

BYLAWS OF
NASSAU COMMITTEE CONNECTIONS, INC.,
dba NASSAU COMMUNITY CONNECTIONS.

(the "Corporation")

ARTICLE I – OFFICES

The principal office of the Corporation shall be in the County of Rensselaer State of New York. The Corporation may also have offices at such other places as the Board of Directors/Officers (the "Board") may from time to time determine or the business of the Corporation may require.

ARTICLE II – BOARD OF DIRECTORS/OFFICERS/ OFFICERS

Section 1. Powers and Duties. The Board shall have general power to control and manage the affairs and property of the Corporation subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Incorporation and herein.

- (a) The Board may:
 - (i) Appoint and discharge advisors and consultants who have skills necessary or helpful to the Corporation.
 - (ii) Employ and discharge persons for the furtherance of the purposes of the Corporation.
 - (iii) Exercise all other powers necessary to manage the affairs and further the purposes of the Corporation in conformity with the Certificate of Incorporation and these Bylaws.
- (b) The Board shall:
 - (i) In their role as Directors/Officers, specifically the President and Treasurer of the Corporation must present at an annual meeting of the Board a financial report, verified by the President and Treasurer or a majority of the Directors/Officers, or certified by an independent public accountant or certified public accountant or a firm of such accountants selected by the Board. This report shall be filed with the records of the Corporation and a copy or abstract thereof entered in the minutes of the proceedings of the annual meeting of the Board.
 - (ii) Act as Directors/Officers for the Corporation and approve members of the committee.

Section 2. Number. The number of Directors/Officers constituting the entire Board shall be not less than three and not more than five. Subject to such minimum, the number of Directors/Officers may be increased or decreased from time to time, by resolution of the Board, but such action by the Board shall require a vote of a majority of the entire Board and no decrease shall shorten the term of any incumbent Director/Officer. The "entire Board" shall consist of the number of Directors/Officers that were elected as of the most recently held election of Directors/Officers.

Section 3. Election and Term of Office. The committee shall vote on the election of Director/Officer positions, who shall hold two-year terms in the following configuration:

The Treasurer and Communications Officer will stand for election the first time in December 2022; and the President, Secretary and other Directors/Officers will stand for election in December 2023. Nominations for Director/Officer positions will be solicited by Survey Monkey (or equivalent) the second Tuesday of December and posted for election shortly after by voting of Survey Monkey or equivalent by the committee to be completed by January 1st. Elected officers will be installed during the first Board meeting, the 4th Tuesday in January.

Section 4. Qualification for Directors/Officers. Each Director/Officer shall be at least 18 years of age and have served on the committee for a minimum of six months prior to being nominated for a Director/Officer position.

Section 5. Removal. Any Director/Officer may be removed at any time for cause by a vote of Directors/Officers then in office at a regular meeting or special meeting of the Board called for that purpose, provided that there is a quorum of not less than a majority present at such meeting; provided further that at least one week's notice of the proposed action shall have been given to the entire Board then in office. Missing six (6) consecutive meetings of the Board unless a majority of the Directors/Officers has excused such Directors/Officers from attendance due to extreme circumstance(s) may constitute cause.

Section 6. Resignation. Any Director/Officer may resign from the Board at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Corporation or the President. The acceptance of a resignation by the Board shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty of a Director/Officer.

Section 7. Vacancies and Newly Created Directors/Officerships. Any newly created Directors/Officerships and any vacancies on the Board arising at any time and from any cause may be filled at any meeting of the Board by a majority of the Directors/Officers then in office, regardless of their number. The Directors/Officers so elected shall serve until the next annual meeting at which the election of Directors/Officers is the regular order of business and his or her successor is elected or appointed or qualified. A vacancy in the Board shall be deemed to exist on the occurrence of any of the following:

- (a) the death, resignation or removal of any Director/Officer;
- (b) an increase in the authorized number of Directors/Officers by resolution of the Board; or
- (c) the failure of the Directors/Officers, at any annual or other meeting of

Directors/Officers at which any one or more Directors/Officers are to be elected, to elect the full authorized number of Directors/Officers to be voted for at that meeting.

