



Adopted 10/17/22

AMENDED AND RESTATED BYLAWS OF NEIGHBORS LINK, CORP.

ARTICLE I

Name, Purposes and Powers, Offices

Section 1.1 **Name.** The name of the corporation is Neighbors Link, Corp. (the "Corporation").

Section 1.2 **Purposes and Powers.** The purposes and powers of the Corporation shall be those set forth in the Corporation's Certificate of Incorporation, as from time-to-time amended, restated, or otherwise modified.

Section 1.3 **Offices.** The principal office of the Corporation shall be located at 27 Columbus Ave., Mount Kisco, New York 10549, in Westchester County, New York. The Corporation may maintain additional offices at such other places within or without New York State as the Board of Directors (the "Board") may from time to time designate.

ARTICLE II

Membership

Section 2.1 **No Members.** The Corporation shall have no members.

ARTICLE III

Board of Directors

Section 3.1 **Power of the Board of Directors.** The Board shall be responsible for the strategic vision and direction of the Corporation with general oversight responsibilities for its business, property, and affairs. This includes hiring the Executive Director and approval of the budget, each requiring approval by a majority of the Entire Board.

Section 3.2 **Qualifications of Directors.** Each director shall be at least eighteen years old. An employee of the Corporation may not be a director. A director need not be a resident of New York State.

Section 3.3 Number of Directors; Terms. The Board shall consist of a minimum of three and a maximum of thirty directors. Within these specified limits, the number of directors may be increased or decreased by vote of a majority of the Entire Board. The terms of the directors shall be staggered by dividing the total number of directors into two, equal as possible, sections. **Once annually**, persons shall be nominated and elected by a majority of the Entire Board to replace those whose terms are expiring, each director thereafter to serve a term of two years.

Section 3.4 Vacancies and Newly Created Directorships. Vacancies occurring in the Board for any reason and newly-created directorships resulting from an increase in the authorized number of directors shall be filled by the affirmative vote of a majority of the Entire Board. Each director so elected shall be elected to the smallest section of directors and serve until the next meeting at which such section is scheduled to be reelected and until the director's successor is elected or until such director's death, resignation or removal.

Section 3.5 Resignation. Any director may resign at any time by delivering notice to the Chair or the Secretary in writing, by email, text or mail. 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 3.6 Removal. Any one or more of the directors may be removed for cause, or for any other reason, at any time by the affirmative vote of a majority of the Entire Board provided that notice of the proposed action shall have been transmitted to all directors at least one week before said meeting. The Board, in its discretion, may decide what constitutes “cause”. Missing more than three consecutive meetings of the Board may constitute cause for removal.

Section 3.7 Meetings. Meetings of the Board shall be held at such time and place as shall be fixed by the Board for business as needed with one meeting held annually for the election of officers and directors and one meeting for approval of the budget. Special meetings of the Board may be held at any time upon the call of the Chair or by written demand of at least one-fifth of the Entire Board.

Section 3.8 Type of Meetings. Meetings of the Board shall be held either in-person, telephonically, or virtually in accordance with Section 3.7.

Section 3.9 Notice of Meetings. Notice shall be given of meetings and each special meeting of the Board. Notices shall include a written agenda or a general notice of topic if a special meeting is called. Notice shall be provided either by email, text or mail; and notification shall be given one week prior to meeting, except in an emergency where every effort will be made to contact board members by email, text and voicemail. Notice shall include the date, time, and place of the meeting. 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 a director who submits a waiver of notice, in writing or via email, text or mail, to the Secretary before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement.

Section 3.10 Quorum. Unless a greater proportion is required by law or by the Certificate of Incorporation or these Bylaws, at each meeting of the Board, a majority of the Entire Board shall constitute a quorum for the transaction of business. If a quorum is not present at any meeting of the Board, a majority of those directors present may adjourn the meeting until such a quorum is present. Directors who are present at a meeting but who are conflicted out of the vote are still counted in the quorum.

