

BY-LAWS
OF
BELIEVE NEW YORK PHILANTHROPIES, INC.

ARTICLE I

OFFICES

The principal office of Believe New York Philanthropies, Inc., (the “Corporation”) will be located at such place in the City of New York, State of New York as the Board of Directors (referred to in these By-Laws as the “Board of Directors” or the “Board”) may from time to time determine. The Corporation may also have other offices at such other places both within and without the State of New York as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II

NO MEMBERS

In accordance with the provisions of Section 601(a) of the Not-for-Profit Corporation Law of the State of New York (the “NPCL”), the Corporation has no members.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Powers and Number. The Board of Directors will have general power to control and manage the affairs and property of the Corporation in accordance with the purposes and limitations set forth in the Certificate of Incorporation. The number of directors will be not less than three nor more than fifteen, including any ex-officio director serving pursuant to Section 4 of this Article III. The minimum and maximum number of directors may be increased or decreased by amendment of these By-Laws or by action of the Board, provided that any such amendment or action of the Board to increase or decrease the number of directors will require the vote of a majority of the entire Board. No decrease will shorten the term of any incumbent director. The “entire board” as defined in Sections 102(a)(6-a) and 702 of the NPCL and for purposes of these By-Laws will consist of the total number of directors that were elected as of the most recently-held election of directors. No two directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board at the same time. Each director will be fully committed to diversity, inclusion and the mission of the Corporation.

Section 2. Election and Term. The directors will be elected at the annual meeting of the Board of Directors by a majority of the directors then in office, and each director will hold office until the next annual meeting and the earliest of the election or appointment and qualification of such director’s successor or such director’s death, resignation, or removal. At the expiration of any term, any director may be reelected.

Section 3. Vacancies and Newly Created Directorships. Newly created directorships resulting from an increase in the authorized number of directors and vacancies occurring in the Board of Directors for any cause, including any vacancy occurring by reason of the removal of any director, may be filled by the vote of a majority of the directors then in office, although less than a quorum, or by a sole remaining director. Each director so elected will serve until the next annual meeting at which the election of directors is in the regular order of business, and until the earliest of such director's successor being elected or appointed and qualified or until such director's death, resignation, or removal.

Section 4. Ex-officio Directors. Each of the President, Vice President, Secretary, Treasurer and Executive Director of the Corporation will serve as an ex-officio director. Each ex-officio director will be counted in determining the presence of a quorum and will be entitled to vote.

Section 5. Removal. Provided there is a quorum present of not less than a majority of directors then in office, a director may be removed for cause by the vote of a majority of the Board of Directors present at the meeting at which such action is taken. If the Board is considering the removal of a director for cause, the relevant director will be provided with (a) at least fourteen days' advance written notice from the Secretary of his or her proposed removal, setting forth the specific cause(s) for removal, and (b) an opportunity to be heard at the relevant Board meeting. Notwithstanding the above, a director's failure to meet the Service Requirements as specified in Section 12 of this Article III will result in his or her immediate removal without notice. If a director who has been removed also serves as an officer of the Corporation, he or she will be deemed to have been removed from his or her officer position at the same time he or she is removed as a director.

Section 6. Resignations. Any director may resign at any time by giving notice to the President or Secretary. A notice of resignation may be written or electronic. If written, the notice will be executed by the director by manual or facsimile signature. If electronic, the notice will be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the director. The resignation will take effect at the time specified in the notice of resignation, and, unless otherwise specified therein, the acceptance of the resignation will not be necessary to make it effective.

Section 7. Meetings. Annual meetings of the Board of Directors will be held at a time, day and location designated by the President. Special meetings of the Board of Directors may be held at any time upon the call of the President or any two directors. Demands for special meetings may be written or electronic. If written, the demand will be executed by the director by manual or facsimile signature. If electronic, the demand will be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the director. At the annual meeting, the Treasurer will deliver the financial reports as specified in Article IV. Any question concerning parliamentary procedure at meetings of the Board of Directors will be decided by the President.

