

BYLAWS OF
NEW YORK EHEALTH COLLABORATIVE, INC.

Amended and Restated as of September 23, 2020

ARTICLE 1

GENERAL

Section 1.1 Name. The name of the Corporation shall be New York eHealth Collaborative, Inc. (the “Corporation”).

Section 1.2 Location of Corporation. The Corporation shall have its principal place of business located in the County of Albany, State of New York. The Corporation may change the location of the principal office or maintain additional offices at such other places as the Board of Directors of the Corporation (the “Board of Directors” or “Board”) may from time to time designate or the purposes of the Corporation may require.

Section 1.3 Seal. The Board of Directors may, at its pleasure, obtain a seal for the Corporation in whatever form is desired by the Board.

ARTICLE 2

PURPOSES

Section 2.1 General Purposes. The Corporation is organized and shall be operated exclusively for such charitable, religious, educational, and scientific purposes as are stated in its Certificate of Incorporation.

Section 2.2 Powers. This Corporation shall have all such general and special powers as are authorized to non-profit corporations by the New York Not-for-Profit Corporation Law. The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status as a corporation (i) which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or successor provisions of federal tax law (the “Internal Revenue Code”), (ii) which is not a private foundation described in Section 509(a) of the Internal Revenue Code, and (iii) contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code.

Section 2.3 Prohibition of the Inurement of Assets and Income to Private Persons. The Corporation is not organized for pecuniary profit and shall not have any capital stock. No part of its net earnings or of its principal shall inure to the benefit of any officer or Director of the corporation, or any other individual, partnership or corporation, but reimbursements for expenditures or the payment of reasonable compensation for services rendered shall not be

deemed to be a distribution of earnings or principal.

Section 2.4 Dissolution. If this Corporation is dissolved or its legal existence terminated, either voluntarily or involuntarily, or upon final liquidation of the Corporation, none of its assets shall inure to the benefit of any private individual, and all of its assets remaining after payment of all of its liabilities shall be distributed to one or more organizations which the Board of Directors then determines is qualified both as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, subject to an order of the New York State Supreme Court.

Section 2.5 Tax Exempt Status. It is intended that the Corporation shall have and continue to have the status of a corporation which is exempt from federal income tax under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3) of the Internal Revenue Code, and to which contributions are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code which is other than a private foundation as defined in Section 509(a) of the Internal Revenue Code. The Articles of Incorporation and these Bylaws shall be construed accordingly, and all powers and activities shall be limited accordingly.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; provided that the Corporation shall have the power to make an election under Section 501(h) of the Internal Revenue Code. Likewise, the Corporation shall not participate or intervene in any manner or to any extent in any political campaign on behalf of any candidate for public office. Furthermore, the Corporation shall not engage in any activities that are unlawful under applicable federal, state or local laws, including, but not limited to, activities prohibited for an exempt organization under Section 501(c)(3) of the Internal Revenue Code and regulations thereunder as they now exist or as they may hereafter be amended.

ARTICLE 3

MEMBERSHIP

Section 3.1 No Membership. This Corporation shall have no members.

ARTICLE 4

BOARD OF DIRECTORS

Section 4.1 Responsibilities of Board. The affairs of the Corporation shall be managed by its Board of Directors, which may exercise all powers of the Corporation and do all lawful acts and things necessary or appropriate to carry out the purposes of the Corporation. The Board shall: 1) oversee the mission of the organization, 2) actively participate in the development of the organization's funding base, 3) approve policy, operational and business plans, 4) ensure that the organization has competent management and effective leadership, 5) appraise the performance of the organization, 6) exercise fiduciary responsibility, and 7) advocate for and disseminate information regarding the work of the Corporation.

Section 4.2 Number of Directors; Eligibility. The Board of Directors shall consist of not less than eleven, nor more than 23 persons fixed by the Board of Directors from time to time, reflective of the geographically diverse regions of New York State. The number of Directors may be increased or decreased by amendment of the Bylaws by a vote of a majority of the Entire Board of Directors, but no decrease shall shorten the term of an incumbent Director or decrease the number of Directors to fewer than three (3) Directors in accordance with §702 of the Not-for-Profit Corporation Law. The Entire Board of Directors shall be the number of Directors that were elected as of the most recent elections, as well as any Directors whose terms have not yet expired. In addition, the Chief Executive Officer shall be an ex officio member of the Board of Directors. Directors shall be individuals who are recognized as high level leaders in their field and who are committed to advancing improvements in the New York State healthcare system. These individuals must be willing and able to:

1. Provide experience and expertise needed to approve the Corporation's business and other plans
2. Provide leadership and explore opportunities to secure funding for the Corporation;
3. Attend organizational and regularly scheduled board meetings; and
4. Develop and participate in initiatives aimed at building awareness, understanding and support for the Corporation's programs.