Section 3.11 Remote Participation in Meetings. Any one or more directors may participate in any meeting of the Board 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 3.12 Action at a Meeting. Except as otherwise provided by law, the Certificate of Incorporation, or these Bylaws, the affirmative vote of a majority of the directors present at a meeting of the Board, if a quorum is present at the time of the vote, shall be the act of the Board. However, an affirmative vote of at least two-thirds of the Entire Board is required in the following instances: 1) when all or substantially all of the assets of the Corporation are sold, leased, exchanged, or otherwise disposed (this does not include the leasing of space owned by the Corporation); 2) a purchase of real property when such property would, upon purchase, constitute all, or substantially all, of the assets of the corporation; 3) a plan of merger, consolidation, or dissolution; 4) revocation of a plan of voluntary dissolution; and 5) any loan or encumbrance of 30% or more of the total assets or

the total income for the immediately prior fiscal year of the Corporation (whichever is smaller). Voting by proxy is not permitted.

Section 3.13 Action without a Meeting. Any action required or permitted to be taken by the Board or any committee of the Board may be taken without a meeting if all members of the Board or such committee consent to the adoption of a resolution authorizing the action. Such consent shall be submitted in writing or via e-mail. The resolution and consents thereto shall be filed with the minutes of the proceedings of the Board or notes of the committee.

Section 3.14 Organization of Meetings. At each meeting of the Board, the Chair, or, in the Chair's absence, the Vice Chair or a person chosen by the directors present, shall preside. The Secretary shall act as secretary of each meeting of the Board, shall record the minutes of each meeting and, upon their adoption by the Board, shall ensure that such minutes are filed 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.

Section 3.15 Compensation of Directors and Officers. The Corporation shall not pay any compensation to directors or officers under Article V for their services as directors or officers of the Corporation, except that directors or officers may be reimbursed for reasonable and necessary expenses incurred in the performance of their duties to the Corporation. Subject to the Article IX of these bylaws, Director's Conflicting Interest and Related Party Transactions, 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 Board.

ARTICLE IV

Committees

Section 4.1 Committees of the Board. The Board, by resolution adopted by a majority of the Entire Board, may designate from among the directors one or more committees of the Board, each consisting of three or more directors.

A. Each committee of the Board shall serve at the pleasure of the Board and shall have all the authority of the Board to the extent provided in the resolution of the Board establishing the committee. The Governance Committee shall develop and recommend each committee's charter for approval by the Board,

with each committee responsible for its own goals, except that no such committee shall have authority as to the following matters (this list is not exhaustive):

- (1) The filling of vacancies in the Board or voting vacancies in such committee, or the removal of voting vacancies in such committee;
- (2) The fixing of compensation of the directors for serving on the Board 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 Certificate of Incorporation;
- (5) The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable;
- (6) The 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 or directors.

B. Based on a recommendation developed by the Board Chair, Governance Committee Chair, and Executive Director, the Governance Committee will propose committee chairs to the Board for its approval.

C. Sections 3.8 through 3.13 of these Bylaws, which govern meetings, notice, quorum, participation in meetings by technology, action at a meeting, and action without a meeting, shall apply to committees of the Board and their members as well, with the date, time and place of such meetings set by the committees.

D. The designation of any committee of the Board and the delegation thereto of authority shall not alone relieve any director of their duty to the Corporation under Section 717 of the New York Not-for-Profit Corporation Act (Duty of directors and officers).

E. Any Board committee, other than the audit committee, may include non-voting members and non-Board members chosen by the Board. Non-voting and non-board members may participate, subject to the Conflicts Policy in Article IX, in the discussion of a matter but shall have no voting rights on any matter. The audit committee shall comprise, if required by applicable law, solely Independent Directors, as defined in Section 9.6(d) hereof.

Section 4.2 Executive Committee. The Executive Committee shall be chaired by the Board Chair and include all board officers. Subject to the Executive Committee charter as approved by the Board, the Executive Committee will recommend Executive Director

compensation to the Board for its approval, review the Executive Director's evaluations and annual goals, and address any emergency or time sensitive situations. The Board Chair will provide written notification of its decisions and actions to the Board as expeditiously as possible.

Section 4.3 **Documentation.** Each committee shall keep regular notes of its proceedings and report the same to the Board. Such documentation shall be retained with the permanent records of such committee.