Section 8. Meetings. Meetings of the Board may be held at any place as the Board may from time-to-time fix. The Board Meetings are held the second Tuesday of each month. The annual meeting of the Board shall be held in May of each year or at a date, time and place fixed by the Board and at such time the Board shall receive an annual report. Other regular meetings of the Board shall be held no less than two times evenly spaced during the year at a time and place fixed by the Board but generally shall be the fourth Tuesday of each month. Special meetings of the Board shall be held whenever called by the President of the Board, the Executive Director/Officer or any Director/Officer upon written demand of not less than three Directors/Officers of the Board, in each case at such time and place as shall be fixed by the person or persons calling the meeting.

Section 9. Notice of Meetings. Regular meetings shall be held the third Tuesday of each month without notice of the time and place if such meetings are fixed by the Board. Notice of the time and place of the annual meeting, each regular meeting not fixed by the Board and each special meeting of the Board which notice shall, in the case of each annual and special meeting be accompanied by a written agenda setting forth all matters upon which action is proposed to be taken, shall be (i) delivered to each Director/Officer by e-mail or facsimile at least five (5) days before the day on which the meeting is to be held; or (ii) mailed to each Director/Officer, postage prepaid, addressed to him or her at his or her residence or usual place of business (or at such other address as he or she may have designated in a written request filed with the Secretary at least seven (7) days before the day on which the meeting is to be held). To discuss matters requiring prompt action, notice of special meetings may be sent to each Director/Officer by e-mail, facsimile, or telephone, or given personally, no less than forty-eight hours before the time at which such meeting is to be held, unless the meeting must be held within forty-eight hours.

Notice of a meeting need not be given to any Director/Officer 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 to him or her. Waivers of notice sent by email must be able to be reasonably determined to be sent by the Director/Officer. No notice need be given of any adjourned meeting.

Section 10. Quorum. Unless a greater proportion is required by law, the quorum shall be a majority of the entire Board.

Section 11. Voting. Except as otherwise provided by law or these Bylaws, at any meeting of the Board at which a quorum is present, the affirmative vote of a majority of the Directors/Officers present at the time of the vote shall be the act of the Board. If at any meeting of the Board there shall be less than a quorum present, the Directors/Officers present may adjourn the meeting until a quorum is obtained. Any one or more Directors/Officers of the Board or any committee thereof may participate in a meeting of the Board or committee by means of telephone, video conference or similar communications equipment provided that all persons participating in the meeting can hear each other at the same time and can participate in all matters before the board. Participation by such means shall constitute presence in person at a meeting. The following acts of the Board require the affirmative vote of at least two-thirds of the entire Board:

- (a) 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;
- (b) a sale, lease, exchange or other disposition of all or substantially all of the assets of the Corporation; or
- (c) an alteration to these Bylaws or Certificate of Incorporation of the Corporation that would increase the quorum requirement or vote requirement to greater than a majority of the Board present at the time of the vote.

Section 12. Action by the Board. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all Directors/Officers of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If the consent is written, it must be signed by the Director/Officer. If the consent is electronic it must be able to be reasonably determined to have been sent by the Director/Officer. The resolution and the written consents thereto by the Directors/Officers of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

Section 13. Executive Sessions. A quorum of the Board can call for executive session to discuss human resource issues related to Directors/Officers, volunteers or other committee members, or to discuss liabilities to the corporation that are sensitive or have legal implications. The fact that an executive session was held must be recorded in the minutes along with a list of officers who voted for it.

Section 14. Compensation. No compensation of any kind shall be paid to any Director/Officer for the performance of his or her duties as Director/Officer. This shall in no way limit the reimbursement of reasonable expenses incurred in connection with board service. Subject to the Corporation's Conflicts of Interest Policy provided that there is full disclosure of the terms of such compensation and the arrangement has been determined to be fair and reasonable and approved by the Board, a Director/Officer may receive payment for services provided to the Corporation in any capacity separate from his or her responsibilities as a Director/Officer.

ARTICLE III – OFFICERS, EMPLOYEES AND AGENTS

Section 1. President Powers and Duties. The President shall preside at all meetings of the Board and the Executive Committee. The President shall have general supervision of the affairs of the Corporation and shall keep the Board fully informed about the activities of the Corporation. He or she has the power to sign and execute alone in the name of the Corporation all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature. The President shall perform all the duties usually incident to the office of the President and shall perform such other duties as from time to time may be assigned by the Board.

