal Proposal:

(3) demonstrates there is no genuine dispute that the officer is in fact in breach of its duties, then the officer shall be immediately removed;

(1) raises a reasonable concern that the officer is in breach of its duties, then the Chair of the Governing Council shall promptly thereafter provide a copy of the Member-Initiated Officer Removal Proposal (redacted so as to remove all identifying information of the proposing Members) to such officer and provides such officer thirty (30) days to cure the alleged breach; or

(4) does not raise a reasonable concern that the officer is in breach of its duties, then the Chair of the Governing Council shall promptly so notify the proposing Members, and the removal process outlined in this Section 5.6 shall immediately terminate with respect to the officer;

B. If the removal process continues pursuant to Section 5.6B(2) and, in the Chair of the Governing Council's sole and reasonable discretion, the officer has not cured such alleged breach within the thirty (30)-day period specified in Section 5.6B(2), the Chair of the Governing Council shall approve the Member-Initiated Officer Removal Vote; and

C. A majority of the membership present in person, or by means of a conference telephone, videoconference, or similar communications equipment allowing all persons participating in the meeting to hear and speak to each other, at the next regular meeting or special meeting of the Members called for the Member-Initiated Officer Removal Vote votes to remove the officer; provided, that there is a quorum present at such meeting and that notice of the proposed action shall have been transmitted to all Members in accordance with Section 2.4 at least ten (10) days prior to such meeting.

For clarity, the process specified in this Section 5.6 is the only process by which an officer may be removed by Members.

Section I.7 Removal by Directors. Any officer may be removed by Directors where:

D. At least three (3) Directors collectively propose, based on their reasonable and good-faith belief that such officer is in breach of its duties, to the Chair of the Governing Council that the Governing Council hold a vote to remove the officer (the "Director-Initiated Officer Removal Vote") and, in conjunction therewith, submit a letter to the Chair of the Governing Council setting forth in reasonable detail the reasons for such belief (the "Director-Initiated Officer Removal Proposal");

E. If the Chair of the Governing Council, in its sole and reasonable discretion, determines that the Director-Initiated Officer Removal Proposal:

(5) demonstrates there is no genuine dispute that the officer is in fact in breach of its duties, then the officer shall be immediately removed;

(1) raises a reasonable concern that the officer is in breach of its duties, then the Chair of the Governing Council shall promptly thereafter provide a copy of the Director-Initiated Officer Removal Proposal (redacted so as to remove all identifying information of the proposing Directors) to such officer and provide such officer thirty (30) days to cure the alleged breach; or

(6) does not raise a reasonable concern that the officer is in breach of its duties, then the Chair of the Governing Council shall promptly so notify the proposing Directors, and the removal process outlined in this Section 5.7 shall immediately terminate with respect to the officer;

C. If the removal process continues pursuant to Section 5.7B(2) and, in the Chair of the Governing Council's sole and reasonable discretion, the officer has not cured such alleged breach within the thirty (30)-day period specified in Section 5.7B(2), the Chair of the Governing Council shall approve the Director-Initiated Officer Removal Vote; and

F. A majority of the Voting Directors present at the next regular meeting or special meeting of the Governing Council called for the Director-Initiated Officer Removal Vote votes to remove the officer; provided, that there is a quorum of not less than a majority of the Entire Governing Council present at such meeting and that notice of the proposed action shall have been transmitted to all Directors at least seven (7) days prior to such meeting.

For clarity, the process specified in this Section 5.7 is the only process by which an officer may be removed by Directors.

Section I.8 Vacancies. A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term by the Governing Council.

Section I.9 Compensation. The officers of the Corporation shall not be eligible for any compensation. However, the Governing Council reserves the right to amend this Section 5.9 and offer compensation to its officers. In such a scenario, the salaries of the officers of the Corporation shall be fixed from time to time by resolution of the Governing Council. In all cases, any salaries received by officers of the Corporation shall be reasonable and in return for services actually rendered to or for the Corporation for the cause of its tax-exempt activities alone.