ARTICLE V

Officers

Section 5.1 **Officers.** The officers of the Corporation may consist of a Chair, one or more Vice Chairs, a Secretary, a Treasurer, and such other officers with such titles as the Board shall determine, each of whom shall be chosen by and shall serve at the pleasure of the Board.

Section 5.2 **Election, Term of Office, and Qualifications.** The officers of the Corporation shall be elected by a vote of a majority of the Entire Board, from among the directors for a term of two years biennially, at a meeting of the Board. Each officer shall hold office until the earliest of such officer's successor being elected or such officer's death, resignation or removal. There shall be no limit to the number of times an officer can be re-elected to a particular office. One person may hold and perform the duties of more than one office, except that no person may serve as both Chair and Secretary or Chair and Treasurer. All officers shall be subject to the supervision and direction of the Board.

Section 5.3 **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 5.4 **Removal.** Any officer may be removed by the Board at any time, with or without cause by a vote of a majority of the Entire Board.

Section 5.5 **Vacancies.** A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term by the Board.

Section 5.6 Powers and Duties of Chair. The Chair shall preside at all meetings of the Board. The Chair shall have and exercise general charge and supervision of the affairs of the Corporation and shall perform such other duties as may be assigned to them by the majority of the Entire Board, these Bylaws, or by law. With input from the Board and Executive Committee, the Board Chair performs the Executive Director evaluation. The Board Chair and Executive Committee recommend Executive Director compensation for approval by the Entire Board.

Section 5.7 Powers and Duties of Vice Chair. At the request of the Chair, or in the event of the Chair's absence or inability to act, a Vice Chair shall perform the duties and possess and exercise the powers of the Chair. If there is more than one Vice Chair, the majority of the Board shall determine which of them shall so perform the duties of the Chair under such circumstances. A Vice Chair shall have such other powers and perform such other duties as the Chair or the majority of the Entire Board may assign to the Vice Chair.

Section 5.8 Powers and Duties of Secretary. The Secretary shall:

- A. Record and submit the minutes of all meetings of the Board;
- B. Ensure that all notices and reports are duly given or filed in accordance with these Bylaws or as otherwise required by law;
- C. In general, perform all duties incident to the office of Secretary and such other duties as the Chair or the majority of the Board may delegate to the Secretary; and
- D. The Corporation shall be the custodian of the Corporation's records.

Section 5.9 Powers and Duties of Treasurer. The Treasurer shall:

- A. Have oversight of all financial records, funds, and securities of the Corporation, as well as any audit filings and records;
- B. Provide or oversee the provision of a detailed statement of the condition of the finances of the Corporation whenever required by the majority of the Entire Board;
- C. Oversee the preparation and filing of all legally required financial returns and reports, including, but not limited to, the Corporation's Form 990 and state charitable solicitation registrations;
- D. In general, perform all the duties incident to the office of Treasurer, and such other duties as the Chair or the majority of the Entire Board may assign to the Treasurer; and, throughout the year provide or oversee the provision of a statement of the condition of the Corporation's accounts. Such report shall be filed with the minutes of the meeting.

ARTICLE VI

Financial Matters and Records

Section 6.1 **Fiscal Year.** The fiscal year of the Corporation shall be the calendar year.

Section 6.2 **Execution of Instruments.** The majority of the Entire Board shall determine which committee or individual will be authorized from time to time and in what manner on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptance, notes, or other evidence of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 6.3 **Records.** The corporation shall keep correct and complete 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, a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board and committee notes. All records shall be kept in either electronic or written format.

Section 6.4 **Prohibition against Loans.** The Corporation is prohibited from making any loan to any director, officer or Key Employee (as defined in Section 9.6 below) of the Corporation. Similarly, the Corporation is prohibited from making a loan to a corporation, firm, association, or other entity (except a charitable corporation) in which one or more its directors, officers or Key Employees hold a substantial financial interest.

ARTICLE VII

Personnel

Section 7.1 **Executive Director.** The Board, by a majority vote of the Entire Board, may hire 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 Board. The Executive Director reports to the Board and is supervised directly by the Board Chair. The Board 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 Board. Compensation, performance goals, and evaluations will be determined by Executive Committee in accordance with Section 4.2.

