

AMENDED AND RESTATED BYLAWS

OF

HUMANITY PLUS, INC.

ARTICLE I

NAME; OFFICES; REGISTERED AGENT; SENIORITY

These Amended and Restated Bylaws supersede and take the place of the heretofore existing Bylaws and any amendments or restatements thereof of Humanity Plus, all pursuant to the Connecticut Revised Nonstock Corporation Act, Sections 33-1000 through 33-1290 of the Connecticut Revised Statutes (“CRNCA”).

Section 1. Name. The name of this Corporation is Humanity Plus, Inc. (the “Corporation”).

Section 2. Principal Office. The Corporation may have such offices, either within or without the State of Connecticut, as may be designated from time to time by resolution of the Board (the “Board”), one of which may be designated as the principal office.

Section 3. Registered Office and Registered Agent. The Corporation shall maintain a registered office and registered agent in the State of Connecticut. The registered office may, but need not be, the same as any of its places of business. The identity and address of the registered agent may be changed from time to time by notifying the Connecticut Secretary of State pursuant to the provisions of the CRNCA.

Section 4. Seniority. Applicable law and the Articles of Incorporation will in all respects be considered senior and superior to these Bylaws, with any inconsistency to be resolved in favor of applicable law and the Articles, with these Bylaws to be deemed automatically amended from time to time to eliminate any such inconsistency which may then exist.

ARTICLE II
MEMBERSHIP

Section 1. Classes of Members. The Corporation shall have two (2) classes of members. One class of voting members and one class of non-voting members, designated as follows:

Full Members – Voting

Basic Members – Non-voting

The Board by resolution may create such additional classes of non-voting “membership” such as contributing members or honorary members, as they see fit, but such persons shall not have the right of Members under the CRNCA.

Section 2. Qualification. Members specified in Section 1 of this Article shall at all times support the Corporation’s Mission Statement and Declaration and meet other qualifications as may

be determined by the Board from time to time. Further, Full Members shall have paid, and continue timely to pay, the annual dues required of them. Any Full Member delinquent in the payment of dues shall not be entitled to vote.

Section 3. Dues. The Board may at any meeting of the Board fix, change, amend, or adjust the dues applicable to the Full Members without amending the Bylaws. Any increase in the dues by more than 25% in any twelve month period will be subject to approval in a vote by Full Members.

Section 4. Termination of Membership. A member's membership shall be terminated upon the occurrence of any of the following events:

(a) Failure to Pay Dues. The failure of a Full Member to pay dues within thirty (30) days after the mailing of a second notice of dues payable or to meet other qualifications required for membership.

(b) Removal. The affirmative vote to remove a member, on grounds of conduct that damages the corporation, by two-thirds (2/3) of the Directors in executive session at a meeting at which a quorum is present.

(c) Death. The death of an individual member.

Section 5. Transfer of Membership. A member may not transfer a membership or any right arising from a membership.

Section 6. Privileges of Membership.

(a) Voting. Each Full Member who has paid the dues required for that class shall have one vote upon each matter submitted to a vote at the Corporation's annual meeting or on the email list provided for discussion among Full Members.

(b) Other Privileges. Other membership privileges include participation in various email discussion lists, activities, programs and publications of the Corporation as may be designated from time to time by the Board.

Section 7. Membership Year. Annual memberships shall extend for twelve (12) months from the first day of the month dues are paid.

Section 8. Annual Meeting. The annual meeting of Full Members, for the purpose of electing Directors to any vacancy on the Board, and for the transaction of such other business as may come before the meeting, shall be held at such time and place as the Board may determine. Remote video participation will be made available to Full Members unable to attend in person, and the meeting will be recorded for subsequent viewing by all Full Members, whether or not they could attend. At each annual meeting of members, a report on the Corporation's activities and financial condition shall be presented.

Section 9. Notice and Waiver of Notice.

(a) Notice. Notice of the annual member meeting shall be given by email to each Full Member not less than ten (10) days before the date of the meeting.

(b) Waiver of Notice. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 10. Record Date for Notice. The Board may fix a future date as the record date for determining the members entitled to notice of a members' meeting; provided, however, that the record date is not more than seventy (70) days before the meeting. If no such record date is fixed, members at the close of business on the business day preceding the day on which notice is given are entitled to notice of the meeting. However, if a meeting is held without notice, the determination of who is entitled to waive notice is made as of the close of business on the business day preceding the day on which the meeting is held.

Section 11. Quorum. Ten percent (10%) of the Full Members of the Corporation, casting a vote, shall constitute a quorum for any matter put to the vote among Full Members.

Section 12. Manner of Acting; No Proxies. The vote of a majority (greater than 50%) of the members casting a vote in which the quorum is met shall be the act of the members, unless the act of a greater number is required by the CRNCA, the Articles of Incorporation, or Bylaws of the Corporation. No proxies shall be permitted.

Section 13. Conduct of Meetings. The Chair, and in his or her absence, a Vice Chair, and in their absence any person chosen by the members present shall call the meeting of the members to order and shall act as chair of the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the members, but, in the absence of the Secretary, the presiding officer may appoint any other person to act as secretary of the meeting.