Section 8. Notice of Meetings. Notice of each regular meeting and the annual meeting of the Board of Directors will be given to each director not less than fourteen days before

such meeting. Notice of each special meeting of the Board of Directors will be given to each director not less than two days before such meeting. Notice may be in writing and sent by first class mail, addressed to each director at his or her address as it appears on the records of the Corporation. Notice will be deemed to have been given when it is deposited in the United States mail. Notice may also be given by telephone or sent by facsimile transmission, courier service, electronic mail or hand delivery. Notice of a meeting of the Board need not be given to a director who submits a waiver of notice 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. Waivers of notice may be written or electronic. If written, the waiver will be executed by the director by manual or facsimile signature. If electronic, the waiver will be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the director.

Section 9. Place and Time of Meetings. Meetings of the Board of Directors will be held at the location, within or without the State of New York, which is fixed by the Board of Directors or, in the case of a special meeting, by the person or persons calling the special meeting.

Section 10. Quorum. At each meeting of the Board one-third of the entire Board will constitute a quorum for the transaction of business. If a quorum is not present at any meeting of the Board of Directors, a majority of the directors present may adjourn the meeting, from time to time, without notice other than announcement at the meeting, until a quorum is present.

Section 11. Manner of Acting. Except as otherwise provided herein or required by applicable law, the vote of a majority of the directors present at any meeting at which there is a quorum will be the act of the Board of Directors. Consistent with applicable New York law, directors are not permitted to vote by proxy at meetings of the Board of Directors.

Section 12. Service Requirements.

(a) Attendance. Each director will be required to attend at least three meetings (regular, special and/or annual) of the Board of Directors per calendar year and not to be absent from more than one meeting of the Board of Directors without providing “adequate notice” of his or her absence. Directors may meet these attendance requirements through attendance at a Board meeting via conference telephone or video conference, in accordance with Section 14 of this Article III. In the case of any annual, regular or special meeting of the Board of Directors, a director will be required to provide notice of his or her absence to the President or Secretary at least two days in advance of the meeting by telephone, facsimile, electronic mail, or other electronic or written forms of communication, provided, however, that in the event of physical or mental illness, the director will be required to provide notice of his or her absence to the President or Secretary at least two hours’ in advance of the meeting. In the event of an emergency, the director will be considered to have provide the required adequate notice of his or her absence from the meeting of the Board of Directors as long as the director provides the President or Secretary with a justifiable reason for the absence, together with documentation or other substantiation supporting such justifiable reason.

(b) Contribution. Each director will be required to contribute personally to the Corporation or to raise sufficient funds from others for the Corporation to meet the Corporation's Board contribution (i.e., "give or get") policy as adopted by resolution of the Board and in effect from time to time.

(c) Other Policies. Each director will be required to adhere to the Corporation's policies as in effect from time to time, including, without limitation, the Corporation's Conflict of Interest Policy and Board Confidentiality Policy set forth in Article VI and any policies that require training on topics such as diversity, inclusion and sensitivity before or while serving on the Board of Directors.

Section 13. Committees.

(a) Board Committees.

(i) Executive Committee. The Board of Directors will designate an executive committee to have and exercise all power and authority of the Board of Directors when the Board is not in session, except as otherwise specified in Section 712(a) of the NPCL. The President, Vice President, Secretary, Treasurer and Executive Director will each serve as an ex-officio member of the executive committee and the President will chair the executive committee. The Board of Directors, by resolution adopted by a majority of the entire Board, may elect other directors from time to time to serve on the executive committee.

(ii) Other Board Committees. The Board of Directors may, by resolution adopted by the Board, create one or more other Board committees, including without limitation an audit committee, a compensation committee, and/or a nominating committee, to have and exercise such power and authority as the Board of Directors will specify and as mandated or permitted by law. Each other Board committee will consist of three or more directors of the Corporation elected by the Board of Directors. The President will serve as an ex-officio member of each other Board committee and will nominate the chairperson of each other Board committee for election by the Board of Directors. The Executive Director will serve as an ex-officio member of each Board committee. Each of the Division Directors referenced in Article VII, Section 4 will serve as an ex-officio, non-voting member of all Board committees that are relevant to his or her duties and responsibilities to the Corporation.

