The State of Maryland
Office of the Secretary of State

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1. Country: United States of America
   This public document
2. has been signed by Barbara H. Meiclejohn
3. acting in the capacity of Clerk of the Circuit Court for Montgomery County
4. bears the seal/stamp of the Circuit Court for Montgomery County
   Certified
5. at Annapolis, Maryland
6. the 5th day of January, 2021
7. by The Secretary of State of Maryland
8. No. 539446
9. Seal
10. Signature
   
   Secretary of State
State of Maryland, Montgomery County, Sct.

In the Office of the Clerk of the Circuit Court for Montgomery County

I, Barbara H. Meiklejohn, Clerk of the Circuit Court for Montgomery County, Maryland, a court of record, hereby certify that SIMONE CAROLYN WALTON was a commissioned/appointed and qualified Notary Public commencing on the 2nd day of January, 2019.

In Testimony Whereof, I have hereunto set my hand and affixed the seal of the Circuit Court for Montgomery County this 28th day of December, 2020.

Barbara H. Meiklejohn
Clerk of the Circuit Court for Montgomery County
FIFTH

AMENDED AND RESTATED

BY-LAWS

OF

HIAS, INC.

(FOUNDED AS
THE HEBREW IMMIGRANT AID SOCIETY)

SIMONE CAROLYN WALTON
Notary Public-Maryland
Montgomery County
My Commission Expires
December 06, 2022
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FIFTH AMENDED AND RESTATED

BY-LAWS

OF

HIAS, INC.

(founded as The Hebrew Immigrant Aid Society)

ARTICLE 1

Mission

1.1 General Purpose. HIAS, Inc., a not-for-profit corporation incorporated in New York (the "Corporation" or "HIAS") and registered in the State of Maryland, is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended. Pursuant to Section § 601(a) of the New York Not-for-Profit Corporation Law, the Corporation shall have no members.

1.2 Primary Mission. Since the late nineteenth century, guided by our Jewish values and history, HIAS has rescued people whose lives are in danger for being who they are. HIAS protects the most vulnerable refugees, helping them build new lives and reuniting them with their families in safety and freedom. HIAS advocates for the protection of refugees and assures that displaced people are treated with the dignity they deserve.

ARTICLE 2

Offices

2.1 Location. The principal office and place of business of the Corporation shall be in the District of Columbia metropolitan area, or at such other location as the Board of the Corporation (the "Directors" or the "Board") may determine from time to time. The Corporation may also maintain additional offices in the United States and other countries as the Board may from time to time determine.

ARTICLE 3

Board of Directors

3.1 Power of Board and Qualification of Directors. The Board, consistent with its fiduciary duties, shall have overall responsibility for the business, property, and affairs of the Corporation, and may delegate to the President the day-to-day management of the Corporation, subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Incorporation of the Corporation (the "Certificate of Incorporation") and herein. Each Director shall be at least eighteen (18) years of age.
3.2 **Number of Directors.** The number of Directors constituting the entire Board of Directors shall be at least seventeen (17) and not more than twenty-seven (27), as determined from time to time by vote or resolution of a two-thirds vote of the entire Board, provided, however that no decrease shall shorten the term of any incumbent Director. The phrase "entire Board" shall mean the number of Directors then in office.

3.3 **Election of Directors.** Directors shall be elected on the recommendation of the Governance Committee, followed by a majority vote of the entire Board, for a term of three (3) years from the date of election (except as otherwise provided in these By-Laws), and shall serve until their successors are elected and qualified, or until their earlier resignation, removal or death. Election of new or re-election of continuing Directors shall ordinarily take place in conjunction with the Annual Meeting (as defined in Section 4.2 below), but may also take place at a regular or special meeting convened by the Chair (as set forth in Sections 4.3 and 4.4 below) with the concurrence of a majority of the Board. A Director elected to fill a vacancy shall hold office until the term of the Director whose place is being filled expires, and may be considered for reelection to additional terms in accordance with these By-Laws. Such Director may be elected at any time in accordance with these By-Laws.