Section 4.3 Initial Directors Election; Term of Office. The initial Board of Directors shall be named in the Certificate of Incorporation and shall serve until their successors are elected and qualified at the first Annual Meeting. Thereafter, and for purposes of providing staggered terms of office only, the Directors shall be divided into three (3) classes, which will, as nearly as possible, result in one-third (1/3) of the terms of Directors expiring in each year. Each Director shall serve for the term of office specified in the vote by which such Director was elected until his or her successor is duly elected and appointed, or until such Director's death, resignation or removal. Approximately one-third (1/3) of the Directors shall be elected each year from a slate submitted by the Nominating Committee at the Annual Meeting, for a term of three (3) years, beginning at the close of said Annual Meeting. Directors shall not serve more than three (3) consecutive three (3) year terms; provided, however, that the Board may by an affirmative vote of the majority of the Board, where a quorum is present, grant one (1) additional three (3) year term for an individual Director for good cause.

Section 4.4 Newly Created Directorships. Newly created directorships resulting from an increase in the number of Directors shall be filled by the vote of a majority of the Directors then in office, regardless of their number, from a slate submitted by the Nominating Committee at the Annual Meeting.

Section 4.5 Vacancies. A vacancy in office shall arise upon the death, resignation or removal of a Director. Except in the case of offices of the Corporation, with respect to which vacancies are filled pursuant to Section 6.6 of these Bylaws, any vacancy occurring on the Board of Directors, arising during the interim between Annual Meetings, may be filled at any meeting of the Board by the affirmative vote of a majority of the Directors then in office, regardless of their number. Directors so elected shall serve until the next Annual Meeting of the Board, at which the election of Directors is in the regular order of business, and until his or her successor is elected and qualified. A person appointed to fill a vacancy shall serve until expiration of the term that would have been served had the vacancy not occurred.

Section 4.6 Removal of Directors. The Board of Directors may suspend or remove a Director for cause at any time by a two-thirds (2/3) affirmative vote of the Directors then in office, at a Regular Meeting or Special Meeting of the Board called for that purpose; provided that there must be a quorum of not less than a majority of the Directors present at the meeting at which such action is taken.

Section 4.7 Resignation. Any Director may resign at any time by giving written notice to the Chairperson of the Corporation. Such resignation shall take effect on the date of receipt or at any later time specified therein, and unless required by its terms, the acceptance of such resignation shall not be necessary to make the resignation effective.

Section 4.8 Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, the expenses of attendance, if any, may be allowed for attendance at each Regular or Special Meeting of the Board.

Section 4.9 Directors Emeriti. Retired or past members of the Board of Directors who have provided outstanding service to the Corporation may be elected as Directors Emeriti of the Corporation. Each such Director Emeritus(a) shall serve for a lifetime term or until such Director Emeritus(a) resigns. Directors Emeriti may attend Regular Meetings of the Board of Directors but shall have no vote at such meetings.

ARTICLE 5

MEETINGS

Section 5.1 Annual Meeting. The Board of Directors shall meet annually for the purpose of electing the class of Directors then standing for election or reelection as the case may be, and for the transaction of such other business as may come before the meeting. At such Annual Meeting, the Board shall receive an Annual Report as required by §519(c) of the Not-for-Profit Corporation Law and Article 9 of these Bylaws. The Annual Meeting shall be held on such day and month of each year and at such time and place as shall be designated by the Board of Directors. Written (including by electronic mail or facsimile) notice of the date, time and place (including, where applicable, information regarding telephonic or electronic video conference) of the Annual Meeting shall be given to all Directors in such form as the Board may determine, which may include electronic mail or facsimile.