(b) Committees of the Corporation. The Board of Directors may create one or more committees other than Board committees, which will be committees of the Corporation to carry out such functions as the Board may specify and as permitted by law. A committee of the Corporation will not have the authority to bind the Board. The members of committees of the Corporation will be elected by the Board of Directors. The members of committees of the Corporation need not be exclusively directors of the Corporation. Provisions of these By-Laws applicable to officers generally also apply to members of committees of the Corporation. The Executive Director will serve as an ex-officio member of each committee of the Corporation. Each of the Division Directors referenced in Article VII, Section 4 will serve as an ex-officio, non-voting member of all committees of the corporation that are relevant to his or her duties and responsibilities to the Corporation.

(c) Operation of Committees. At each meeting of a committee, a majority of the members of the committee will be present to constitute a quorum. The vote of a majority of the members of a committee present at any meeting at which there is a quorum will be the act of the committee.

Section 14. Meeting Participation by Conference Telephone or Videoconference. Any one or more members of the Board of Directors, any Board committee or any committee of the Corporation may participate in a meeting of the Board of Directors or such committee by means of a conference telephone, videoconference mechanism or similar communications equipment. Participation by such means will constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and can participate in all matters before the Board of Directors or such committee, including the ability to propose, object to, and vote upon specific actions.

Section 15. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors, any Board committee or any committee of the corporation may be taken without a meeting if all members of the Board of Directors or such committee consent to the adoption of a resolution authorizing the action. Consents to resolutions may be written or electronic. If written, the consent will be executed by the member of the Board of Directors or committee by manual or facsimile signature. If electronic, the consent will be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the member of the Board of Directors or committee. The resolution and the consents thereto by the members of the Board of Directors or the committee will be filed with the minutes of the proceedings of the Board of Directors or the committee.

Section 16. Compensation of Directors. The Corporation will not pay any compensation to directors for services rendered to the Corporation in their capacity solely as directors and not as officers or employees of the Corporation, except that directors may be reimbursed for reasonable expenses incurred in the performance of their duties as directors of the Corporation.

Section 17. Loans to Directors and Officers. Subject to the exceptions outlined in Section 716 of the NPCL, no loans will be made by the Corporation to any director or officer, or to any other entity in which one or more director or officer is a director or officer or holds a substantial financial interest.

ARTICLE IV

OFFICERS

Section 1. Officers. The officers of the Corporation may consist of a President, a Vice President, an Executive Director, a Secretary, a Treasurer, and such other officers with such titles as the Board of Directors will determine, all of whom will serve on the Board of Directors. The Board of Directors will submit a prospective slate of officers at the meeting of the Board immediately prior to the annual meeting of the Board.

Section 2. Election, Term of Office, and Qualifications. The officers of the Corporation will be elected annually by the Board of Directors at the annual meeting of the Board of Directors, and each officer will hold office until the earlier of such officer's successor being chosen and qualified or such officer's death, resignation, or removal. Each officer who also serves as an ex-officio director pursuant to Section 4 of Article III will commence his or her term as an ex-officio director at the next meeting of the Board following the annual meeting of the Board at which he or she is elected as an officer. One person may hold, and perform the duties of, more than one office, provided that an individual who serves as President may not also serve as Secretary. No employee of the Corporation may serve as the President, unless the Board approves such service by a two-thirds vote of the entire Board and contemporaneously documents in writing the basis for the Board's approval. All officers will be subject to the supervision and direction of the Board of Directors.

Section 3. Removal. Any officer elected by the Board of Directors may be removed by the vote of a majority of the Board of Directors, either with or without cause. If the Board is considering the removal of an officer, the relevant officer will be provided with (a) at least fourteen days' advance written notice from the Secretary of his or her proposed removal, setting forth the specific cause(s) for removal, and (b) an opportunity to be heard at the relevant Board meeting. Notwithstanding the foregoing, the failure of an officer who also serves as an ex-officio director to meet the Service Requirements as specified in Article III, Section 12 will result in his or her immediate removal without notice as both an ex-officio director and an officer.