3.4 **Term Limits.** Except as otherwise set forth herein, Directors shall not be eligible to serve more than nine (9) consecutive years. A Director who has served nine (9) consecutive years shall not be eligible for re-election until the expiration of a period of one year following the completion of such Director's ninth consecutive year. Notwithstanding the foregoing, the term of such Director may be extended for up to (A) three (3) consecutive additional one-year terms following such ninth consecutive year so long as such Director is concurrently elected to be the Chair of the Board or Chair-Elect (in each case, subject to the limitations set forth in these By-Laws, including Article 6) during each such additional one-year term or (B) four (4) consecutive additional one-year terms following such ninth consecutive year so long as such Director is concurrently elected to be the Chair-Elect during one such additional one-year term and Chair of the Board during each other such additional one-year term (in each case, subject to the limitations set forth in these By-Laws, including Article 6). A Director serving at least one hundred and eighty (180) days of any year shall be deemed, for the purposes of calculating the number of consecutive years such Director has served, to have served as a Director for such year. There shall be no limitation on the total number of nonconsecutive terms a Director shall be eligible to serve as a Director.

At the invitation of the Chair of the Board, the person who immediately preceded such Chair of the Board in such capacity may be an ex-officio, non-voting representative on the Board of Directors (if such person is not otherwise elected as a Director) for a period of one (1) year.

3.5 **Resignation from the Board.** A Director may resign from the Board at any time by delivering a resignation in writing to the Chair of the Board. Such resignation shall take effect at the time specified therein, and unless otherwise specified, no acceptance of such resignation shall be necessary to make it effective. For the avoidance of doubt, a resignation shall not release any person from any obligation or duty incurred while such person was a Director.

3.6 **Removal of Directors.** Any Director may be removed for refusal, inability or neglect to perform appropriate duties by an affirmative vote of two-thirds (2/3) of the Board.
ARTICLE 4

Meetings of Directors

4.1 **Place of Meeting.** Meetings of the Board may be held at such place, either within or without the District of Columbia Metropolitan area or the State of New York, as provided in resolutions of the Board or as designated by the Chair of the Board or at least one-third (1/3) of the Directors calling a Special Meeting (as set forth in Section 4.4 below). In the absence of any such resolution or designation, all meetings shall be held at the principal office of the Corporation in the District of Columbia Metropolitan area.

4.2 **Annual Meeting of the Board.** An annual meeting of the Board (the “Annual Meeting”) shall be held no later than June 30 of each calendar year, for the transaction of such business as may come before the meeting, including the election of new Directors pursuant to these By-Laws. For the purposes of these By-Laws, the Annual Meeting shall be held on any day that is not the Jewish Sabbath or any other Jewish holy day.

4.3 **Regular Meetings of the Board.** The Board shall hold at least four (4) meetings in each calendar year, one of which shall be designated as the Annual Meeting, and shall meet at such times as determined by the Chair of the Board. All meetings and continuations of meetings of the Board shall be held on any day that is not the Jewish Sabbath or any other Jewish holy day.

4.4 **Special Meetings.** Special meetings of the Board may be called by the Chair of the Board or by the written request of at least one-third (1/3) of the Directors. Special meetings shall be held at a place determined by the Chair of the Board or as proposed by the Directors requesting the meeting. All meetings and continuations of meetings of the Board shall be held, unless otherwise determined to be necessary by the Chair of the Board or such Directors that have called the meeting, on any day that is not the Jewish Sabbath or any other Jewish holy day. Should the Chair of the Board or the Directors requesting the meeting deem it necessary or appropriate under the circumstances, the meeting may be held by telephone and/or videoconference.

4.5 **Notice of Meetings.** Notice stating the place, date and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be transmitted to the Directors not less than five (5) nor more than three hundred sixty-five (365) days before the date of a regular meeting or at any time before a special meeting, at the direction of the Chair of the Board, or at least seventy-two (72) hours before such a meeting, when called by at least one-third (1/3) of the Directors. To the extent there is a meeting at which a vote of the Board is required by law or pursuant to these By-Laws, or the removal of one (1) or more of the Directors, or a merger, a consolidation, a dissolution or a sale, lease or exchange of all or substantially all of the assets of the Corporation will be discussed, notice shall be given to the Directors not less than twenty (20) nor more than fifty (50) days before the date of the meeting.

Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice. A waiver of notice need not specify the purpose of any meeting of the Board.
A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment of a meeting of the Directors to another time or place shall be given to all Directors, whether or not present at the time of the adjournment, by announcing it at a meeting when adjourned or providing separate notice. Any business may be transacted at any adjourned and reconvened meeting that might have been transacted at the meeting as originally called.