ARTICLE VIII Advisors

Section 8.1 **Powers of Advisors.** The Board may appoint from time to time any number of persons as advisors to the Corporation, to act either singly or as a committee or committees of the Corporation. Each advisor and committee shall hold such appointment at the pleasure of the Board and shall have only such authority or obligations as the Board may from time to time determine.

Section 8.2 **Advisory Council.** The Board may designate an Advisory Council. The Advisory Council and each of its members shall serve at the pleasure of the Board and may include non-board members. Members of the Advisory Council may be invited to attend meetings of the Board, but will not be entitled to vote on matters under consideration by the Board. The Advisory Council shall not have or purport to exercise any powers of the Board nor shall it have the power to bind the Corporation contractually.

ARTICLE IX Directors' Conflicting Interest and Related Party Transactions

Section 9.1 **Purpose.** The Corporation's conflict of interest and related party transaction policy in Sections 9.1 through 9.6 hereof (the "Conflicts Policy") shall be as follows. All directors, officers, and Key Employees owe a duty of loyalty to the Corporation that requires them to exercise their powers in good faith and in the best interests of the Corporation. A conflict of interest occurs whenever the interests of the Corporation conflict with a competing Financial Interest of a director, officer, Key Employee or other Related Party. The purpose of this Conflicts Policy is to protect the interests of the Corporation, a tax-exempt not-for-profit corporation, when it is contemplating entering into a transaction or arrangement that might benefit a Related Party. This Conflicts Policy is intended to supplement, but not replace, any applicable state or federal laws regarding conflicts of interest applicable to not-for-profit and tax-exempt organizations.

Section 9.2 **Duty to Disclose.** Prior to their election to the Board or employment at the Corporation, and for each year of service thereafter, each director, officer and currently employed Key Employee must disclose in writing:

- A. Any entity of which such person or a Relative of such person is an officer, director, trustee, member, owner, or employee and with which the Corporation has a relationship;

- B. Any Financial Interest such person or a Relative of such person may have in any corporation, organization, partnership, or other entity which provides goods or services to the Corporation for a fee or other compensation; and
- C. Any position or other material relationship such person or a Relative of such person may have with any not-for-profit corporation with which the Corporation has a business relationship.

These disclosure statements shall be submitted to the Secretary of the Corporation. A copy of each disclosure statement shall be kept in the Corporation's files and made available to any director, officer or currently employed Key Employee upon request. The Secretary also shall provide a copy of all completed statements to the Chair of the Board.

If at any time during their term of service, a director, officer, or Key Employee acquires any Financial Interest, or when any matter for decision or approval comes before the Board in which a Related Party has a Financial Interest, that Financial Interest or potential Related Party Transaction must be promptly disclosed in writing to each member of the Board, together with all material facts. Failure to disclose to the Board a known Financial Interest, a known Related Party Transaction or a known conflict of interest may be grounds for removal from the Board or termination from the Corporation.

Section 9.3 Review and Approval of Related Party Transactions. If the Corporation is contemplating entering into a Related Party Transaction, the Board must determine if the transaction is fair, reasonable, and in the best interests of the Corporation at the time of such determination before approving the transaction. All transactions, agreements, or any other arrangements between the Corporation and a Related Party shall be reviewed by the Board in accordance with the following.

- A. Related Party's Involvement.** At the Board's request, the Related Party to whom the potential conflict of interest relates may present factual information regarding the matter. However, the Related Party may not be present for, or participate in, the deliberation or vote on the matter giving rise to the conflict. The Related Party to whom the potential conflict of interest relates shall leave the room prior to the conduct of any deliberations or vote on the matter giving rise to the conflict and shall not attempt to influence improperly the deliberation or voting on the matter giving rise to the conflict.

A voting member of the Board or an officer who receives compensation directly or indirectly from the Corporation for services, or a director serving as a voting member of any committee whose jurisdiction includes compensation matters is precluded from voting or acting on matters pertaining to that director's or officer's compensation. However, no voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation is prohibited from providing information to the Board or any committee regarding compensation.