Section 4. Resignations. Any officer may resign at any time by giving notice to the President or Secretary. A notice of resignation may be written or electronic. If written, the notice will be executed by the officer by manual or facsimile signature. If electronic, the notice will be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the officer. The resignation will take effect at the time specified in the notice of resignation, and, unless otherwise specified therein, the acceptance of such resignation will not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office arising from any cause will be filled for the unexpired portion of the term in the manner prescribed in these By-Laws for regular appointment to such office. Nominations of individuals to fill vacant offices will be sent in writing (including via electronic mail) by the President or Secretary to the Board of Directors at least fourteen days prior to the meeting of the Board at which the election will be held.

Section 6. President. The President will preside at all meetings of the Board of Directors. In the President's absence, a person other than an employee of the Corporation chosen by the directors will preside. The President will have and exercise general charge and supervision of the affairs of the Corporation and will do and perform such other duties as the Board of Directors may assign to the President. The President will also have general supervision and direction of all other officers of the Corporation. The President will submit a report regarding the Corporation's programs and activities to the Board of Directors at the annual meeting of the Board, and from time to time will report to the Board of Directors on all matters that may affect the Corporation's programs and activities. The President will serve as an ex-officio member of all Board committees and will have the power and duties usually vested in the office of the President.

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

Section 8. Executive Director. The Executive Director will be charged with the administrative and executive management of the affairs of the Corporation and such other powers and the performance of such other duties as the Board of Directors may delegate, subject to review by the Board of Directors.

Section 9. Secretary. The Secretary will act as Secretary of each meeting of the Board of Directors. In the absence of the Secretary, the presiding officer of the meeting will appoint a person other than the President to serve as secretary of the meeting. In addition, the Secretary or his or her designee will:

(a) record and keep the minutes of all meetings of the Board of Directors in books to be kept for that purpose;

(b) see that all notices and reports are duly given or filed pursuant to these By-Laws or as required by law;

(c) be custodian of the records (other than financial) and have charge of the seal of the Corporation and see that it is used upon all papers or documents whose execution on behalf of the Corporation under its seal is required by law or duly authorized pursuant to these By-Laws; and

(d) in general, perform all duties incident to the office of Secretary and such other duties as the President or the Board of Directors may from time to time assign to the Secretary.

Section 10. Treasurer. The Treasurer or his or her designee will:

(a) have charge and custody of, and be responsible for, all funds and securities of the Corporation and deposit all such funds in the name of the Corporation in such depositories as will be designated by the Board of Directors;

(b) exhibit at all reasonable times the Corporation's books of account and records to any director of the Corporation, upon application during business hours at the office of the Corporation where such books and records are kept;

(c) render a statement of the condition of the finances of the Corporation at the annual meeting of the Board of Directors as provided in Section 519 of the NPCL;

(d) make an annual report to the Board concerning assets held for a specific purpose, the use made of such assets and the income thereof as provided in Section 513(b) of the NPCL;

(e) receive, and give receipt for, amounts due and payable to the Corporation from any source whatsoever and, subject to the direction of the Board of Directors, authorize the disbursement of funds of the Corporation;

(f) in general, perform all the duties incident to the office of Treasurer, and such other duties as the President or the Board of Directors may from time to time assign to the Treasurer; and

(g) if required by the Board of Directors, give such security for the faithful performance of the Treasurer's duties as the Board of Directors may require.

Section 11. Compensation. The Board of Directors, or any Board committee, may from time to time establish reasonable compensation and benefits for the officers of the Corporation in accordance with the procedures set forth in Article V.

ARTICLE V

APPROVAL OF DIRECTOR AND OFFICER COMPENSATION

No director or officer of the Corporation will receive directly or indirectly any salary or other compensation from the Corporation, either as a director or officer, or in any other capacity, unless authorized at a meeting of the Board of Directors or any Board committee at which a quorum is present by the concurring vote of a majority of the directors present at such meeting. Neither the director or officer whose compensation is being considered nor any other person who may benefit from such compensation may be present or otherwise participate in the deliberation or vote of the Board of Directors or the Board committee concerning the compensation. Notwithstanding the foregoing, upon request, the director or officer or any other person who may benefit from such compensation may present information or answer questions prior to the commencement of deliberations or voting of the Board or the Board committee.