Section I.10 Powers and Duties of Chair. The Chair shall supervise the Governing Council in exercising its powers specified in Section 3.1. The Chair shall perform all duties incident to her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Governing Council. Except as otherwise provided by the Articles of Incorporation, these Bylaws, or law, the Chair shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments, which may from time to time be authorized by the Governing Council.

Section I.11 Powers and Duties of Vice Chair. The Vice-Chair shall become the acting Chair of the Corporation in the event of the absence, inability, or refusal of the Chair to exercise her duties and shall have all the rights, privileges, and powers as if he or she had been a duly elected Chair.

Section I.12 Powers and Duties of Secretary. The Secretary shall:

G. Certify and keep at the principal office the original (or a copy) of these Bylaws as amended or otherwise altered to date;

H. Keep the record of the minutes of the meetings of the Directors with details of whether special or regular, how called, how notice thereof was given, the names of those present or represented, and the proceedings thereof;

I. Be custodian of all the records and of the seal of the Corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the Corporation;

J. Exhibit at all reasonable times to any Director of the Corporation, or to her agent or attorney on request thereof, the Bylaws and the minutes of the proceedings of the Directors of the Corporation; and

K. Perform all duties incident to the office of the Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Governing Council.

Section I.13 Powers and Duties of Treasurer. The Treasurer shall:

L. Exhibit at all reasonable times the books of account of any or all of her transactions as Treasurer and financial records to any director of the Corporation, or to her agent or attorney, on request thereof;

M. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports;

N. Perform all duties incident to the office of the Treasurer and such other duties as may be required by law, the Articles of Incorporation, or these Bylaws, or which may be assigned to him or her from time to time by the Governing Council; and

O. At the Global Grassroots Women's Congress, approve a report of the Corporation's accounts showing in appropriate detail:

(1) The assets and liabilities of the Corporation as of a fiscal year terminating not more than six (6) months prior to the meeting;

(2) The principal changes in assets and liabilities during that fiscal year;

(3) The revenues or receipts of the Corporation, both unrestricted and restricted to particular purposes during said fiscal year; and

(4) The expenses or disbursements of the Corporation, for both general and restricted purposes during said fiscal year.

Such report shall be filed with the minutes of the Global Grassroots Women's Congress, and may consist of a verified or certified copy of any report by the Corporation to the Internal Revenue Service or the Attorney General of the State of New York which includes the information specified herein.

ARTICLE VI

Financial Matters and Records

Section VI.1 **Fiscal Year.** The fiscal year of the Corporation shall be the calendar year ending on December 31.

Section VI.2 **Execution of Instruments; Deposits of Funds.** The Executive Director, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or 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. Unless so authorized, no officer, agent, or employee of the Corporation shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section VI.3 **Books and Records.** There shall be kept at the principal office of the Corporation correct and complete books and records of the accounts, activities, and transactions of the Corporation. These records shall include a current list of the Directors and officers of the Corporation and their addresses, and a minute book, which shall contain a copy of the Articles of Incorporation, a copy of these Bylaws, and all minutes of meetings of the members, the Governing Council, and the committees. Any of the books, records, and minutes of the Corporation may be kept in written form or in an electronic form capable of being converted into written form within a reasonable time.

Section VI.4 **Checks and Notes.** Except as otherwise specifically determined by the Executive Director, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and countersigned by the Executive Director.

Section VI.5 **Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Executive Director may select.

Section VI.6 **Prohibition against Loans.** The Corporation is prohibited from making any loan to any Director or officer of the Corporation.

ARTICLE VII

Personnel

Section VII.1 **Executive Director.**

A. **Duties.** Subject to Section 5.2 and Section 7.1C, the Governing Council shall employ an Executive Director, who shall be charged with the administrative and executive management of the affairs of the Corporation and who shall hold office at the pleasure of the Governing Council. The Governing Council may delegate to the Executive Director any such powers and duties which are delegable as a matter of law, subject, in each case, to review by the Governing Council.

B. Resignation. The Executive Director may resign at any time by delivering written notice to the Chair of the Governing Council. The resignation shall take effect when such notice is so delivered, unless the notice specifies a later effective date, and the acceptance of such resignation shall not be necessary to make it effective.