Section 2. Secretary: Powers and Duties. The Secretary shall keep the minutes of the annual meeting and all meetings of the Board in books provided for that purpose. He or she shall be responsible for the giving and serving of all notices of the Corporation, receiving the annual disclosure statements required by Article XII and shall perform all the duties customarily

incidental to the office of the Secretary, subject to the control of the Board, and shall perform such other duties as shall from time to time be assigned by the Board.

Section 3. Treasurer: Powers and Duties. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all moneys, evidences of indebtedness and other valuable documents of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board may designate. At the annual meeting, he or she shall render a report of the Corporation's accounts showing in appropriate detail: (a) the assets and liabilities of the Corporation as of a twelve-month fiscal period terminating not more than six months prior to the meeting; (b) the principal changes in assets and liabilities during that fiscal period; (c) the revenues or receipts of the Corporation, both unrestricted and restricted to particular purposes during said fiscal period; and (d) the expenses or disbursements of the Corporation, for both general and restricted purposes during said fiscal period. Such report shall be filed with the minutes of the annual meeting of the Board. The report to the Board may consist of a verified or certified copy of any report by the Corporation to the Internal Revenue Service or the Attorney General of the State of New York which includes the information specified above. The Treasurer shall, at all reasonable times, exhibit the Corporation's books and accounts to any Officer/Director or member of the Corporation, and whenever required by the Board, render a statement of the Corporation's accounts and perform all duties incident to the position of Treasurer, subject to the control of the Board.

Section 4. Communications Director/Officer: Powers and Duties. The Communications Officer is responsible for developing effective messaging and communication strategies. They must create or oversee the creation of promotional and informative materials the company will send to the public. They might also be involved with internal company communications. They'll work with all forms of media, including press releases and digital campaigns, print materials, social media, audio and video. They shall keep the Corporation's website current and up-to-date, its social media presence up-to-date, and any other public facing forms of media. They will ensure all company materials have consistent and positive messaging and branding. They shall perform all the duties customarily incidental to the office of the Communications Director/Officer, subject to the control of the Board, and shall perform such other duties as shall from time to time be assigned by the Board.

Section 5. Compensation. Any Officer who is not a Director/Officer but is an employee or agent of the Corporation is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Corporation as an employee or agent when authorized by a majority of the entire Board, and only when so authorized.

Section 6. Sureties and Bonds. In case the Board shall so require, any Officer or agent of the Corporation shall execute for the Corporation a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of his or her duties to the Corporation and including responsibility for negligence and for the accounting for all property or funds of the Corporation that may come into his or her hands.

ARTICLE IV – THE GOVERNING COMMITTEE

The committee shall be made up of community members and parties of interest in line with

the corporation's vision and values. Members shall be nominated by the committee and approved by majority vote by the Directors/Officers.

The committee shall meet on a schedule as published by the Directors/Officers, generally the second Tuesday of each month. Minutes of the committee's meetings shall be taken and communicated back to the committee for approval by the Secretary.

The committee shall elect the Directors/Officers in compliance with the schedule established in this document. Elections shall be conducted through Survey Monkey or equivalent. The committee shall vote on all policy and procedural issues that are not explicitly within the power of Directors/Officers.

All ties in voting events conducted by the committee shall be settled by a flip of the coin conducted by the Treasurer.

Committee members may be removed from time to time from service through a majority vote of the Board of Directors/Officers.

To remain an active committee member within the corporation, an individual must attend at least 50% of scheduled meetings as recorded by the minutes.

ARTICLE V – COMMITTEES OF THE CORPORATION

Section 1. Powers. The Board by resolution may appoint from time to time any number of persons as advisors of the Corporation to act either singly or as a committee or committees of the Corporation. Each advisor shall hold office during the pleasure of the Board and shall have only the authority or obligations as the Board may from time to time determine.

Section 2. No Compensation. No advisor to the Corporation shall receive, directly or indirectly, any salary or compensation for any service rendered to the Corporation as a member of a committee of the Corporation, except that the Board may authorize reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Corporation.

