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SIXTH AMENDED AND RESTATED
BYLAWS OF
ENVIRONMENTAL DEFENSE FUND, INCORPORATED
(a New York Not-for-Profit Corporation)
Amended, Restated and Adopted on October 12, 2022
and further edited May 8, 2024

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SIXTH AMENDED AND RESTATED
BYLAWS OF
ENVIRONMENTAL DEFENSE FUND, INCORPORATED

ARTICLE I
NAME AND OFFICES

1. The name of the corporation shall be Environmental Defense Fund, Incorporated (hereinafter referred to as the "Corporation"). The principal office of the Corporation shall be located in the County of New York, State of New York. The Corporation may also have other offices within and without the State of New York as the Board of Trustees (collectively, the "Board," and individually, one or more "Trustees") may from time to time determine or the business of the Corporation may require.

ARTICLE II
PURPOSE

1. The purposes of the Corporation shall be those set forth in the Certificate of Incorporation (the "Certificate"), as may be amended from time to time.

ARTICLE III
NO MEMBERS

1. The Corporation shall have no members.
2. There may be a non-voting membership of the Corporation designed to permit the public to identify with and support the Corporation, but without any rights of members even if denominated for convenience as "members" Subject to the approval of the Board, the President or any members of the Corporation's professional or administrative staff to which the President assigns such function may develop a non-voting membership program as appropriate to further support for the Corporation's objectives.

ARTICLE IV
BOARD OF TRUSTEES

1. **Powers and Number.** The affairs and property of the Corporation shall be managed by or under the direction of the Board subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate and herein. The number of Trustees shall be no less than twenty (20) and no more than seventy-five (75). The number of Trustees may be decreased to no less than five (5) and increased to any number from time to time by amendment to this Section 1 by the affirmative vote of a majority vote of the Entire Board. No decrease in the number of Trustees shortens the term of any Trustee then in office. As used in these Bylaws, the term "Entire Board" shall mean the total number of Trustees the Corporation would have if there were no vacancies on the Board; provided, that if the Board has not by resolution fixed the number of Trustees within the above range (as such range may then have been amended), the "Entire

Board" shall mean the number of Trustees within the range that were elected as of the most recently held election of Trustees plus the number of Trustees whose terms have not yet expired.

2. **Quorum and Voting.** At each meeting of the Board, a quorum shall exist, for the transaction of business or any specified item of business, when a majority of the Entire Board is present at a meeting. If a quorum is not present at any meeting of the Board, a majority of the Trustees present may adjourn the meeting to another time by announcement at the meeting, until such a quorum is present, provided that notice of such adjournment shall be given to any Trustees who were not present at the time of the adjournment. Except as otherwise provided by statute or these Bylaws, the vote of a majority of the Trustees present at the time of a vote, if quorum is present at such time, shall be the act of the Board.

3. **Meetings.** The Board shall hold at least two (2) regular meetings each year, one of which shall be the annual meeting held in Spring and another of which shall be the budget meeting held in Fall. The annual, budget and any other regular meetings of the Board shall be held at times and places as may from time to time be fixed by the Board or may be specified in a notice of a meeting. Special meetings of the Board may be held at any time and may be called by the President or by any Trustee upon the written demand of not less than one-fifth of the Entire Board. Special meetings shall be held at such times and places as shall be fixed by the person or persons calling the meeting, which will be specified in the notice thereof.

4. **Notice of Meetings.**

A. **Regular Meetings:** Notice of any regular meeting for which the time and place is not fixed by the Board must be given to each Trustee not less than five (5) days before such meeting. Notice of a regular meeting may be given by mail, telephone, courier service, electronic transmission or hand delivery, directed to each Trustee at his or her address or other contact information as it appears on the records of the Corporation. Such notice shall state the time and place where the meeting is to be held and to the extent possible, the purpose(s) for which the meeting is called. Notice of a regular meeting shall be deemed to have been given, delivered and received: (i) if sent by electronic transmission (whether electronic mail or facsimile transmission), upon successful transmission without return as undeliverable; (ii) if sent by courier, upon proof of delivery after being placed in the hands of the courier in a sealed, properly addressed envelope, billed to sender; (iii) if sent by mail, three (3) days after deposited in the United States mail in a sealed, properly addressed envelope, first class postage prepaid; (iv) if given by telephone, upon personal discussion with the Trustee or upon leaving a message either on voicemail for the Trustee or with a person whom the caller believes will relay the message to the Trustee; and (v) if by sent by personal delivery, upon delivery to the address of the Trustee as it appears on the records of the Corporation.