4.6 **Quorum and Voting.**

(a) Unless a greater proportion is required by law, by the Certificate of Incorporation or pursuant to these By-Laws, forty percent (40%) of the entire Board shall constitute a quorum for the transaction of business at any meeting of the Board. Each Director shall be entitled to one (1) vote on each matter submitted to the Board.

(b) The following acts of the Board require the affirmative vote of at least two-thirds (2/3) of the entire Board: (i) a purchase, sale, mortgage or lease of real property of the Corporation if the property constitutes all or substantially all of the assets of the Corporation; (ii) a sale, lease, exchange or other disposition of all or substantially all of the assets of the Corporation; (iii) an alteration to these By-Laws or the Certificate of Incorporation that would increase the quorum requirement to greater than a majority of the entire Board or would increase the default voting threshold to greater than a majority of the Board present at the time of the vote; (iv) a change to the fundamental structure of the organization, including removal of the President and CEO; and (v) a joint venture or other significant transaction that would result in the sharing, outsourcing or assumption of one or more core operations of the Corporation.

4.7 **Attendance at Meetings by Electronic Conferencing.** Directors may participate in and act at any meeting of the Board or committees thereof through the use of a conference telephone, video or other communication equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute attendance and presence at the meeting of the person or persons so participating.

4.8 **Action without a Meeting.** Any action that may be taken at a meeting of the Board or a committee thereof may be taken without a meeting if all Directors or committee members, as the case may be, are notified of such action to be taken and consent to such action. Such consents may be given in writing, by e-mail, by facsimile, copy or other reproduction or counterpart stating the action to which consent is given. Each resolution so adopted and the written consents thereto by the Directors or the committee members shall be filed with the minutes of the Board or the committee.

**ARTICLE 5**

**Committees, Task Forces, and Advisors**

5.1 **Executive Committee.** The Executive Committee shall consist of the following persons: (a) the Chair of the Board; (b) the Chairs of each Standing Committee other than the Audit and Risk Committee; (c) one at-large member to be appointed by the Chair of the Board with the approval of a majority of the entire Board; (d) the Development Liaison to the Board; (e)
the President, who shall be an ex-officio, non-voting member; (f) the Chair-Elect (if any); and (g) the person who immediately preceded the then current Chair of the Board in such capacity (the “Preceding Chair”), who shall be an ex-officio, non-voting member for a term not to exceed a year. The Chair of the Board may appoint one Director with the approval of a majority of the entire Board to serve on the Executive Committee as a second at-large member of the Executive Committee in any year that there is no Chair-Elect. The Executive Committee shall be empowered to act on urgent matters in place of the Board between regular Board meetings when the Chair of the Board determines that a quorum of the Board cannot be obtained for purposes of a Special Meeting of the Board (as set forth in Section 4.4 above). The full Board shall be given notice of any action taken by the Executive Committee as soon as practicable following such action, which in any case shall be no later than the next regular meeting of the Board.

5.2 Standing Committees. The “Standing Committees” shall consist of the following committees: the Executive Committee, the Audit and Risk Committee, the Budget and Finance Committee, the Governance Committee, the External Affairs Committee, the Programs Committee, and such other committees as shall be formed and designated as Standing Committees by resolution of the Board from time to time. The Chair of the Board, in consultation with the President and subject to the advice and consent of the Board, shall appoint the Chairs of the Standing Committees. The Chair of the Budget and Finance Committee may be, but is not required to be, the Secretary-Treasurer of the Corporation. Each Standing Committee may, with notification to the Board, designate one or more subcommittees of such Standing Committee. The Chair of the Board shall appoint the members of each Standing Committee (other than the Audit and Risk Committee, the members of which shall be appointed automatically pursuant to the Audit and Risk Committee Charter, which may be updated from time to time by resolution of the Board, is attached hereto as Exhibit A), in consultation with the President and the Chair of such Standing Committee. Members of the Standing Committees, other than the Budget and Finance Committee, the Audit and Risk Committee and the Governance Committee, may be appointed from among persons who are not serving as Directors. All such appointments shall be for one year.

5.3 Audit and Risk Committee. The Audit and Risk Committee shall consist of at least three (3) Independent Directors (as defined in the Audit and Risk Committee Charter, which may be updated from time to time by resolution of the Board, is attached hereto as Exhibit A), one of whom shall serve as Chair of the Audit and Risk Committee.