Section 5.2 Regular Meetings. Regular meetings of the Board of Directors shall be held at such times and places as shall be determined by the Board of Directors. Notice of the date, time and place (including, where applicable, information regarding telephonic or electronic video conference) of a Regular Meeting shall be given to all Directors in such form as the Board may determine, which may include electronic mail or facsimile. Notwithstanding the foregoing, Regular Meetings may be held without notice if fixed pursuant to a schedule of Regular Meetings established by the Board of Directors; provided that where any such Regular Meeting is not so fixed, written (including by electronic mail or facsimile) notice of the date, time and place (including, where applicable, information regarding telephonic or electronic video conference) of such Regular Meeting shall be given to all Directors in such form as the Board may determine, which may include electronic mail or facsimile. Neither the business to be transacted at, nor the purpose of any Regular Meeting of the Board of Directors need be specified in the notice of such meeting unless required by law or these Bylaws.

Section 5.3 Special Meetings. Special Meetings of the Board of Directors may be called by the Chairperson of the Corporation at any time, or by any other individual so authorized by the Board, or by any Director upon written (including by electronic mail or facsimile) demand of not less than one-fifth of the Entire Board. Notice of the date, time and place (including, where applicable, information regarding telephonic or electronic video conference) of a Special Meeting shall be given to all Directors in such form as the Board may determine. Neither the business to be transacted at, nor the purpose of any Special Meeting of the Board of Directors need be specified in the notice of such meeting unless required by law or these Bylaws. Except as otherwise provided in these Bylaws, any business may be transacted at any duly called Special Meeting.

Section 5.4 Waiver. Whenever under the provisions of the Not-for-Profit Corporation Law, Certificate of Incorporation or these Bylaws notice is required to be given to any Director, a waiver thereof in writing or via electronic mail or facsimile, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any Regular or Special Meeting of the Board of Directors need be specified in the waiver of notice of such meeting unless required by law or these Bylaws.

Section 5.5 Telephonic or Electronic Video Meetings. Any one or more Directors may participate in a Board or Committee meeting by conference telephone or similar communications equipment or by electronic video screen communication by means of which all persons participating in the meeting can speak to and hear each other at the same time and each Director can participate in all matters before the Board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board or Committee. Such participation in a meeting shall constitute presence of the Director at such meeting.

Section 5.6 Manner of Acting. Except as specified by law or these Bylaws, the Board of Directors shall act by a majority vote of the Directors present in person or by the means and in the manner described in Section 5.5 of these Bylaws at any duly called and held meeting of the Board of Directors at which a quorum is present. Directors who are present at a meeting, but not present at the time of a vote due to a conflict of interest or related party transaction shall be determined to be present at the time of the vote for the purposes of this Section 5.6. Each Director shall have one (1) vote. A vote of two-thirds shall be required to amend, repeal or adopt any Bylaw or charter provision or to approve any indebtedness to be incurred by the Corporation.

Section 5.7 Quorum. Except as hereinafter provided, a majority of the Entire Board shall constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting of Directors, a majority of the Directors present thereafter may adjourn the meeting to another time and place. Except as otherwise provided by law or these Bylaws, at such adjourned meeting at which a quorum shall be present, any business shall be transacted which might have been transacted at the meeting as originally notified.

Section 5.8 Attendance. A Director who has missed three (3) consecutive or fifty percent (50%) or more of the meetings of the Board of Directors within the calendar year without having been excused shall be deemed to have resigned.

Section 5.9 Conduct of Meeting; Record of Meetings. The Chairperson of this Corporation, or in his or her absence, the Vice Chairperson or, in his or her absence, the Treasurer, or, in his or her absence, any Director chosen by the Directors present, shall call meetings of the Board of Directors to order and shall act as the presiding officer for the meeting. The Secretary, or if the Secretary does not participate in the meeting, one of the Directors designated by the Directors participating in the meeting, shall keep a record of the meeting.

Section 5.10 Action by Unanimous Consent. Any action required or permitted to be taken at a meeting of the Board or any Committee thereof may be taken without a meeting if each Director of the Board or Committee consents in writing to the adoption of a resolution authorizing the action. Such consent may be written or electronic in accordance with §708 of the Not-for-Profit Corporation Law. The resolution and the written consents thereto shall be filed with the minutes of the proceedings of the Board or Committee.

Section 5.11 Notice. Whenever under the provisions of the Not-for-Profit Corporation Law, Certificate of Incorporation or these Bylaws notice is required to be given to any Director, such notice must be given in writing by personal delivery, by mail, by facsimile or by electronic mail, addressed to such Director at his or her contact information as it appears on the records of the Corporation, with postage or other delivery fees prepaid. Notice by mail shall be deemed to be given at the time it is deposited in the United States Mail.