C. Removal. The Executive Director may be removed by the Directors where:

(1) At least eight (8) Directors collectively propose, based on their reasonable and good-faith belief that the Executive Director is in breach of its duties, to the Chair of the Governing Council that the Governing Council hold a vote to remove the Executive Director (the “Executive Director Removal Vote”) and, in conjunction therewith, submit a letter to the Chair of the Governing Council setting forth in reasonable detail the reasons for such belief (the “Executive Director Removal Proposal”);

(2) The Chair of the Governing Council, in its sole and reasonable discretion, determines that the Executive Director Removal Proposal is sufficiently credible so as to raise a reasonable concern that the Executive Director is in breach of its duties;

(3) The Chair of the Governing Council promptly thereafter provides a copy of the Executive Director Removal Proposal (redacted so as to remove all identifying information of the proposing Directors) to the Executive Director and provides the Executive Director thirty (30) days to cure the alleged breach;

(4) If, in the Chair of the Governing Council’s sole and reasonable discretion, the Executive Director has not cured such alleged breach within the thirty (30)-day period specified in Section 7.1C(3), the Chair of the Governing Council shall approve the Executive Director Removal Vote; and

(5) At least eight (8) Voting Directors vote to remove the Executive Director at such meeting and that notice of the proposed action shall have been transmitted to all Directors at least seven (7) days prior to such meeting.

For clarity, the process specified in this Section 7.1B is the only process by which the Executive Director may be removed, by the Directors, Members, or otherwise.

Section VII.2 Additional Personnel. The Executive Director may from time to time employ such other employees and other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Executive Director, and each of whom shall have such authority and perform such duties as the Executive Director may from time to time to determine. For clarity, the Governing Council shall not hire or employ any employee or agent other than the Executive Director as provided under Section 7.1.

Section VII.3 Compensation. The Governing Council may from time to time establish compensation and benefits for the Executive Director.

ARTICLE VIII

Advisors

Section VIII.1 **Global Advisory Board.** The Governing Council, by resolution adopted by a majority of the Entire Governing Council, shall establish an advisory council (the “Global Advisory Board”), consisting of persons who are interested in the purposes and principles of the Corporation. The Global Advisory Board and each member thereof shall serve at the pleasure of the Governing Council. Subject to Section 3.3J, members of the Global Advisory Board shall not be required to attend meetings of the Governing Council and shall not be entitled to vote on matters under consideration by the Governing Council. The Global Advisory Board shall not have or purport to exercise any powers of the Governing Council nor shall it have the power to contractually bind the Corporation.

Section VIII.2 **Council of Elders.** The Governing Council, by resolution adopted by a majority of the Entire Governing Council, shall establish a council (the “Council of Elders”), consisting of persons who have been involved with the Corporation for an extended period of time but no longer serve in a leadership capacity with respect to the Corporation. The purpose of the Council of Elders is to provide institutional memory and advice to the Governing Council. The Council of Elders and each member thereof shall serve at the pleasure of the Governing Council. Members of the Council of Elders shall not be required to attend meetings of the Governing Council and shall not be entitled to vote on matters under consideration by the Governing Council. The Council of Elders shall not have or purport to exercise any powers of the Governing Council nor shall it have the power to contractually bind the Corporation.

Section VIII.3 **Additional Advisors to the Global Advisory Board.** The Global Advisory Board may appoint from time to time any number of persons as advisors to the Global Advisory Board, to act either singly or as a committee(s) of the Corporation. Each advisor shall hold such appointment at the pleasure of the Global Advisory Board and shall have only such authority or obligations as the Global Advisory Board may from time to time determine.

ARTICLE IX

IRC 501(c)(3) Tax Exemption Provisions

Section IX.1 **Limitations on Activities.** No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code Section 501(h)), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on: (A) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code; or (B) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section IX.2 **Prohibition against Private Inurement.** No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, Director, officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation, and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the Corporation assets on dissolution of the Corporation.

Section IX.3 **Distribution of Assets.** Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed for one (1) or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of New York for the approval of a Justice of the Supreme Court.