B. Investigation of Alternative Transactions; Review of Comparability

Data. As part of their investigation, the Board shall consider alternative transactions to the extent available. If the contemplated transaction pertains to compensation for services or the transfer of property or other economic benefit to a Related Party, the Board must determine that the value of the economic benefit provided by the Corporation does not exceed the value of the services, property, or other benefit received in exchange. As part of this determination, the Board shall obtain and review appropriate comparable data.

When considering compensation for services, comparable data may include, but is not limited to:

- (1) Compensation paid by similarly situated organizations;
- (2) The availability of similar services within the same geographic area;
- (3) Current compensation surveys compiled by independent firms; and/or
- (4) Written offers from similar institutions competing for the same person's services.

When considering a transfer of property, comparable data may include, but is not limited to:

- (1) Current independent appraisals of the property; and/or
- (2) Offers received in a competitive bidding process.

C. Approval Requirements. The Board may not approve any Related Party Transaction unless it determines that the transaction is fair, reasonable, and in the Corporation's best interest at the time of such determination. Approval requires the majority vote of the directors present at the meeting.

D. Documentation. The Board shall contemporaneously document in the minutes of their meeting:

- (1) The name(s) of the Related Party or Parties who disclosed or otherwise were determined to have a potential or actual Financial Interest and/or conflict of interest;
- (2) The nature of the potential or actual Financial Interest and/or conflict of interest;
- (3) Any actions taken to determine whether a Financial Interest and/or conflict of interest existed;
- (4) The Board's decision as to whether the Financial Interest and/or conflict of interest existed;
- (5) The names of the persons who were present for discussions and votes relating to any potential or actual conflict of interest or Related Party Transaction (including whether the Related Party or Parties left the room for all such discussions and vote);
- (6) The content of such discussions, including the discussion of alternative transactions; and
- (7) The decision by the Board to approve or not approve the Related Party Transaction.

E. Tax Issues. In determining whether to approve such contract or transaction, disinterested directors will take into account the restrictions regarding self-dealing under Section 4941 of the Internal Revenue Code of 1986, as amended (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.

Section 9.4 Annual Statements. Each director, officer and currently employed Key Employee shall annually sign and submit to the Secretary a statement which affirms such person: (a) has received a copy of the Conflicts Policy; (b) has read and understood the Conflicts Policy; and (c) has agreed to comply with the Conflicts Policy.

Section 9.5 Delegation to Audit Committee. The Board may delegate to the Audit Committee, if any, or any other authorized committee composed solely of Independent Directors, the oversight of, implementation of, and compliance with this Conflicts Policy, including the review and approval of any Related Party Transaction; provided that if the Related Party Transaction is of a magnitude that would otherwise require Entire Board

approval, the committee shall submit the Related Party Transaction to the Board for consideration, with the committee's recommendation as to whether or not the transaction should be approved.

Section 9.6 Definitions.

- A. **Associated Entity:** Any entity associated with the Corporation by a parent subsidiary or sister relationship.
- B. **Entire Board:** The number of directors that were elected as of the most recently held election of directors, or in the interim period, as well as any directors whose terms have not yet expired, but excluding directors who have resigned.
- C. **Key Employee:** A person who is, or has within the past five years, been in a position to exercise substantial influence over the Corporation's affairs. This includes, but is not limited to:
 - (1) Heads of Corporation, Presidents, Executive Directors, Chief Executive Officers, Chief Operating Officers, or any person holding similar responsibilities;
 - (2) Chief Financial Officers, or any person holding similar responsibilities;
 - (3) "Highly compensated" employees (within the meaning of Section 4958 of the Internal Revenue Code and related guidance) who are in a position to exercise substantial influence over the Corporation's affairs;
 - (4) Founders of the Corporation;
 - (5) Substantial contributors to the Corporation;
 - (6) Persons owning a controlling interest (through votes or value) in the Corporation; and
 - (7) A nonstock entity controlled by any of the persons described in this section 9.6(B).
- D. **Financial Interest:** A direct or indirect economic benefit from any transaction, agreement, or compensation arrangement involving the Corporation, including, but not limited to, direct or indirect remuneration, or gifts or favors that are not insubstantial.
- E. **Independent Director:** A member of the Board who:
 - (1) Has not been an employee or Key Employee of the Corporation or an Associated Entity within the last three years;
 - (2) Does not have a Relative who is or has been a Key Employee of the Corporation or an Associated Entity within the last three years;
 - (3) Has not received, and does not have a Relative who has received, more than \$10,000 compensation from the Corporation (other than reimbursement for reasonable expenses) within the last three years;
 - (4) Has neither been employed by, nor has had a substantial Financial Interest in, any entity that either made or received payments from the Corporation exceeding the lesser of \$25,000 or 2% of the entity's gross revenues within the past three years (payments do not include charitable donations);