ARTICLE VI

CONFLICT OF INTEREST POLICY AND BOARD CONFIDENTIALITY POLICY

Section 1. Conflict of Interest Policy.

(a) For purposes of this Article VI, the following terms will have the following meanings:

(i) "Related Party" means a director, officer, or Key Person of the Corporation, or any other person who exercises the powers of directors, officers or Key Persons over the affairs of the Corporation, and his or her Family Members and Related Entities.

(ii) "Key Person" means any person other than a director or officer of the Corporation, and whether or not an employee of the Corporation, who (A) has responsibilities, or exercises the powers or influence of, directors or officers; (B) manages

the Corporation, or a segment of the Corporation that represents a substantial portion of the activities, assets, income or expenses of the Corporation; or (C) alone or with others controls or determines a substantial portion of the Corporation's capital expenditures or operating budget.

(iii) "Family Member" means, with respect to a person, his or her immediate family members consisting of his or her spouse or domestic partner, ancestors, siblings and their spouses or domestic partners, and lineal descendants and their spouses or domestic partners.

(iv) "Related Entity" means, with respect to a person, any entity in which he or she and/or his or her Family Members, have a thirty-five percent or greater ownership interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest of more than five percent.

(v) "Covered Transaction" means any transaction, agreement or arrangement in which a Related Party has a financial interest and in which the Corporation is a participant, provided, however, that the following transactions, agreements or arrangements will not be Covered Transactions: (A) the transaction, agreement or arrangement, or the Related Party's financial interest in the transaction, agreement or arrangement, is de minimis; (B) the transaction, agreement or arrangement would not customarily be reviewed by the governing board or boards of similar organizations in the ordinary course of business and is available to others on the same or similar terms; or (C) the transaction, agreement or arrangement constitutes a benefit provided to a Related Party solely as a member of the class of beneficiaries that the Corporation intends to benefit as part of the accomplishment of its mission, which benefit is made available to all similarly-situated members of the same class on the same terms.

(b) A Covered Transaction will be approved by the Board of Directors or an authorized committee of the Board of Directors (the "Authorized Committee") only after the Board or the Authorized Committee determines that the transaction, agreement or arrangement is fair, reasonable and in the best interests of the Corporation. When a director, officer, or Key Person of the Corporation becomes aware that he or she, or his or her Family Members or Related Entities, may have an interest in a Covered Transaction:

(i) he or she will immediately disclose the existence and material facts of the interest in the Covered Transaction to the Board or the Authorized Committee;

(ii) he or she may participate in the information-gathering stage of the Board's or the Authorized Committee's discussion but will not be physically present during the final deliberation or vote on the Covered Transaction;

(iii) if a director, he or she will not vote on the Covered Transaction; and

(iv) he or she will refrain from improperly influencing the deliberation or vote on the Covered Transaction.

(c) In determining whether to approve a Covered Transaction in which a Related Party may have a financial interest, disinterested directors on the Board or the Authorized Committee will take into account the restrictions regarding either self-dealing under Section 4941 of the Code, in the case of an organization classified as a private foundation, or excess benefit transactions under Section 4958 of the Code, in the case of an organization classified as a public charity.

(d) In determining whether to approve a Covered Transaction in which a Related Party may have a substantial financial interest, and not just a financial interest, disinterested directors on the Board or the Authorized Committee will, in addition to following the procedures set forth above:

- (i) consider alternative transactions to the extent available;
- (ii) approve the Covered Transaction by not less than a majority vote of the directors present at the meeting of the Board or the Authorized Committee; and
- (iii) contemporaneously document in the meeting minutes the basis for the Board's or the Authorized Committee's approval of the Covered Transaction, including its consideration of any alternative transaction.

(e) All questions as to whether a director, officer, or Key Person (or their Family Members or Related Entities) has an interest in a Covered Transaction will be resolved by a vote of the Board or the Authorized Committee in which the interested individual, if he or she is a director, may not vote.