ARTICLE 6

OFFICERS AND AGENTS

Section 6.1 Officers. The officers of the Corporation shall be a Chairperson, one or more Vice-Chairpersons, a Treasurer and a Secretary and such other officers as the Board of Directors may from time to time designate. Any two or more offices may be held by the same individual, except the offices of Chairperson and Secretary.

Section 6.2 Election of Officers. The Board of Directors shall choose annually the officers of the Corporation, all of whom must be Directors, from a slate submitted by the Nominating Committee at the Annual Meeting.

Section 6.3 Other Officers and Agents. The Board of Directors may appoint such other officers and agents as it shall deem necessary. Such officers and agents shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

Section 6.4 Compensation. The compensation, if any, of all officers and agents of the Corporation shall be fixed by the Board of Directors.

Section 6.5 Term of Officers. The officers of the Corporation shall hold office for a term of one (1) year until their successors shall have been elected and qualified, or until their death, resignation or removal.

Section 6.6 Removal, Resignations and Vacancies. Any officer elected or appointed by the Board of Directors may be removed with or without cause, without prejudice to his or her contract rights, if any, at any time by an affirmative vote of a majority of the Board of Directors present at a duly organized meeting of the Board. Any officer may resign by giving written notice

to the Board. Such resignation shall take effect on the date of receipt or at any later time specified therein, and unless required by its terms, the acceptance of such resignation shall not be necessary to make the resignation effective. In the case of any vacancy occurring in any office of the Corporation, the Chairperson shall appoint an acting successor to fill the unexpired portion of the term, and the appointment shall, at the next succeeding Board meeting, be confirmed by a vote of the Directors, or disapproved by a vote of the Directors approving a different successor to fill the unexpired portion of the term from a slate submitted by the Nominating Committee.

Section 6.7 Chairperson. The Chairperson of the Corporation shall be elected from among the members of the Board of Directors and shall, when present, chair all meetings of the Board of Directors. He or she shall inform himself or herself concerning all affairs of the Corporation and see that the duties of the officers and employees of the Corporation are properly discharged; that the Bylaws of the Corporation are observed; and that all statements and returns required by law are made; and he or she shall assume such share in the management of the Corporation's business as the Directors may determine. The Chairperson shall appoint such committees as he or she deems necessary, subject to the approval of the Directors, with the exception of the Nominating Committee. The Chairperson shall be an ex officio member of all committees. The Chairperson shall perform all duties incident to the office of the Chairperson. The Chairperson shall not be an employee of the Corporation.

Section 6.8 Vice Chairperson. Each Vice Chairperson shall perform such duties as are assigned to him or her by the Chairperson and the Board. In the absence of the Chairperson, the most senior Vice Chairperson shall perform the duties of that office.

Section 6.9 Treasurer. The Treasurer shall be elected from among the members of the Board of Directors. The Treasurer shall serve as the Chair of the Finance Committee and shall be so appointed by the Board upon election as Treasurer. The Treasurer shall be responsible for receiving from the Corporation and reviewing on a quarterly basis a full accounting of the Corporation's financial statements and overall financial condition. In accordance with all applicable policies and procedures of the Corporation, he or she shall render to the Chairperson and the Board of Directors at its Regular Meetings or when the Directors shall require, an account of his or her review of transactions of the Corporation, and of the financial condition of the Corporation, in addition to the Annual Report required by Section 9.2 of these Bylaws and §519 of the Not-for-Profit Corporation Law. The Treasurer shall perform or oversee the performance of such other duties as are incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors.

Section 6.10 Secretary. The Secretary shall be elected from among the members of the Board of Directors and shall attend all meetings of the Board of Directors and record all its proceedings in a book kept for that purpose. He or she may give, or cause to be given, notice of all Directors' meetings and shall perform such other duties as may be prescribed by the Board of Directors or by the Chairperson. The Secretary may certify all votes, resolutions and actions of the Board. The Secretary shall also keep a register of the post office address and telephone numbers of each Director; and ensure that the seal of the Corporation, if there be one, is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized; and be the custodian of the corporate records. The Secretary shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Directors. In the absence of the Secretary, another Director chosen by the Board shall act as secretary of the meeting.