B. **Special Meetings:** Notice of a special meeting of the Board must be given to each Trustee not less than three (3) days before such meeting, provided, however, that notice of special meetings to discuss matters requiring prompt action may be given no less than forty-eight (48) hours before the time at which such meeting is to be held; provided, further, that if the meeting relates to an emergency which must be resolved within forty-eight (48) hours, notice shall be given as promptly as possible. Notice of a special meeting shall be given by personal delivery, by telephone, or by electronic transmission. Notice of a special meeting shall be deemed to have been given, delivered and received: (i) if sent by electronic transmission (whether electronic mail or facsimile transmission), upon successful transmission without return as undeliverable; (ii) if given by telephone,

upon personal discussion with the Trustee or upon leaving a message either on voicemail for the Trustee or with a person whom the caller believes will relay the message to the Trustee; and (iii) if by sent by personal delivery, upon delivery to the address of the Trustee as it appears on the records of the Corporation.

Notice of a regular or special meeting need not be given to a Trustee who submits a signed or electronic waiver of notice before or at the meeting's commencement, or who attends the meeting without protesting (not later than the commencement of the meeting) the lack of notice to him or her.

5. Meeting by Remote Communication: Any one or more members of the Board or any committee may participate in a meeting of the Board or any committee by means of a conference telephone or similar communications equipment or by electronic video screen communication allowing all persons participating in the meeting to hear each other at the same time and each member of the Board or such committee to participate in all matters before the Board or committee, including without limitation the ability to propose, object to, discuss and vote upon a specific action to be taken by the Board or committee. Participation by such means shall constitute presence in person at such meeting.

6. Action Without a Meeting: Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or such committee execute a written or electronic unanimous consent to the adoption of a resolution authorizing the action. The resolution and the unanimous consent thereto by members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

7. Eligibility, Election, Term of Office and Term Limits: Effective from and after 2022 annual meeting of the Board:

A. Eligibility. Subject to Sections 7.D and 7E, in order to be eligible to be elected and serve as a Trustee, an individual shall be nominated (i) by the Nominating and Governance Committee, if any, and (ii) in addition to the nominations made by the Nominating and Governance Committee, by any one or more Trustees by petition or other writing delivered to the Chair or President before the date of the annual, regular or special meeting at which an election is to be held.

B. Election. All Trustees, whether they are Incumbent Trustees or New Trustees, shall be elected by the affirmative vote of majority of the Trustees in office if a quorum is present at the meeting at the time of the vote, and upon election shall immediately take office as a Trustee. Incumbent Trustees (as defined in Section 7.D.2) who are eligible to be nominees pursuant to paragraphs A and D of this Section 7 may be reelected at the annual meeting of the Board. New Trustees (as defined in Section 7.D.3) who are eligible to be nominees pursuant to paragraphs A and D of this Section 7 may be elected to the Board at any annual, other regular or special meeting of the Board. Eligible nominees shall be elected at the annual meeting of the Board, or to fill a vacancy at any annual, regular or special meeting of the Board, by the affirmative vote of majority of the Trustees in office if a quorum is present at the meeting at the time of the vote, and upon election shall immediately take office as a Trustee.

C. Term of Office. Subject to Section 7.E, a Trustee shall serve a term of three (3) years ("Term"), and shall hold office until such Trustee's successor is duly elected and qualified or such Trustee's earlier death, incapacity, ineligibility, resignation or removal.