(f) A director who is present at a meeting of the Board or the Authorized Committee where a Covered Transaction is considered but not present at the time of the vote of the Board or the Authorized Committee due to the director, either directly or indirectly, having an interest in the Covered Transaction will nevertheless be deemed to be present at the time of the vote on the Covered Transaction for purposes of determining the presence of a quorum at the meeting.

(g) The minutes of the meeting of the Board or the Authorized Committee considering the Covered Transaction will (i) reflect that the Related Party's interest in the Covered Transaction was disclosed, (ii) state that the Related Party (and any director, officer, or Key Person affiliated with the Related Party) was not present during the final deliberation or vote of the Board or the Authorized Committee on the Covered Transaction, (iii) state that the Related Party, if a director, abstained from voting on the Covered Transaction, (iv) describe the action taken by the Board or the Authorized Committee relating to the Covered Transaction (e.g., approval or disapproval), and (v) describe any consideration of alternative transactions, to the extent applicable, by the Board or the Authorized Committee.

(h) Each director, officer and Key Person of the Corporation will furnish a conflict of interest disclosure statement to the Secretary prior to his or her election to the Board or as an officer or appointment as a Key Person, and thereafter on an annual basis. Each disclosure statement will identify, to the best of the knowledge of the director, officer or Key Person, (i) any

entity of which the director, officer or Key Person is an officer, director, trustee, member, owner (either as a sole proprietor or partner) or employee and with which the Corporation has a relationship and (ii) any Covered Transaction in which the director, officer or Key Person or any of his or her respective Family Members or Related Entities is involved or expects to be involved. The disclosure statements will be provided to and reviewed annually by the Chair of the Audit Committee, or, if there is no Audit Committee, the President. In addition, each director, officer, and Key Person will report promptly to the Secretary any potential conflict of interest as and when it arises. The Audit Committee, or, if there is no Audit Committee, the Board, may, in its sole discretion, elect to treat any relationship, transaction or potential conflict of interest disclosed by any director, officer or Key Person of the Corporation as a “Covered Transaction” subject to the terms of this Conflict of Interest Policy.

Section 2. Board Confidentiality Policy. Directors will not discuss or disclose information about the Corporation or its programs and activities to any person or entity unless (a) such information is already a matter of public knowledge, (b) such person or entity has a need to know, or (c) the disclosure of such information is in furtherance of the Corporation’s purposes, or can reasonably be expected to benefit the Corporation. Directors will use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, directors may discuss upcoming fundraisers, services, and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions, with third parties. Each ex-officio director who also is an employee of the Corporation will execute a confidentiality agreement consistent with this Policy and any confidentiality policy applicable to employees of the Corporation within a reasonable period of time of the earlier of (x) commencement of his or her employment and (y) his or her election to the Board of Directors.

ARTICLE VII

STAFF

Section 1. Division Directors. Each Director of a specific division of the Corporation (a “Division Director”) will have overall supervision of the operations of his or her respective division will direct the day-to-day business of that aspect of the Corporation and perform such additional duties as may be directed by the Board of Directors or the Executive Director. Each Division Director will make such reports at the Board meetings about his or her respective division as required by the President or the full Board from time to time. Each Division Director will serve as an ex-officio, non-voting member of all committees that are relevant to his or her duties and responsibilities to the Corporation.

Section 2. Additional Personnel. From time to time, the Board of Directors may employ such other staff personnel with such titles as the Board of Directors will determine according to available administrative funds and needs of the Corporation.

Section 3. Compensation. The Board, or any Board committee, will establish reasonable compensation and benefits for the staff personnel of the Corporation, including any

Division Directors. No staff personnel will participate in the Board discussions and deliberations of, and the voting on, his or her compensation.

ARTICLE VIII

EXECUTION OF INSTRUMENTS

Section 1. Contracts and Instruments. The Board of Directors, subject to the provisions of Article III, Section 1, may authorize any officer or officers or agent or agents of the Corporation to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or may be confined to specific instances.