ARTICLE 7

CHIEF EXECUTIVE OFFICER

Section 7.1 Authority. The Board of Directors may select and employ a professionally trained Chief Executive Officer, the qualifications of whom shall be determined by the Board of Directors, in its discretion and upon the advice of such counsel as it shall seek, from time to time.

Section 7.2 Responsibilities. The Chief Executive Officer shall be responsible for administering the Corporation's programs and activities in accordance with policies and objectives established by the Board of Directors. The Chief Executive Officer shall have the authority to employ all members of the staff in accordance with position classifications, duties and qualifications established by the Board of Directors, and shall act as liaison between the Board of Directors and the staff. The Chief Executive Officer shall annually submit a budget for the next fiscal year and shall report at the Annual Meeting on the past year's activities. The Chief Executive Officer shall be an ex officio member of the Board of Directors and the Executive Committee.

ARTICLE 8

COMMITTEES

Section 8.1 Committees of the Board.

(a) Establishment and Members. The Board of Directors may establish among its members Committees of the Board, comprised entirely of Directors, as it deems appropriate to assist and recommend in the management of the Corporation. Committees of the Board shall comprise at least three (3) Directors, one of whom shall be the chairperson of each such committee. Committees of the Board include, but shall not be limited to, an Executive Committee; Finance Committee; Audit and Compliance Committee; Compensation Committee; and such other Committees of the Board that the Board of Directors may establish by resolution from time to time. Members of the Executive Committee shall be recommended annually by the Chairperson and appointed by a majority of the Entire Board, and shall serve a one (1) year term(s), or until his or her earlier resignation or removal from the Board or the Executive Committee. Members of all other Committees of the Board shall be chosen from a slate submitted by the Nominating Committee at the Annual Meeting and shall serve a term(s) of two (2) years, or until his or her earlier resignation or removal from the Board or Committee, unless the Board of Directors specifies by resolution an alternative method of naming members of the Committees of the Board.

(b) General Authority and Duties. To the extent provided in these Bylaws or a Board resolution or a Committee Charter approved by the Board, Committees of the Board are authorized and delegated the authority to act on behalf of the Board with respect to any matter necessary or appropriate to the accomplishment of their purposes; provided that only the Executive Committee shall have all the authority of the Board, except to the extent prohibited by Section 8.1(c) of these Bylaws and applicable law. Committees of the Board shall be governed by and have the authority and responsibilities to the extent provided in these Bylaws and their associated Committee Charter, as approved by the Board of Directors. Committees of the Board shall periodically review and assess the adequacy of their associated Committee Charter and conduct a periodic self-evaluation of the performance of the Committee, including its

effectiveness and compliance with its Committee Charter. Committees of the Board shall report regularly to the Board on Committee findings, recommendations, actions and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities. In discharging their roles, Committees of the Board are empowered to inquire into any matter they consider appropriate to carry out their responsibilities, with access to all books, records, facilities and personnel of the Corporation. Committees of the Board shall undertake such other responsibilities as the Board may delegate or assign from time to time.

(c) Limitations on Authority. In accordance with §712(a) of the Not-for-Profit Corporation Law, no Committee of any kind, including the Executive Committee, shall have authority as to the following matters:

- i. The filling of vacancies in the Board or in any Committee;
- ii. The fixing of compensation of the Directors for serving on the Board or on any Committee;
- iii. The amendment or repeal of these Bylaws or the adoption of new Bylaws;
- iv. The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable;
- v. The election or removal of officers and Directors;
- vi. The approval of a merger or plan of dissolution;
- vii. The authorization of the sale, lease or exchange or other disposition of all or substantially all of the Corporation's property and assets;
- viii. The approval of amendments to the certificate of incorporation.

Section 8.2 Committees of the Corporation. The Board of Directors may, from time to time, as may be deemed desirable and by resolution, establish one or more Committees of the Corporation, which include, but shall not be limited to, the Nominating Committee. Committees of the Corporation shall have only the duties and roles specifically given to them by the Board, however, no Committee of the Corporation shall have the authority to bind the Board of Directors. The members of such committees, which may include individuals who are not Directors, shall be chosen from a slate submitted by the Nominating Committee, unless the Board of Directors specifies by resolution an alternative method of naming members of the Committees of the Corporation.

Section 8.3 Subcommittees, Task Forces and Other Groups. The Chairperson may, from time to time, establish subcommittees, task forces, work groups or other such groups, which may comprise Directors and/or individuals who are not Directors.