D. Term Limits.

1. **General Limit.** Trustees may serve a maximum of four (4) terms, not to exceed twelve (12) consecutive years on the Board, except as provided in Sections 7.D.2-4 and 7.E, below.
2. **Incumbent Trustees.** The term "Incumbent Trustees" refers to those Trustees who are on the Board as of the start of the annual meeting of the Board to be held in 2023. For purposes of the election of Trustees at the annual meetings of the Board held in 2023, 2024 or 2025, every Incumbent Trustee whose then-current term of office expires at such meeting shall be eligible to be renominated and to be reelected for a final three (3)-year term of office which starts at that meeting. For purposes of the election of Trustees at any annual meeting of the Board to be held in or after 2026, every Incumbent Trustee whose then-current term of office expires at such meeting and who has served a period of less than twelve (12) consecutive years on the Board ending on the date of such annual meeting shall be eligible to be renominated and to be reelected for the three (3)-year term of office which starts at the conclusion of that meeting not to exceed the Term Limit in Section 7.D.1.
3. **New Trustees.** The term "New Trustees" refers to eligible nominees for Trustee who are first elected to the Board at or after the annual meeting of the Board held in 2023, including election to fill a vacancy on the Board. New Trustees shall be elected for a three (3)-year term and may serve a maximum of four (4) consecutive terms on the Board. If a New Trustee is first elected at any meeting other than an annual meeting of the Board to the Board to fill a vacancy, then the partial term starting on the date of such election and expiring at the immediately following annual meeting of the Board shall be disregarded in applying term limits to such New Trustee.
4. **Term Limits Exemptions and Waivers.** Notwithstanding any provision to the contrary of this Section 7:
 - a. A Trustee other than one who is an Incumbent Trustee who has served on the Board for at least twelve (12) consecutive years ending with the annual meeting of the Board to be held in 2023 shall, following a minimum one (1)-year break in service commencing on expiration of such Trustee's fourth (4th) consecutive term of office on the Board, again become eligible to be renominated and reelected to the Board and may serve a maximum of two (2) additional consecutive terms on the Board, regardless of any intervening or later break or breaks in service.
 - b. The Board may from time to time exempt one or more specified Trustees from term limits entirely or waive on one or more occasions the application of term limits to one or more specified Trustees, in each case by resolution adopted by the affirmative vote of the majority of the Entire Board present at any meeting of the Board at which a quorum is present at the time the vote is taken.
 - c. An Officer of the Board shall continue to be a Trustee automatically for the duration of such Officer's service as an Officer of the Board without the necessity of renomination and reelection as a Trustee. The period of an individual's service as an Officer of the Board shall be disregarded for purposes of the application of term limits to such individual in his or her capacity as a Trustee.

E. Immediate Past Chair. Notwithstanding any provision to the contrary of this Section 7, commencing with the 2022 annual meeting of the Board and at each annual meeting of the Board thereafter, the Trustee whose term of office as Chair expires at such annual meeting without being reelected as Chair ("Immediate Past Chair") shall automatically be deemed elected as a Trustee by virtue of having held such office as Chair, and shall be eligible to serve for so long as there is no later Immediate Past Chair or until his or her earlier death, incapacity, resignation, ineligibility or removal. The additional term permitted under this Paragraph E shall be disregarded for purposes of calculating term limits applicable to the Immediate Past Chair.

8. Newly Created Trusteeships and Vacancies. Newly created Trusteeships resulting from an increase in the number of Trustees and/or vacancies occurring for any reason, including any vacancy occurring by reason of the death, incapacity, resignation, ineligibility or removal of a Trustee, may be filled at any meeting of the Board at which a quorum is present at the time of the vote by the affirmative vote of a majority of the Trustees in office. Each Trustee so elected shall serve until the next annual meeting of the Board and until such Trustee's successor shall be elected and qualified or such Trustee's earlier death, incapacity, resignation, ineligibility or removal.

9. Removal. Any Trustee may be removed at any time for cause at a regular or special meeting called for that purpose by the affirmative vote of a majority of the Entire Board.

10. Resignation. Any Trustee may resign from the Board at any time by giving written or electronic notice to the Board, the Chair, or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board or such Officer. The acceptance of such resignation shall not be necessary to make it effective. No resignations shall discharge any accrued obligation or duty of a Trustee.

11. Compensation. The Corporation shall not pay compensation to Trustees for serving as members of the Board or any committee, however, subject to the Corporation's policies from time to time in force, Trustees may be reimbursed for reasonable expenses incurred in the execution of their duties. Non-Trustee members serving on committees shall not receive compensation for their services to the Corporation in their capacity as such committee members.