5.4 Task Forces and Authority.

(a) Task Forces. The Board may, by resolution, create such task forces as it deems desirable, the chairs thereof to be appointed by the Chair of the Board, with the advice and consent of the Board where required by the enabling resolution. Such task forces shall be established for the specific purposes provided in the enabling resolution. Each task force may have one or more sub-group.

The Chair of the Board shall appoint the members of all task forces in consultation with the President (unless the Chair of the Board reasonably determines that such consultation is not prudent due to a potential or actual conflict of interest of the President). Members of all task forces may be appointed from among both Directors and persons who are not serving as Directors.
Each member of a task force shall serve at the pleasure of the Chair of the Board in consultation with the President (unless the Chair of the Board reasonably determines that such consultation is not prudent due to a potential or actual conflict of interest).

(b) **Authority.** No Committee, (including the Executive Committee), subcommittee, or task force, shall have the authority to do the following:

(i) Fill vacancies on the Board or in the chairmanship of any committee;

(ii) Elect or remove Directors;

(iii) Authorize a transaction involving the sale, lease, exchange or other disposition of all or substantially all the assets of the Corporation;

(iv) Amend or repeal existing By-Laws or adopt new By-Laws;

(v) Amend the Certificate of Incorporation;

(vi) Amend or repeal any resolution of the Board; and

(vii) Make appropriations of any kind from the Board Designated Funds.

The designation of any committee, subcommittee or task force and the delegation thereto of authority shall not relieve any Director of his or her duty under the law to the Corporation. Any member of a committee, subcommittee or task force may be removed by the Board for refusal, inability, or neglect to perform appropriate duties by an affirmative vote of two-thirds of the Board.

5.5 **Advisors to the Board.** The Board or any committee of the Board may from time to time appoint persons who are not Directors, Officers or employees of the Corporation to serve as advisors of the Corporation to act either singly or as a group or committee. Each advisor shall serve at the pleasure of the Board or committee, as the case may be, and shall have only such authority and responsibilities as the Board or committee may from time to time determine.

**ARTICLE 6**

**Officers, Agents, Employees and Standing Committee Chairs**

6.1 **General Provisions.** The Officers of the Corporation shall be a Chair of the Board, a President, a Chair Elect (if any), up to two Vice Chairs (if any), a Secretary-Treasurer, and such other Officers as may be deemed appropriate by the Board. With the exception of the President, or other employees of the Corporation elected by the Board as Officers, the Officers of the Corporation shall be volunteers to the Corporation.

6.2 **Election of Officers, Term of Office, Vacancies.** The Governance Committee shall nominate a slate of Officers to be considered by the Board for election as Officers of the Corporation at a meeting ordinarily held in conjunction with the Annual Meeting. Such slate shall be distributed to the Board no less than 7 days prior to the Annual Meeting. Each Officer shall hold office for a term of one-year, or until the next Annual Meeting after his or her election and
until his or her successor has been elected and qualified. No Director may serve more than three (3) consecutive one-year terms in the same office. If any such office becomes vacant for any reason, the Board may fill such vacancy in accordance with these By-Laws. Any Officer so elected shall only serve for the unexpired term of his or her predecessor, unless re-elected by the Board.

6.3 **Powers and Duties of Officers.**

(a) **Chair of the Board.**

(i) There shall be a “Chair of the Board”, who shall serve as the chief volunteer officer of the Corporation. No employee of the Corporation shall serve as Chair of the Board or hold any other title with similar responsibilities. The Chair of the Board shall serve for a term of one-year and until a successor is elected. The Chair of the Board may serve up to three (3) consecutive one-year terms. The Chair of the Board shall preside at all meetings of the Board and the Executive Committee, and shall be an ex-officio member of all committees of the Board with a right to vote on all matters before such committees. The Chair of the Board shall: provide leadership to the Board, set policy, and ensure that the Board functions effectively; help guide and mediate Board actions with respect to organizational priorities and governance concerns; review with the President any issues of concern to the Board; and serve as chief volunteer spokesperson and liaison with other organizations. The Chair of the Board shall perform such other duties and have such other powers as the Board may from time to time prescribe.