Section 8.4 Committee Vacancies. If any vacancy shall occur in any Committee of the Board or Committee of the Corporation for any reason, including an increase of the members thereof, the vacancy may be filled at any meeting of the Board from a slate submitted by the Nominating Committee.

ARTICLE 9

BOOKS, RECORDS, INSTRUMENTS AND FINANCES

Section 9.1 Books and Records. There shall be kept at the office of the Corporation correct and complete books and records of account of the activities and transactions of the Corporation, including copies of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board and its committees.

Section 9.2 Annual Report. At each Annual Meeting of the Board of Directors, the Chairperson and Treasurer shall present an Annual Report verified by the Chairperson and Treasurer or by a majority of the Directors, or certified by an independent public or certified public accountant or a firm of such accountants selected by the Board, showing in appropriate detail those elements required by §519 of the Not-for-Profit Corporation Law for the Corporation's preceding fiscal year. Such Annual Report shall be filed with the minutes of the Board's Annual Meeting.

Section 9.3 Execution of Instruments. The Board, or the Executive Committee, is authorized to select the banks or depositories it deems proper for the funds of the Corporation. Such officer(s) or person(s) as the Board of Directors may from time to time designate by resolution shall be authorized to sign all checks, drafts, demands, or other orders for the payment of money, acceptances, notes or other evidences or indebtedness; to enter into contracts; or to execute and deliver other documents and instruments of the Corporation.

Section 9.4 Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

ARTICLE 10

LIABILITY; INDEMNIFICATION

Section 10.1 Directors and Agents. The individual property of the Directors, officers, employees or agents of the Corporation shall not be held liable for the debts of the Corporation.

Section 10.2 Indemnification of Directors and Officers. To the fullest extent permitted by law, the Corporation shall in all cases indemnify any existing or former Director or officer of the Corporation who was or is a party (or is threatened to be made a party) to any threatened or pending action, suit, or other proceeding, whether civil, criminal, administrative, or investigative, including an action by or in the right of the Corporation to procure a judgment in its favor, by reason of the fact that he or she is or was a Director or officer of the Corporation (or is or was serving at the request of the Board as a Director, officer, trustee, partner, fiduciary, employee, or agent of another entity), or by reason of his or her conduct in any such capacity, against expenses (including, without limitation, costs of investigation and attorneys' fees, judgments, fines, penalties, and amounts paid in settlement) actually and reasonably incurred by him or her in connection with such proceeding, if such Director or officer acted, in good faith, for a purpose which he or she reasonably believed to be in, or, in the case of service for another entity, not opposed to, the best interests of the Corporation and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his or her conduct was unlawful. Notwithstanding the foregoing, with respect to any action by or in the right of the Corporation to

procedure a judgment in its favor, no indemnification shall be made in respect of (a) a threatened action, or a pending action which is settled or otherwise disposed of, or (b) any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation, unless and only to the extent that the court in which the action was brought, or if no action was brought, any court of competent jurisdiction, determines upon application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such portion of the settlement amount and expenses as the court deems proper.

Section 10.3 Indemnification of Employees and Agents. The Corporation may (but except as provided in Section 10.2 of these Bylaws shall not be required to) by resolution of the Board indemnify an employee or agent (other than a Director or officer) who was or is a party (or is threatened to be made a party) to any threatened or pending action, suit, or other proceeding by reason of the fact that he or she is or was an employee or agent of the Corporation (or is or was serving at the request of the Corporation as a Director, officer, trustee, employee, partner, fiduciary, or agent of another entity), or by reason of his or her conduct in any such capacity, against expenses actually and reasonably incurred by him or her in connection with such proceeding to the same extent and on the same basis on which it shall indemnify a Director or officer under Section 10.2 of these Bylaws. Such indemnification shall be subject to any restrictions imposed by applicable law or by the Board in its discretion.

Section 10.4 Advance Payment of Expenses. In its discretion the Board may, on such conditions as it deems appropriate, authorize the Corporation to pay or reimburse costs of investigation, attorneys' fees, and other expenses incurred by a person entitled to reimbursement under this Article, even in advance of the final disposition of the proceeding in question upon receipt of an undertaking by the person who may be entitled to such payment to repay such advances if, as and when it shall ultimately be determined by a court of competent jurisdiction that he or she is not entitled to be indemnified by the Corporation against such expenses.