12. Advisory and Honorary Trustees. Former Trustees who desire to continue to be engaged with the Corporation in a counseling capacity and actively support and participate in the Corporation's mission-related activities and whose tenure on the Board terminated other than by removal may be designated as Advisory Trustees by a majority vote of Trustees present at a meeting at which a quorum is present at the time the vote is taken. Other individuals who have demonstrated a strong commitment to the environment may be designated as Honorary Trustees by the affirmative vote of a majority of the Trustees present at a meeting at which a quorum is present at the time the vote is taken. If invited by the Chair or the Board to attend as guests, any one or more Honorary and/or Advisory Trustees may attend the meetings of the Board to which they are invited, but shall have no vote and not count for quorum purposes, and no lack of or defect in notice to any of them shall affect the validity of notice otherwise given of the meeting to the Trustees. The Board shall set an initial term of office for an Honorary or Advisory Trustee at the time of designation and may from time to time extend or renew such term without limit. An Honorary or Advisory Trustee may resign by written notice delivered to the Corporation or any Officer which shall be effective upon such delivery and no acceptance thereof by the Corporation shall be required for such resignation to be effective. An Honorary or Advisory Trustee may be removed, with or without cause, [without notice] by the affirmative vote of a majority of the Trustees present at a meeting at which a quorum is present at the

time the vote is taken. An Honorary or Advisory Trustee shall serve until the earlier of his or her removal, resignation, incapacity, death, or the expiration of the term for which he or she was designated.

ARTICLE V COMMITTEES AND COUNCILS

1. Committees of the Board

A. **General:** The Board may designate from among the Trustees one or more committees of the Board ("Committees of the Board"), each consisting of three (3) or more Trustees; provided, that in the case of a Board of thirty (30) Trustees or more, three-quarters of the Trustees present at the time of the vote, if a quorum is present at that time, is required to designate Trustees to any Executive Committee.

1. Charter and Authority. Each Committee of the Board shall have its own charter, which, to the extent not otherwise specified in these Bylaws or the New York Not-For-Profit Corporation Law (the "NPCL"), sets forth the authority, composition and responsibilities of the Committee. Each Committee of the Board shall have such authority as the Board shall provide by resolution, subject to the Certificate and these Bylaws, except that no committee shall have authority as to matters reserved for the Board under the NPCL, including the following:

- a. The filling of vacancies on the Board or in any committee.
- b. The amendment or repeal of the Bylaws, or the adoption of new Bylaws.
- c. The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.
- d. The election or removal of Officers and Trustees.
- e. The approval of a merger or plan of dissolution.
- f. The approval of amendments to the Certificate.
- g. The authorization of the sale, lease, exchange, or other disposition of all or substantially all of the assets of the Corporation.

2. Composition and Term. The Board shall appoint the members of each Committee of the Board, subject to Section 2 of this Article V and the terms of the charter of such committee. The Chair may be either a non-voting member, ex-officio, or a voting member of a Committee of the Board, as applicable, if and as provided in the charter of such committee or these bylaws. Subject to the terms of the charter of the Committee of the Board and any limitations under the NPCL or these Bylaws, the Board may designate one or more Trustees as alternate members of any Committee of the Board, who may replace any absent or disqualified member or members at any meeting of such committee. Each Committee of the Board shall serve at the pleasure of the Board and shall be subject at all times to the directions of the Board.

3. Quorum and Action. Unless otherwise provided by resolution of the Board, these bylaws or in the charter of a Committee of the Board, a majority of all of the voting members of a Committee of the Board shall constitute a quorum for the transaction of business and the vote of a majority of all of the voting members of such a committee present at the time of vote, if quorum is present at that time, shall be the act of the committee.

B. **Executive Committee.** The Executive Committee, if any, shall be a Committee of the Board, and shall have and may exercise all of the powers and authority of the Board subject to the limitations of Article V.1, herein and the NPCL. The Executive Committee shall consist of that number of Trustees as the voting members thereof and such officers or other employees of the Corporation as the non-voting members thereof as shall be set forth in its charter as from time to time amended. The Chair shall serve as the chair of the Executive Committee.