Section IX.4 **Private Foundations Requirements and Restrictions.** In any taxable year in which the Corporation becomes a private foundation as described in Section 509(a) of the Internal Revenue Code, the Corporation:

A. shall distribute its income for said period at such time and manner as not to subject to tax under Section 4942 of the Internal Revenue Code;

B. shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code;

C. shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;

D. shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code; and

E. shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE X

Directors' Conflicts of Interest Policy; Whistleblower Policy

Section X.1 **Conflicts of Interest Policy; Adoption of Policy.** The Governing Council shall adopt and oversee the implementation of, and compliance with, a conflict of interest policy as required by Section 715-a of the NPCL, to ensure that its Directors, officers, and key persons act in the Corporation's best interest and comply with applicable legal requirements regarding any potential conflict of interest, potential "related party transaction," or potential "excess benefit transaction" involving a "disqualified person" as those terms are defined in Section 102(a) of the NPCL and Section 4958 of the Internal Revenue Code. Any such transaction shall only be undertaken after the requisite disclosure, determinations, and voting by Directors, as provided in Sections 715 and 715-a of the NPCL and relevant regulations of the Internal Revenue Service.

Section X.2 **Annual Review of Conflicts of Interest Policy; Disclosure Statements.** The conflict of interest policy shall be reviewed by the Governing Council at least annually. Prior to her election or appointment and annually thereafter, each Director shall be required to complete a disclosure statement identifying, to the best of the Director's knowledge, any entity of which such Director is an officer, director, trustee, member, employee, or owner (either as sole proprietor or a partner) and with which the Corporation has a relationship, and any transaction in which the Corporation is a participant and in which the director might have a

conflicting interest. These statements shall be collected and delivered by the Secretary to the Chair of the Governing Council, to be kept on file at the Corporation's principal office. Any additions or other changes to these statements shall be made by the Director in writing as they occur.

Section X.3 **Whistleblower Policy; Adoption of Policy.** The Corporation shall adopt and the Governing Council shall oversee the implementation of and compliance with a whistleblower policy pursuant to Section 715-b of the NPCL, to ensure that its employees, officers, Directors, volunteers, and other stakeholders protect against corporate wrongdoing and questionable conduct without fear of retaliation or punishment.

ARTICLE XI

Indemnification and Insurance

Section XI.1 **Indemnification.** To the fullest extent permitted by law, the Corporation may indemnify any person made, or threatened to be made, a party to, or is involved in (including as a witness), any action or proceeding by reason of the fact that he or she is or was a Director, officer, employee, or agent of the Corporation, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees. No indemnification may be made to or behalf of any such person if: (A) her acts were committed in bad faith or were the result of her active and deliberate dishonesty and were material to such action or proceeding; or (B) he or she personally gained a financial profit or other advantage to which he or she was not legally entitled in the transaction or matter in which indemnification is sought.

Section XI.2 **Insurance.** The Corporation may purchase and maintain all insurance policies deemed to be in the best interest of the Corporation, including insurance to indemnify the Corporation for any obligation or expenses which it incurs as a result of its indemnification of Directors, officers, employees, and agents pursuant to this ARTICLE XI, or to indemnify such persons in instances in which they may be indemnified pursuant to this ARTICLE XI.

ARTICLE XII

Construction and Terms

Section XII.1 **Conflicts.** If there is a conflict between the provisions of these Bylaws and the Articles of Incorporation of the Corporation, the provisions of the Articles of Incorporation shall govern.

Section XII.2 **Severability.** If any of the provisions of these Bylaws are held unenforceable or invalid for any reason, the remaining provisions of these Bylaws shall be unaffected by such holding.

Section XII.3 **References to Articles of Incorporation.** All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation or any other founding document filed with an office of the State of New York and used to establish the legal existence of the Corporation.

Section XII.4 **References to Internal Revenue Code.** All references in these Bylaws to a section of the Internal Revenue Code shall be to such section of the Internal Revenue Code of 1986, as amended from time to time, or to corresponding provisions of any future federal tax code.

ARTICLE XIII
Amendments to Bylaws

Subject to the notice requirements of Section 2.4, these Bylaws may be adopted, amended, or repealed in whole or in part at any meeting of the Members, if a quorum is present at the time of the vote, by the affirmative vote of a majority of the votes cast.

Adopted on February 5, 2018

Secretary