ARTICLE VI – CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

Section 1. Checks, Notes and Contracts. The Board is authorized to select the banks or depositories it deems proper for the funds of the Corporation and shall determine who shall be authorized on the Corporation's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness, to enter into contracts or to execute and deliver other documents and instruments.

Section 2. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board may deem desirable.

Section 3. Payments. Any expenditures up to \$300 shall be approved by two (2) officers. Any expenditures over \$300 shall be approved by quorum; three(3) members with a report on why and where the funds were spent.

ARTICLE VII – BOOKS

There shall be kept at the office of the Corporation correct books of account 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, and all minutes of meetings of the Board.

ARTICLE VIII – FISCAL YEAR

The fiscal year of the Corporation shall be determined by the Board.

ARTICLE IX – INDEMNIFICATION AND INSURANCE

Section 1. Indemnification. The Corporation shall to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she or his or her testator was a Director/Officer, officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney fees. 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 in the transaction or matter in which indemnification is sought.

Section 2. Insurance. The Corporation shall have the power to purchase and maintain all insurance policies deemed to be in the best interest of the Corporation including insurance to indemnify the Corporation for any obligation which it incurs as a result of its indemnification of Directors/Officers, Officers and employees pursuant to Section 1 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 1 above.

ARTICLE X – AMENDMENTS

These Bylaws may be amended or repealed by the majority vote of the Board present at any meeting of the Board. Except an amendment of Article III section 12 (c) shall require a two-thirds vote of the entire board. Any amendment or repeal of these Bylaws 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 in Article III, Section 10 of these Bylaws or, if notice of such meeting is given (and the written proposed alteration of the Bylaws given) at a meeting of the Board prior to the meeting to amend or repeal the Bylaws.

ARTICLE XI – 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 race, color, creed, sex, age, ethnicity, national origin, marital status, sexual preference, mental or physical disability or any category protected by state or federal law.

ARTICLE XII – REFERENCE TO CERTIFICATE OF INCORPORATION

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

ARTICLE XIII – DEFINITIONS

Section 1. Affiliate. An affiliate of the Corporation is a person or entity that is directly or indirectly through one or more intermediaries, controlled by, in control of, or under common control with the Corporation.

Section 2. 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.

Section 3. Independent Director/Officer. A member of the Board of Directors/Officers (the "Board") who:

- (a) Has not been an employee of the Corporation or an Affiliate of the Corporation within the last three years;
- (b) Does not have a Relative who has been a Key Employee of the Corporation or an Affiliate of the Corporation within the last three 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 years (not including reasonable compensation or reimbursement for services as a Director/Officer, as set by the Corporation);
- (d) Does not have a substantial Financial Interest in and has not been an employee of, and does not have a Relative who has a substantial Financial Interest in or was an Officer of, any entity that has made payments to or received payments from, the Corporation or an Affiliate of the Corporation in excess of the lesser of: (a) \$25,000 or (b) 2% of the Corporation's consolidated gross revenue over the last three years (payment does not include charitable contribution);
- (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) 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/Officer.

Section 4. Key Employee. A Key Employee is a person who is, or has within the last five years, been in a position to exercise substantial influence over the affairs of the Corporation. This includes, but is not limited to:

- (a) Voting members of the Board;
- (b) Presidents, chief executive officers, chief operating officers or employee of any other title with similar responsibilities;
- (c) Treasurers and chief financial officers or employee of any other title with similar responsibilities; or
- (d) A "highly compensated" employee, within the meaning of section 4958 of the Internal Revenue Code and guidance issued by the Internal Revenue Service, who is in a position to exercise substantial influence over the affairs of the Center.

Section 5. Related Party. Persons who may be considered a Related Party of the Corporation or an Affiliate of the Corporation under this Policy include:

- (a) Directors/Officers, Officers, or Key Employees of the Corporation or an Affiliate of the Corporation;
- (b) Relatives of Directors/Officers, Officers, or Key Employees;
- (c) any entity in which a person in (i) or (ii) 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 Employees.

Section 6. Relative. A Relative is a spouse, ancestor, child (whether natural or adopted), grandchild, great grandchild, sibling (whether whole or half-blood), or spouse of a child (whether natural or adopted), grandchild, great grandchild or sibling (whether whole or half-blood), or a domestic partner as defined in section 2994-A of the New York Public Health Law.