C. **Audit Committee.** There shall be an Audit Committee of the Board which shall oversee the accounting and financial reporting processes of the Corporation and the audit of the Corporation's financial statements. Each member of the Audit Committee must be qualified as an "independent director" as defined in the NPCL. The Audit Committee shall be chaired by a member of the Audit Committee selected by vote of its members. The Audit Committee, among other matters, shall:

1. Annually select and retain or renew the retention of an independent auditor for the Corporation;
2. Review with the independent auditor the scope and planning of the audit prior to its commencement;
3. Upon completion of the audit, review and discuss with the independent auditor: (a) the results of the audit and any related management letter, (b) any material risk and weaknesses in internal controls identified by the auditor, (c) any restrictions placed on the auditor's activities or access to information, (d) any significant disagreements between the auditor and the Corporation's management, and (e) the adequacy of the Corporation's accounting and financial reporting processes;
4. Annually consider the performance and independence of the auditor; and
5. Report on the committee's activities to the Board.

While only members of the Audit Committee may participate in committee deliberations or voting with respect to the matters set forth in this Section 3, the Audit Committee may nevertheless request that a person with an interest in the matter present information or background or answer questions at a Committee meeting prior to the commencement of deliberations or voting relating thereto.

2. **Committees of the Corporation.** The Board or Chair may appoint from time to time any number of persons as a committee of the Corporation (a "Committee of the Corporation"), each consisting of at least three (3) or more persons and may, but are not required to, include Trustees. No Committee of the Corporation shall have the power to bind the Corporation, and each such committee and its members shall have such obligations as the Board may from time to time determine. Each member of a Committee of the Corporation shall serve at the pleasure of the Board. Membership on a Committee of the Corporation shall not confer on any member thereof any power, duty or responsibility of a Trustee nor constitute membership on the Board or in the Corporation. Subject to the terms of the charter of the Committee of the Corporation, the Board may designate one (1) or more persons as alternate members of any Committee of the Corporation, who may replace any absent or disqualified member or members at any meeting of such Committee.

3. **Councils.** The Board, the President, or any members of the Corporation's professional or administrative staff to which the President assigns such function may from time to time create or recognize one or more national, international, state, regional or mission-based affinity groups, each to be designated or, if already existing in 2022, redesignated, as a "Council" and consist of persons

supportive of the purposes and mission of the Corporation. No Council shall have the power to bind the Corporation and each Council and its members shall have such obligations as the Board or the President may from time to time determine together with such additional obligations, if any, as such Council may set for its members. Each member of a Council shall serve at the pleasure of the Board, the President, or the other staff member to whom oversight of such Council is delegated by the Board or the President. Membership on a Council shall not confer on any member thereof any power, duty or responsibility of a Trustee nor constitute membership on the Board or in the Corporation.

ARTICLE VI OFFICERS, EMPLOYEES, AND AGENTS

1. Officers. The Officers of the Board and the Officers of the Corporation are collectively referred to as the "Officers" and individually, an "Officer." All Officers shall be subject to the supervision and direction of the Board. One person may concurrently hold, and perform the duties of, more than one office, except that the same person may not hold the offices of President and Secretary.

2. Officers of the Board. The Officers of the Board shall consist of a Chair, one or more Vice Chairs and such other Officers of the Board with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board consistent with the immediately following Section 3. Only Trustees (including individuals treated under Section 7.D.4(c) of Article IV hereof as continuing to be Trustees without the necessity of renomination and reelection while already serving as an Officer of the Board) shall be qualified to serve as Officers of the Board. The Officers of the Board shall be elected by a majority vote of the Board at the annual meeting of the Board if a quorum is present at the time of the vote. An Officer of the Board shall serve a term of three (3) years and, if renominated and reelected as an Officer of the Board upon expiration of such Officer of the Board's first term as an Officer of the Board, shall serve no more than one (1) additional term of three (3) years commencing upon such expiration, for a maximum of six (6) years of service as an Officer of the Board. An Officer of the Board shall otherwise hold office until such Officer's successor is elected and qualified or until such Officer's earlier death, disqualification, incapacity, resignation, or removal.