Section 10.5 Nonexclusive Remedy, Benefit. The rights provided by this Article shall not be deemed exclusive of any other right of indemnification or payment provided by contract, the Certificate of Incorporation, vote of Directors, or otherwise. Any right of indemnity or payment arising under this Article shall continue as to a person who has ceased to hold the office or position in which such right arose; shall inure to the benefit of his or her heirs, executors, and administrators; and shall survive any subsequent amendment of this Article.

Section 10.6 Insurance. The Corporation may, at the discretion of the Board of Directors, purchase and maintain insurance to indemnify the Corporation for any obligation which it incurs as a result of the indemnification of Directors and officers under this Article 10 and on behalf of the persons described in Sections 10.2 and 10.3 of these Bylaws 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 under the laws of the State of New York. Notwithstanding the foregoing, no insurance purchased and maintained pursuant to this Section 10.6 may provide for any payment, other than the cost of defense, to or on behalf of any Director or officer: (a) if his or her acts were committed in bad faith or (b) if his or her acts were the result of his or her active and deliberate dishonesty and were material to the cause of action so adjudicated or (c) if he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled or (d) in relation to any risk the insurance of which is prohibited under the insurance law of New York State.

Section 10.7 Statement of Indemnification Expenses. If any expenses or other amounts are paid by way of indemnification, other than by court order, the Corporation shall prepare a statement specifying the persons paid, the amounts paid, and the nature and status at the time of

such payment of the litigation or threatened litigation and shall include the statement in the records of the Corporation open to public inspection. If any action with respect to indemnification of Directors and officers is taken by way of amendment of these Bylaws, resolution of Directors, or by agreement, then the Corporation shall include a statement specifying the action taken in the records of the Corporation open to public inspection. The Corporation shall prepare and include in the records of the Corporation open to public inspection a statement in respect to any insurance it has purchased or renewed under Section 10.6 of these Bylaws specifying the insurance carrier, date of the contract, cost of the insurance, corporate positions insured, and a statement explaining all sums not previously reported paid under any indemnification insurance contract.

ARTICLE 11

CONFLICTS OF INTEREST

Section 11.1 Conflicts of Interest Policy. The Board of Directors shall adopt a Conflicts of Interest Policy in accordance with applicable law.

ARTICLE 12

AMENDMENTS

Section 12.1 Amendments. These Bylaws may be amended or repealed or new Bylaws adopted by a two-thirds vote of the Directors at an Annual or Special Meeting as designated by the Chairperson provided that the written notice of the meeting and of the substance of the proposed change to the Bylaws is given in accordance with the procedures and time requirements specified in Section 5.11 hereof and the substance of the amendment or repeal has been discussed at a meeting of the Board of Directors at which a quorum was present held at least thirty (30) days prior to such Annual or Special Meeting; and, further provided that the Bylaws may not be amended in such a way as to cause the corporation to lose its status as a corporation (i) which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code, (ii) which is not a private foundation described in Section 509(a) of the Internal Revenue Code, and (iii) contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code.

ARTICLE 13

PROHIBITION AGAINST LOANS

Section 13.1 Loans. The Corporation is prohibited from making any loan to any Director, officer or key person or as is otherwise prohibited by the provisions of §716 of the Not-for-Profit Corporation Law.

ARTICLE 14

DIVERSITY, EQUITY AND INCLUSION

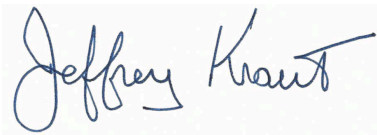
Section 14.1 Commitment to Diversity, Equity and Inclusion. This Corporation and the Board are committed to incorporating the values of diversity, equity and inclusion in the governance and operations of this Corporation. These values shall be codified in a Diversity, Equity and Inclusion policy adopted by the Board.

Section 14.2 Non-Discrimination. In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of age, race, creed, color, national origin, sexual orientation, gender identity or expression, military status, sex, marital status, disability or any category protected by law.

ARTICLE 15

WHISTLEBLOWER POLICY

Section 15.1 Whistleblower Policy. The Board shall adopt a whistleblower policy in accordance with applicable law to provide procedures for the reporting of violation or suspected violation of laws or corporate policies, and protect from retaliation persons who report suspected improper conduct. The Board of Directors shall oversee the implementation of and compliance with such policy.



ATTEST: _____

DATE: 9/23/2020

Secretary