(ii) In the event of a temporary absence of the Chair of the Board, the Chair of the Board shall designate a Vice Chair to preside over any meeting at which the Chair of the Board cannot be present; provided, that (x) in the event that a Chair-Elect exists at the time of any such meeting, such Chair-Elect shall preside over such meeting, and (y) if there is no Chair-Elect at such time and the Chair shall not have specifically designated a Vice Chair to so preside, the Vice Chair designated by the Chair of the Board, in accordance with Section 6.3(d) hereof, to perform the duties of the Chair of the Board in the event of his or her permanent absence, inability of refusal to act in such capacity shall preside.

(iii) In the event of a permanent absence of the Chair of the Board or the inability of or refusal by the Chair of the Board to serve in such capacity, the Governance Committee will nominate an individual to be considered by the Board of Directors for election as a replacement Chair of the Board. During the period from the commencement of such permanent absence, inability or refusal until a replacement Chair of the Board is elected, the following person shall perform the duties of the Chair of the Board, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair of the Board: (i) if a Chair-Elect exists during such period, the Chair-Elect; or (ii) otherwise, (a) the Vice Chair, if only one Vice Chair is in office during such period; or (b) if more than one Vice Chair is in office during such period, the Vice Chair who shall have been designated to serve in such capacity by the Chair of the Board in accordance with Section 6.3(d) hereof; provided, however, if no Vice Chair shall have been designated by the Chair of the Board to act in such capacity, the Vice Chair whose family name appears first in alphabetical order shall perform such duties and, when so acting, shall have such powers and be subject to such restrictions.
(b) **Chair-Elect.** The Chair-Elect may be elected to serve in such office during all or part of the last eligible year in office of the incumbent Chair of the Board. He or she shall be a Director of the Corporation who by election as Chair-Elect is intended to, but need not be, the next succeeding Chair of the Board of the Corporation. The Chair-Elect shall be an ex-officio member of all committees of the Board with a right to vote on all matters before such committees.

(c) **President.** The President shall be the Chief Executive Officer of the Corporation and shall have responsibility for managing the day-to-day affairs and operations of the Corporation. The President shall be an ex-officio, non-voting representative on the Board and on its committees. The President shall use reasonable efforts to attend all meetings of the Board and may, but shall not be required to, attend all Committee meetings, either in person or by delegating an appropriate professional staff representative to attend, unless directed otherwise by the Chair of the Board or the chair of the relevant committee. The President shall from time to time make such reports of the affairs of the Corporation as the Board or the Chair of the Board may direct. The President shall perform such other duties and have such other powers as the Board or the Chair of the Board may from time to time prescribe.

(d) **Vice Chair(s).** The Vice Chair(s), if any, shall assist the Chair of the Board in the discharge of his or her duties as set forth in these By-Laws, including Section 6.3(a). In addition, the Vice Chair(s) shall perform such other duties and have such other powers as the Board or the Chair of the Board may from time to time prescribe.

(e) **Secretary-Treasurer.** The Secretary-Treasurer, if any, shall be responsible for: (i) the keeping of an accurate record of the proceedings of all meetings of the Board; (ii) giving or causing to be given all notices in accordance with these By-Laws or as required by law; and (iii) overseeing the fiscal policies of the Board.

6.4 **Removal of Officers.** Any Officer may be removed with or without cause, and his or her office declared vacant, by an affirmative vote or resolution of two-thirds of the entire Board.

6.5 **Agents and Employees.** The Board may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The appointment of such persons shall not itself create contract rights. The Board may remove any agent or employee at any time with or without cause.

6.6 **Compensation of Directors, Officers, Agents and Employees: Expense Reimbursement; Conflict of Interest.** Officers may not receive compensation for their services to the Corporation for holding such offices; provided, however, that the President, as an employee of the Corporation, may receive compensation in such reasonable amounts as may be fixed from time to time by the Board, following an evaluation of the employee’s performance, a position comparability assessment, and a recommendation by the Chair of the Board and at least three (3) other members of the Executive Committee appointed by the Chair of the Board.

The Corporation may, from time to time, reimburse extraordinary expenses incurred by the Chair of the Board and the Chair-Elect, and under appropriate circumstances and upon the approval of the Chair of the Board, or the Chair-Elect, and the President, may reimburse the expenses of other Directors and Officers where financial limitations would otherwise preclude their
participation in meetings or other activities of the Board, the Executive Committee or other duly constituted committees.