3. Officers of the Corporation. The Officers of the Corporation shall consist of a President, Executive Director, Treasurer, and Secretary and may include one or more Vice Presidents, Assistant Secretary(ies) and Assistant Treasurer(s). Only employees of the Corporation shall be qualified to serve as Officers of the Corporation. Except for the President, who shall be appointed by the Board, or as otherwise provided in this Article VI, Officers of the Corporation shall be appointed by the President, subject to approval by the Board, for such term or terms as the President shall designate and may be reappointed for one or more additional terms. Each Officer of the Corporation shall hold office until the expiration of such Officer's term or earlier death, disqualification, incapacity, resignation or removal.

4. Removal. Any Officer elected or appointed by the Board may be removed at any time, with or without cause, by a vote of a majority of the Entire Board. Any Officer appointed by the President may be removed at any time, with or without cause, by the President. The removal of an Officer shall be without prejudice to the contract rights, if any, of such Officer.

5. Resignations. Any Officer of the Board may resign at any time by written or electronic notice to the Board. Any Officer of the Corporation may resign at any time by written or electronic notice to the President, who shall inform the Board. Unless otherwise specified in the

notice, the resignation shall take effect at the time of delivery. The acceptance of such resignation shall not be necessary to make it effective.

6. Vacancies. Unless stated otherwise in these Bylaws, any vacancy in any office may be filled for the unexpired portion of the term through election by the Board; in the case of Officers of the Corporation other than Secretary, through appointment by the President subject to approval by the Board, in the case of the Secretary, automatically by the then-Chief Legal Officer or Head of Legal, or by an attorney employed in the Corporation's legal department and appointed by the Board to serve as Secretary. In the event of the absence or disability of any Officer, the Board may delegate such Officer's powers and duties to any other Officer or Officers.

7. Chair and Vice Chair(s) of the Board. The Chair of the Board shall preside over meetings of the Board or designate a Trustee to preside and shall have such other duties as may be prescribed by a majority vote of the Trustees present at a meeting or these Bylaws. At the request of the Chair or in the Chair's absence or incapacity, the Vice Chair, or if there be more than one, the Vice Chairs present shall preside at all meetings of the Board. If the Chair and all Vice Chairs are unable to attend a meeting of the Board, the Trustees present at the meeting, by the vote of a majority present, shall designate a Trustee to perform the function and powers of the Chair. The Board may elect more than one Vice Chair from time to time with such duties as the Board may determine. Each Vice Chair shall have such other powers and shall perform such duties as may from time to time be prescribed by the Board or these Bylaws.

8. President. The President of the Corporation shall serve as the chief executive officer of the Corporation and shall be appointed by the Board. The President shall report to the Board regarding the affairs of the Corporation and, subject to the supervision of the Board, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with policies and directives approved by the Board. Absent express delegation otherwise by resolution pursuant to other provisions of these bylaws (including without limitation pursuant to Article VII.1), the President shall be authorized (i) to sign all Major (as defined below) and other documents, contracts or instruments pertaining to the affairs of the Corporation and (ii) to delegate from time to time, whether through approval of a signature authority matrix or otherwise, to the Treasurer or any other Officer or agent of the Corporation (and to grant authority to any such person to delegate further to other Officers or agents of the Corporation) the signing of documents, contracts or instruments of the Corporation other than Major documents, contracts or instruments of the Corporation. Any commitment, agreement, transaction, or series of integrated commitments, agreements or transactions, which would or may require the Corporation to expend, invest, or incur a liability (whether secured, unsecured, absolute or contingent) in an aggregate amount of two million dollars (\$2,000,000) or more shall be deemed "Major."