Section 2. Deposits. Funds of the Corporation may be deposited from time to time to the credit of the Corporation with the depositories that are selected by the Board of Directors.

Section 3. Orders for the Payment of Money and Endorsements for Deposit. (a) All checks, drafts or other orders for the payment of money, notes, or acceptances issued in the name of the Corporation will be signed by the officer or officers or agent or agents of the Corporation authorized, and in the manner determined, from time to time by resolution of the Board of Directors.

(b) Endorsements for deposit to the credit of the Corporation in any of its authorized depositories may be made, without countersignature, by any officer of the Corporation or may be made by hand-stamped impression in the name of the Corporation, unless otherwise provided by resolution of the Board of Directors.

Section 4. Sale or Transfer of Securities. Stock certificates, notes, bonds, or other securities held or owned by the Corporation may be sold, transferred, or otherwise disposed of when endorsed for transfer by the officer or officers or agent or agents of the Corporation authorized, and in the manner determined, from time to time by resolution of the Board of Directors.

ARTICLE IX

INDEMNIFICATION

To the fullest extent permitted by law:

(a) The Corporation will indemnify any person (and that person's heirs, executors, guardians, administrators, assigns and any other legal representative of that person) who was or is a party or is threatened to be made a party to or is involved in (including as a witness) any threatened, pending, or completed action, suit, proceeding or inquiry (brought in the right of the Corporation or otherwise), whether civil, criminal, administrative, or investigative, and whether formal or informal, including appeals, by reason of the fact that the person is or was a director or officer of the Corporation, or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent

of another corporation, partnership, joint venture, trust, or other enterprise, for and against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by that person or that person's heirs, executors, guardians, administrators, assigns or legal representatives in connection with that action, suit, proceeding or inquiry, including appeals. Notwithstanding the foregoing, the Corporation will indemnify any person seeking indemnification in connection with an action, suit, proceeding or inquiry (or part thereof) initiated by that person only if that action, suit, proceeding or inquiry (or part thereof) was authorized by the Board.

(b) No indemnification will be made to or on behalf of a director or officer if a judgment or other final adjudication adverse to the director or officer establishes that his or her acts were committed in bad faith or were the result of active or deliberate dishonesty and were material to the cause of action so adjudicated, or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

(c) Any indemnification made pursuant to this Article will be authorized according to the procedures set forth in Section 723 of the NPCL.

(d) The Corporation will pay expenses as incurred by any person described in subsection (a) of this Article in connection with any action, suit, proceeding or inquiry described in subsection (a) of this Article; *provided, that*, if these expenses are to be paid in advance of the final disposition (including appeals) of an action, suit, proceeding or inquiry, then the payment of expenses will be made only upon delivery to the Corporation of an undertaking, by or on behalf of the person, to repay all amounts so advanced if it is ultimately determined that the person is not entitled to be indemnified under this Article or otherwise.

(e) The Corporation may purchase and maintain insurance on behalf of any person described in subsection (a) of this Article against any liability asserted against that person, whether or not the Corporation would have the power to indemnify the person against that liability under the provisions of this Article or otherwise.

(f) The provisions of this Article will be applicable to all actions, suits, proceedings or inquiries made or commenced after the adoption of this Article, whether arising from acts or omissions occurring before or after its adoption. The provisions of this Article will be deemed to be a contract between the Corporation and each director or officer who serves in such capacity at any time while this Article and the relevant provisions of the laws of the State of New York and other applicable law, if any, are in effect, and any repeal or modification of this Article will not adversely affect any right or protection of any person described in subsection (a) in respect of any act or omission occurring prior to the time of the repeal or modification.

(g) If any provision of this Article will be found to be invalid or limited in application by reason of any law or regulation, that finding will not affect the validity of the remaining provisions of this Article. The rights of indemnification provided in this Article will neither be exclusive of, nor be deemed in limitation of, any rights to which any person described in subsection (a) of this Article may otherwise be entitled or permitted by contract, the Certificate of Incorporation, vote of the Board, or otherwise, or as a matter of law, both as to actions in the

person's official capacity and actions in any other capacity while holding such office, it being the policy of the Corporation that indemnification of any person described in subsection (a) of this Article will be made to the fullest extent permitted by law.