No advisor of the Corporation appointed pursuant to Section 5.5 shall receive, directly or indirectly, any salary or compensation for any service rendered to the Corporation, except that the Board may authorize reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Corporation.

The Corporation has adopted a conflict of interest policy (the “Conflict of Interest Policy”) in accordance with applicable law, which may be updated from time to time by resolution of the Board, is attached hereto as Exhibit B.

ARTICLE 7

Affiliated Groups

7.1 **Affiliated Groups.** The Board may, at any time, authorize the creation of affiliated groups to assist the Board in carrying out the activities of the Corporation, provided such creation does not in any way infringe upon or eliminate the Corporation’s status as a 501(c)(3) organization.

ARTICLE 8

Indemnification

8.1 **Indemnification of Officers and Directors.** The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, Officer, committee member, trustee, employee or agent of the Corporation, (or who is or was serving at the request of the Corporation as a Director, Officer, committee member, trustee, employee or agent of another corporation, partnership, limited liability company, joint venture, trust or other enterprise), against expenses (including reasonable attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding (whether or not such amounts are designated as punitive damages), if the Board determines (pursuant to Section 8.2 hereof) that such person acted in good faith, or in good faith refused or failed to act, and, in all cases, in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

8.2 **Determination of Qualification.** Any indemnification under Section 8.1 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon
a determination that indemnification of a Director, Officer, committee member, trustee, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 8.1. Such determination shall be made (a) by the Board by a majority vote of the Directors who were not parties to such action, suit or proceeding (such Directors, “Disinterested Directors”) or (b) if a majority of Disinterested Directors so directs, by legal counsel regularly retained by the Corporation (whether or not such counsel is a Director of the Corporation), or if such counsel fails or refuses to do so, by independent legal counsel (whether or not such counsel is a Director of the Corporation).

8.3 Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board in the specific case, upon receipt of an undertaking by or on behalf of the Director, Officer, committee member, trustee, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article.

8.4 Not Exclusive. The indemnification provided by this Article 8 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of Disinterested Directors, or otherwise, as to actions or inaction in his or her official capacity, and shall continue as to a person who has ceased to be a Director, Officer, committee member, trustee, employee or agent (as to actions or inaction in his or her official capacity and as to actions or inaction in another capacity while holding such office), and shall inure to the benefit of the heirs, executors and administrators of such a person.

8.5 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, committee member, trustee, employee or agent of the Corporation or who is or was serving at the request of the Corporation as a Director, Officer, committee member, trustee, employee or agent of another corporation, partnership, limited liability company, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article. To the extent reasonably obtainable, such insurance should, in addition to other coverage, cover any liability of the covered persons for punitive damages.

8.6 Report to Directors. If the Corporation has paid an indemnity or has advanced expenses under this Article to a Director, Officer, committee member, trustee, employee or agent, the Corporation shall report such indemnification or advance in writing to the Directors before (or as part of) the notice of the next meeting of the Board.

8.7 Survival of Indemnification. For purposes of this Article, references to “the Corporation” may at the option of the Corporation include, in addition to any surviving entity, any merging entity (including any entity having merged with a merging entity) absorbed in a merger which, if its separate existence had continued, would have had the power and authority to indemnify its Directors, Officers, committee members, trustees, employees or agents, so that any person who was a Director, Officer, committee member, trustee, employee or agent of such merging entity, or was serving at the request of such merging entity as a Director, Officer,
committee member, trustee, employee or agent of another corporation, partnership, limited liability company, joint venture, trust or other enterprise, would stand in the same position under the provisions of this Article with respect to the surviving entity as such person would have with respect to such merging entity if its separate existence had continued.

8.8 Other Enterprises. For purposes of this Article, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the Corporation" shall include any service as a Director, Officer, committee member, trustee, employee or agent of the Corporation which imposes duties on, or involves services by such Director, Officer, committee member, trustee, employee, or agent with respect to an employee benefit plan or its participants or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in this Article.

8.9 Continuing Application. If any provision of this Article 8 shall be found invalid or unenforceable for any reason, in whole or in part, then such provision shall be deemed modified, restricted or reformulated to the minimum extent and manner necessary to render it valid and enforceable, or it shall be deemed excised from this Article 8, as the circumstances may require, and this Article 8 shall be construed and enforced to the maximum extent permitted by law, as if such provision had been originally incorporated herein as so modified, restricted or reformulated or as if such provision had not been originally incorporated herein, as the case may be.