- (5) Does not have a relative who has a substantial Financial Interest or was an officer of any entity that either made or received payments from the Corporation exceeding the lesser of \$25,000 or 2% of the entity's gross revenues within the past three years (payments do not include charitable donations); and
- (6) Is not in an employment relationship with, or under the control or direction of, any Related Party and does not receive payments subject to the approval of a Related Party.

F. Related Party:

- (1) Any current or former (within the past five years) director, officer or Key Employee of the Corporation;
- (2) Any director, officer, or Key Employee of an Associated Entity;
- (3) Any Relative of a director, officer, or Key Employee of the Corporation; or
- (4) Any entity in which a director, officer, or Key Employee or the Relative of a director, officer, or Key Employee has a 35% or greater ownership or beneficial interest, or, in the case of a partnership or a professional corporation, a direct or indirect ownership interest in excess of 5%.

G. Related Party Transaction: Any transaction, agreement, or compensation arrangement with the Corporation or an Associated Entity in which a Related Party has a Financial Interest.

H. Relative: A person's domestic partner, spouse, ancestors, siblings and their spouses, children and their spouses, grandchildren and their spouses, and great grandchildren and their spouses.

ARTICLE X

Insurance and Indemnification

Section 10.1 **Insurance.** The Corporation shall purchase and maintain Directors and Officers (D&O) insurance for purposes of indemnifying the Corporation for any obligations or expenses which it incurs as a result of its indemnification of directors, officers, employees and agents. The Corporation may also purchase and maintain any additional insurance policies deemed to be in the best interest of the Corporation. The finance committee shall review the Corporation's insurance policies on an annual basis and report back to the Board.

Section 10.2 **Indemnification.** To the extent existing insurance coverage does not adequately cover a liability, and to the fullest extent permitted by law, the Corporation shall indemnify any person made, or threatened to be made, a party to, or who is involved in (including as a witness), any action or proceeding by reason of the fact that they are or were a director, officer, employee, or agent of the Corporation, against judgments, fines, amounts



paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred; subject to the provisions under New York State Not-for-Profit Corporation Law. No indemnification may be made to or on behalf of any such person if: (a) their acts were committed in bad faith or were the result of their active and deliberate dishonesty and were material to such action or proceeding; or (b) they personally gained financial profit or other advantage to which they were not legally entitled in the transaction or matter in which indemnification is sought.

ARTICLE XI Amendments to Bylaws

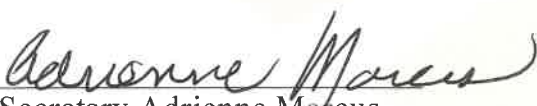
Section 11.1 **By-laws.** Subject to the notice requirements of Section 3.9, these Bylaws may be adopted, amended or repealed in whole or in part at any meeting of the Board, at which a quorum is present, by the affirmative vote of a majority of the Entire Board or by unanimous written consent of the Board.

Section 11.2 **Certificate.** The Board may amend the Certificate of Incorporation at any meeting of the Board, at which a quorum is present, by the affirmative vote of a majority of the Entire Board or by unanimous written consent of the Board.

ARTICLE XII Nondiscriminatory Policy

Section 13.1 **Nondiscriminatory Policy.** The Corporation will undertake and carry on its activities without regard to race, color, creed, gender, culture, age, marital status, disability, national origin or sexual orientation. The Corporation will not discriminate on any of these bases in administering its policies and programs.

Adopted on October 17, 2022


Secretary Adrienne Marcus