(h) For purposes of this Article, reference to "other enterprises" will include employee benefit plans; reference to "fines" will include any excise taxes assessed on a person with respect to an employee benefit plan; and reference to "serving at the request of the corporation" will include any service as a director or officer of the Corporation which imposes duties on, or involves services by, that director or officer with respect to an employee benefit plan, its participants, or beneficiaries.

(i) The Corporation may, by vote of the Board, provide indemnification and advancement of expenses to current or former employees and agents of the Corporation.

(j) If any action with respect to indemnification of directors and officers is taken by way of amendment of the By-Laws, resolution of directors, or by agreement, then the Corporation will, within fifteen months from the date of such action, include in the records of the Corporation open to public inspection a statement specifying the action taken.

ARTICLE X

GRANTS AND OTHER EXPENDITURES FOR THE ADVANCEMENT OF CHARITABLE PURPOSES

Section 1. Authorization. Grants, gifts, contributions, or other distributions for the advancement of the charitable purposes of the Corporation will be made only if specifically authorized or ratified the Board of Directors.

Section 2. Discretion Retained by Board of Directors. The Board of Directors will at all times maintain complete control and discretion over the distribution of funds received by the Corporation, and will not enter into any agreement with any person or organization that would in any way limit such control or discretion. The Board of Directors will not represent to any person from whom it solicits or receives gifts, grants, bequests, or contributions that any funds received will be distributed other than at the discretion of the Board. The Board of Directors may solicit or receive gifts, grants, bequests, or contributions for a specific project that it has reviewed and approved as in furtherance of the purposes of the Corporation as stated in the Certificate of Incorporation. The Board of Directors may, in its absolute discretion, refuse any conditional or restricted gift, grant, bequest, or contribution and return to the donor any such contribution actually received.

Section 3. Procedures for Distributions. The Board of Directors will adopt procedures from time to time for grants, gifts, contributions, or other distributions by the Corporation. Such procedures will not be inconsistent with Federal tax law or the NPCL and will further the charitable purposes of the Corporation.

Section 4. Evaluation and Site Visits. The Board of Directors will make such evaluation and site visits with respect to grants as it deems appropriate from time to time.

ARTICLE XI

GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation will be fixed by the Board of Directors.

Section 2. Seal. The corporate seal will have inscribed thereon the name of the corporation, the year of its organization and the words “Corporate Seal, Not-for-Profit, New York.” The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

Section 3. Books and Records. The Corporation will keep correct and complete books and records of account of the activities and transactions of the Corporation, including a minute book, which will contain a copy of the Certificate of Incorporation, a copy of these By-Laws, and all minutes of meetings of the Board of Directors and committees thereof.

ARTICLE XII

AMENDMENTS

Section 1. Certificate. The Board of Directors may amend the Certificate of Incorporation at any meeting of the Board of Directors, at which a quorum is present, by a vote of two-thirds of the entire Board or by unanimous consent of the Board of Directors. Consents may be written or electronic in accordance with Article III, Section 15. Written notice setting forth any proposed amendment of the Certificate of Incorporation to be considered by the Board of Directors at a meeting will be given to each director at least seven days in advance of the Board meeting if delivered personally, by facsimile, or by e-mail or at least five days in advance of the Board meeting if delivered by mail.

Section 2. By-Laws. The Board of Directors may amend or repeal these By-Laws at any meeting of the Board of Directors, at which a quorum is present, by a vote of two-thirds of the directors present or by unanimous consent of the Board of Directors; provided that any action to increase or decrease the number of directors set forth in Article III, Section 1 will require a vote of a majority of the entire Board. Consents may be written or electronic in accordance with Article III, Section 15. Written notice setting forth any proposed amendment or repeal of the By-Laws to be considered by the Board of Directors at a meeting will be given to each director at least seven days in advance of the Board meeting if delivered personally, by facsimile, or by e-mail or at least five days in advance of the Board meeting if delivered by mail.

Adopted: February 12, 2021.