ARTICLE 9

Board Designated Funds, Endowment Funds, Investments and Expenditures

9.1 Creation of Board Designated and Endowment Funds. Subject to applicable Law or at the direction of a donor, the Board may create out of funds of the Corporation legally available (a) such reserve or reserves funds as the Board from time to time, in its discretion consider proper to provide for contingencies, or for such other purpose as the Board shall consider beneficial to the Corporation (the "Board Designated Funds") or (b) one or more endowment funds (the "Endowment Funds"). The Board may modify or abolish any such Board Designated Funds or Endowment Funds in the manner in which it was created subject to applicable Law or at the direction of any donor.

9.2 Assets of the Corporation. All such Board Designated Funds an Endowment Funds shall remain a part of the assets of the Corporation. However, such funds may be segregated and separately managed and accounted for, either held as a separate account, held directly by the Corporation or held in trust for the benefit of the Corporation.

9.3 Management of Board Designated Funds and Endowment Funds. Board Designated Funds and Endowment Funds shall be managed and used in such manner for the purposes and objectives of the Corporation as may be restricted by the donor or testator, or, in the case of unrestricted funds, determined pursuant to the direction of the Board. The Board Designated Funds and Endowment Funds shall be invested under the direction of the Budget and
Finance Committee, which shall make periodic reports to the Board, as directed by the Board, showing receipts and disbursements during the accounting period covered by the report and the assets at the close of such period. Upon recommendation of the Budget and Finance Committee, the Board may (i) authorize the Budget and Finance Committee to enter into an agreement on such terms as the Board deem proper, with one or more investment advisors, banks or trust companies to serve as investment counsel and/or custodian for the Corporation in the administration of the Board Designated Funds and Endowment Funds and (ii) authorize the termination of any such investment and/or custody agreement.

9.4 Appropriations from Board Designated Funds and Endowment Funds. Appropriations from the Board Designated Funds and Endowment Funds, whether from income, growth in net worth, or principal, may be made in the ordinary course of business by a majority of the Board, subject to applicable law and the requirements initially set forth by any donor.

ARTICLE 10

Whistleblower Policy

10.1 Adoption of Whistleblower Policy. The Corporation has adopted a whistleblower policy, which may be updated from time to time by resolution of the Board, is attached hereto as Exhibit C, in accordance with applicable law to provide procedures for the reporting of violations or suspected violations of laws or corporate policies, and protect from retaliation persons who report suspected improper conduct.

ARTICLE 11

Rules of Order

11.1 Rules of Order. The Board of Directors and its committees (including without limitation, committees of the Corporation) may adopt such rules of order as it or they may determine to be necessary or appropriate from time to time.

ARTICLE 12

Miscellaneous

12.1 Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

12.2 Corporate Seal. The seal of the Corporation shall be circular in form and contain the name of the Corporation, the words "Corporate Seal" and "New York" and the year the Corporation was formed in the center. The Corporation may use the seal by causing it or a facsimile thereof to be affixed or impressed or reproduced in any manner.

12.3 Checks, Notes, Contracts. The Board shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, notes, drafts, acceptances, bills of exchange and other orders or obligations for the payment of money; to enter into contracts; or to execute and deliver other documents and instruments.
12.4 **Books and Records.** The Corporation shall keep at its principal office (a) correct and complete books and records of accounts, (b) minutes of the proceedings of the Board and any committee of the Board or the Corporation, and (c) a current list or record containing the names and addresses of all Directors and Officers of the corporation. Any of the books, records and minutes of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

12.5 **Amendments to Certificate of Incorporation and By-Laws.** The Certificate of Incorporation may be amended by the Board pursuant to the New York Not-for-Profit Corporation Law. Except where a higher threshold is required herein, these By-Laws may be amended at any meeting of the Board by the affirmative vote of at least two-thirds of the Directors present at any such meeting, provided that notice of each proposed amendment shall be delivered in writing by mail or electronic communication to each Director at least seven (7) days before the date of such meeting.

12.6 **Interpretation.** All personal pronouns used in these By-Laws, whether used in the masculine, feminine or neutral gender, shall include all other genders; and the singular shall include the plural and vice versa. Titles of Articles, Sections and Subsections are for convenience only, and neither limit nor amplify the provisions of these By-Laws. References to Articles, Sections or Subsections shall refer to Articles, Sections or Subsections of these By-Laws, unless otherwise indicated. The word “including,” shall be construed to mean “including, without limitation”.