9. Treasurer and Assistant Treasurer(s.) There shall be a Treasurer of the Corporation who may also be designated as the Vice-President of Finance and Administration or the Chief Financial Officer. The Treasurer shall have custody of, and be responsible for, all funds and securities of the Corporation. He or she shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board may designate. Whenever required by the Board, the Treasurer shall render a statement of accounts. The Treasurer shall at all reasonable times exhibit the books and accounts to any Officer or Trustee of the Corporation, and shall perform all duties incident to the office of the Treasurer, subject to the supervision of the Board, and such other duties as shall from time to time be assigned by the President or the Board. The Treasurer and any Assistant Treasurer shall, if required by the Board and at the expense of the Corporation, give such bond or security for

the faithful performance of the duties of that office as the Board may require. The Treasurer shall work with the President and other members of management in developing the annual budget and related financial plans. He or she will also be responsible for the Corporation's financial reporting to management, the Board and the public, the latter in the form of audited financial statements. The Treasurer will also work with the Corporation's outside auditor to assist in the development of the annual audited financial statements; manage the banking and investment matters of the corporation; as well as work with the President on the system of internal controls at the Corporation to ensure appropriate safeguards are in place in regard to assets, commitments and disbursements. The Treasurer may, from time to time, delegate any of its powers and duties as to one or more persons to serve as Assistant Treasurer, which shall have such powers and perform such duties as the Treasurer may from time to time designate. An Assistant Treasurer may resign at any time by written or electronic notice to the Treasurer and may be removed, with or without cause, by the Treasurer.

10. Secretary and Assistant Secretary(ies). There shall be a Secretary of the Corporation who shall record, cause to be recorded or supervise the recording of the minutes of each meeting of the Board and of each Committee of the Board exercising any delegated powers of the Board. Except when a vacancy is filled on an interim basis pursuant to Section 6 of this Article VI, the Secretary shall be the then-current Chief Legal Officer/Head of Legal or a qualified attorney employed in the Corporation's legal department reporting to the Chief Legal Officer/Head of Legal. Any Assistant Secretary appointed by the Chief Legal Office/Head of Legal may also resign at any time by written or electronic notice to the Secretary and may be removed, with or without cause, by the Secretary. In the absence of the Secretary from any such meeting, an Assistant Secretary, or if such person is absent, a temporary secretary chosen at the meeting by its chair, shall record the proceedings thereof. After review thereof by various Officers including or limited to the Chair and the President, the Secretary shall include or cause to be included a copy of the minutes of the most recent Board meeting in the board book provided to the Trustees in advance of the next meeting of the Board for review, any revision, and a vote on approval at such next meeting. The Secretary shall have such additional powers and duties as the Board may from time to time designate.

11. Executive Director and Vice Presidents. There may be an Executive Director and/or one or more Vice Presidents of the Corporation, including Senior and Executive Vice-Presidents.

12. Other Powers and Duties. Subject to these Bylaws, each Officer shall have in addition to the duties and powers specifically set forth in these Bylaws, such duties and powers as are customarily incident to such Officer's office, and such duties and powers as may be designated from time to time by the Board.

13. Employees and Other Agents. The Board may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall have such authority and perform such duties as the Board may from time to time determine. To the fullest extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities, and duties.

14. Compensation. Any Officer is authorized to receive a reasonable compensation for services rendered to the Corporation in that capacity, in accordance with the Corporation's policies and consistent with applicable law, including without limitation Sections 501(c)(3) and 4958 of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of future United States internal revenue law.

ARTICLE VII EXECUTION OF INSTRUMENTS

1. **Contracts and Instruments.** The Board, subject to the Corporation's policies, may authorize any Officer or agent of the Corporation to enter into any contract, to execute and deliver any instrument, or to sign checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness in the name of and on behalf of the Corporation. Such authority may be general or may be confined to specific instances. No instrument required to be signed by more than one Officer may be signed by one person in more than one capacity.

2. **Deposits.** The funds of the Corporation shall be deposited in its name with such banks, trust companies, or other depositories as the Board, or the Officers to whom such power has been delegated by the Board or other provisions of these Bylaws, may from time to time designate.

ARTICLE VIII INDEMNITY

1. **Indemnification.** Any person made, or threatened to be made, a party to any action or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, by reason of the fact that such person or such person's testator or intestate, is or was a Trustee, Officer or member of the professional or administrative staff of the Corporation or serves or served any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity at the request of the Corporation, shall be indemnified by the Corporation, and the Corporation may advance such person's related expenses (including legal fees), to the full extent permitted by law, provided that such person acted, in good faith, for a purpose which he or she reasonably believed to be in, or, in the case of service for any other corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise, 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; provided, further, that no indemnification may be made to or on behalf of any such person if: (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding; or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

2. **Insurance.** The Corporation shall purchase and maintain insurance to indemnify the Corporation for any obligation which it incurs as a result of its indemnification of Trustees, Officers and members of the professional and administrative staffs of the Corporation pursuant to Article VIII, Section 1 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Article VIII, Section 1 above.