12.7 **Excess Benefit Transactions.** The Corporation shall take appropriate steps to avoid entering into any “excess benefit transaction” within the meaning of Section 4958 of the Internal Revenue Code of 1986, as amended.

12.8 **Amendment and Restatement.** All By-Laws in force prior to the adoption of these By-Laws are hereby amended and restated in their entirety.

These Fifth Amended and Restated By-Laws are adopted by the Board as of December 9, 2019.
Exhibit A

Audit and Risk Committee Charter

[See Attached]
Schedule A

Affiliate. An affiliate of the Corporation is a person or entity that is directly or indirectly through one or more intermediaries, controlled by, or in control of the Corporation.

Financial Interest. A person has a Financial Interest if such person would receive an economic benefit, directly or indirectly, from any transaction, agreement, compensation agreement, including direct or indirect remuneration as well as gifts or favors that are not insubstantial or other arrangement involving the Corporation.

Independent Director. A Director who:

(a) Has not been an employee or Key Person of the Corporation or an Affiliate of the Corporation within the last three (3) years;

(b) Does not have a Relative who has been a Key Person of the Corporation or an Affiliate of the Corporation within the last three (3) years;

(c) Has not received and does not have a Relative who has received more than $10,000 in compensation directly from the Corporation or an Affiliate of the Corporation in any of the last three (3) years (not including reasonable compensation or reimbursement for services as a Director, as set by the Corporation);

(d) Does not have a substantial Financial Interest in and is an employee of, and does not have a Relative who has a substantial Financial Interest in or is an Officer of, any entity that has provided payments, property or services to, or received payments, property or services from, the Corporation or an Affiliate of the Corporation if the amount paid by the Corporation to the entity or received by the Corporation from the entity for such property or services, in any of the last three fiscal years, exceeded:

- the lesser of $10,000 or 2% of such entity’s consolidated gross revenues if the entity’s consolidated gross revenue was less than $500,000;
- $25,000 if the entity’s consolidated gross revenue was $500,000 or more but less than $10,000,000; or
- $100,000 if the entity’s consolidated gross revenue was $10 million or more;

(for the purposes of this subparagraph (d), “payment” does not include charitable contributions, dues or fees paid to the Corporation for services which the Corporation performs as part of its nonprofit purposes, or payments made by the corporation at fixed or non-negotiable rates or amounts for services received; provided, however, that such services by and to the corporation are available to individual members of the public on the same terms and such services received by the corporation are not available from another source);

(e) Is not in an employment relationship under control or direction of any Related Party and does not receive payments subject to approval of a Related Party;
(f) Is not and does not have a Relative who is a current owner, whether wholly or partially, director, officer or employee of the Corporation’s outside auditor or who has worked on the Corporation’s audit at any time during the past three (3) years; or

(g) Does not approve a transaction providing economic benefits to any Related Party who in turn has approved or will approve a transaction providing economic benefits to the Director.

**Key Person.** A Key Person is a person who (a) has responsibilities, or exercises powers or influence over the Corporation as a whole similar to the responsibilities, powers, or influence of directors and 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.

**Related Party.** Persons who may be considered a Related Party of the Corporation or an Affiliate of the Corporation under these bylaws include:

(a) Directors, Officers, or Key Persons of the Corporation or an Affiliate of the Corporation;

(b) Relatives of Directors, Officers, or Key Persons;

(c) any entity in which a person in (a) or (b) has a 35% or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of 5%;

(d) Founders of the Corporation;

(e) Substantial contributors to the Corporation (within the current fiscal year or the past five fiscal years);

(f) Persons owning a controlling interest (through votes or value) in the Corporation;

(g) Any non-stock entity controlled by one or more Key Persons.

**Relative.** A Relative is a spouse or domestic partner (as defined in section 2994-A of the New York Public Health Law), ancestor, child (whether natural or adopted), grandchild, great grandchild, sibling (whether whole or half blood), or spouse or domestic partner of a child (whether natural or adopted), grandchild, great grandchild or sibling (whether whole or half blood).
Exhibit B

Conflict of Interest Policy

[See Attached]
Exhibit C

Whistleblower Policy

[See Attached]