ARTICLE IX GENERAL PROVISIONS

1. **Fiscal Year.** The end of the fiscal year of the Corporation shall be September 30 unless otherwise provided by the Board.

2. **Seal.** The Corporation may have a corporate seal, which may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

3. **Books and Records.** The Corporation shall keep at the office of the Corporation correct and complete books and records of the activities and transactions of the Corporation,

including the minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, all resolutions of the Board, all minutes of meetings of the Board and of Committees of the Board and Committees of the Corporation, and all unanimous written consents in lieu of such meetings.

4. Written and Electronic Signatures. Wherever a written instrument is required to be or may be executed hereunder, including without limitation a waiver of notice of a meeting, an approval of or consent to action taken without a meeting, or a resignation in any capacity:

(i) If written, the instrument must be executed by the person signing such instrument or causing his or her signature to be affixed to such instrument by any reasonable means including, but not limited to, facsimile signature, DocuSign, or similar means; and

(ii) If electronic, an electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature if the instrument is sent by electronic mail and sets forth, or is submitted with, information from which it can reasonably be determined that the transmission was authorized by the person signing the instrument.

ARTICLE X INTERESTED PARTY TRANSACTIONS

1. Definitions. For purposes of these Bylaws, an "interested party transaction" is any contract or other transaction between the Corporation and (a) any present Trustee or any individual who has served as a Trustee in the five years preceding the transaction ("past Trustee"), (b) any family member of a present or past Trustee, (c) any corporation, partnership, trust, or other entity in which a present or past Trustee is a trustee, director, officer, or holder of a financial interest, (d) any present Officer or any individual who has served as an Officer in the five years preceding the transaction ("past Officer"), (e) any family member of a present or past Officer, or (f) any corporation, partnership, trust, or other entity in which a present or past Officer is a trustee, director, officer, or holder of a financial interest.

2. Procedures. In any instance where the Corporation proposes to enter into an interested party transaction it shall follow the procedures and rules set forth in the Corporation's Conflict of Interest Policy adopted by the Board and as amended from time to time and to the extent applicable, the "related party transaction" provisions of the NPCL, which NPCL provisions shall be deemed to supplement, and control in case of any conflict with, such Policy.

ARTICLE XI REAL PROPERTY

1. Real Property Transactions. The Corporation shall not purchase, sell, mortgage, lease, exchange or otherwise dispose of real property unless such transaction is authorized by the vote of a majority of the Entire Board or of a majority of a Committee of the Board authorized by the Board, provided that if such property constitutes, or would, upon purchase thereof, constitute all, or substantially all, of the assets of the Corporation, then the vote of two-thirds of the Entire Board shall be required, or, if there are twenty-one or more Trustees, the vote of a majority of the Entire Board shall be sufficient.

2. Authorized Committee. If the Board authorizes a Committee of the Board to act pursuant to Article XI, Section 1 of these Bylaws, the Committee of the Board shall promptly report any actions taken to the Board, and in no event after the next regularly scheduled meeting of the Board.

ARTICLE XII AMENDMENTS

1. These Bylaws may be altered, amended, or repealed by the affirmative vote of the majority of the Entire Board present at any meeting of the Board at which a quorum is present at the time the vote is taken, except a two-thirds vote of the Entire Board shall be required for any amendment to add or remove a provision of these Bylaws requiring a greater proportion of Trustees to constitute a quorum or a greater proportion of votes necessary for the transaction of business. Such action is authorized only at a duly called and held meeting of the Board for which written notice of such meeting, setting forth the proposed alteration, is given in accordance with the notice provisions for special meetings set forth herein.

ARTICLE XIII REFERENCE TO THE CERTIFICATE OF INCORPORATION

1. References in these Bylaws to the Certificate of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted by these Bylaws. In the event of a conflict between the Certificate of Incorporation and these Bylaws, the Certificate of Incorporation shall govern.