Section 14. Conduct of Voting. With regard to any action that may be taken by a vote among Full Members, including the election of Directors, a member may vote via software mechanisms provided by the Corporation. The Corporation shall email voting instructions to each member eligible to vote. The voting instructions shall set forth each proposed action and shall state (i) the percentage of responses needed to meet the quorum requirements; (ii) the percentage of approvals necessary to approve each matter; and (iii) the dates during which a vote must be submitted in order to be counted, where the end date shall not be less than seven (7) days after the start date. The Board may extend the time by which a ballot must be delivered to the Corporation if the number of responses do not meet the ten-percent (10%) quorum requirement.

Section 15. Presumption of Assent. A member of the Corporation who is present at a meeting of the members, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such member's dissent shall be entered in the minutes of the meeting or unless such member shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a member who voted in favor of such action.

ARTICLE III
BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board.

Section 2. Number and Qualifications of Directors.

(a) Number. The number of Directors shall be seven (7), though may temporarily drop as low as four (4) in the event that vacancies arise.

(b) Qualifications. The Directors specified in this Section 2 shall at all times be adult Full Members of the Corporation demonstrating a belief in and commitment to the Corporation's mission and purposes. Further, each Director shall be a person of experience and good reputation who will actively support the goals and objectives of the Corporation and who is willing to contribute his or her time and effort to achieve such goals and objectives.

Section 3. Election and Term.

(a) Method of Election. New Directors of this Corporation shall be elected by the Full Members of the Corporation.

(b) Term of Office. Directors shall hold office until their resignation, removal, or death.

Section 4. Resignation. A Director may resign at any time by filing a written resignation with the Chair or the Secretary of the Corporation.

Section 5. Removal. A Director may be removed from office with or without cause by an affirmative vote of the Full Members of this Corporation with two-thirds (2/3) majority.

Section 6. Vacancies. In the event a vacancy occurs in the Board from any cause, the Directors may nominate an interim Director to fill the position until the next annual meeting of Full Members, at which time the interim Director will be deemed to have resigned, but can stand as a candidate in the forthcoming election. At no time shall the number of Directors fall below four (4).

Section 7. Annual Meeting. The annual meeting of the Board shall be held at such time and place as the Board may determine, for the purpose of electing Officers and transacting such other business as may come before the meeting.

Section 8. Regular Meetings. The Board may provide by resolution for regular or stated meetings of the Board, to be held at a fixed time and place, and upon the passage of any such resolution such meetings shall be held at the stated time and place without other notice than such resolution.

Section 9. Special Meetings. Special meetings of the Board may be held at any time and place for any purpose or purposes, unless otherwise prescribed by the CRNCA, on call of the Chair or Secretary, and shall be called by the Secretary on the written request of a majority (51%) of the Directors.

Section 10. Meetings by Telephone or Other Communication Technology.

(a) Any or all Directors may participate in a regular or special meeting or in a committee meeting of the Board by, or conduct the meeting through the use of, telephone or any other means of communication by which all participating Directors may simultaneously hear each other during the meeting.

(b) If a meeting will be conducted through the use of any means described in subsection (a), all participating Directors shall be informed that a meeting is taking place at which official business may be transacted. A Director participating in a meeting by any means described in subsection (a) is deemed to be present in person at the meeting.

Section 11. Notice and Waiver of Notice.

(a) Notice. Notice of the date, time and place of any annual or special meeting shall be given by oral or written notice delivered personally to each Director at least five (5) days prior thereto. Notice shall be given in one of the methods described in Article VI hereof. The purpose of and the business to be transacted at any special meeting of the Board need not be specified in the notice or waiver of notice of such meeting unless so required by the CRNCA.

(b) Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of the CRNCA or under the provisions of the Articles of Incorporation or Bylaws of the Corporation, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 12. Quorum. A majority (51%) of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a quorum is present when a meeting is convened, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 13. Manner of Acting; No Proxies. The act of a majority (51%) of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by the CRNCA, or the Articles of Incorporation or Bylaws of the Corporation. No proxies shall be permitted.

Section 14. Action by Written Consent of Directors. Any action required by the Articles of Incorporation or Bylaws of the Corporation, or any provision of the CRNCA, to be taken at a meeting, or any other action which may be taken at a meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the board of Directors taken at a meeting.

Section 15. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director's dissent shall be

entered in the minutes of the meeting or unless such Director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 16. Electronic Mail. Any action which may be accomplished, or is required to be accomplished, in writing under these Bylaws or the CRNCA, including agreement to a unanimous written consent, shall be valid if sent and received by electronic mail.

Section 17. Executive Session. The Board may go into executive session and close any portion of a Board meeting when considering any of the following matters: (a) employment, personnel, or medical matters; (b) legal advice for the Board or the Corporation; (c) pending or contemplated litigation; or (d) any other matter where information that is proprietary or confidential, or for which public disclosure is contrary to law, will be discussed.

Section 18. Compensation. Directors of the Corporation shall not receive compensation for serving as Directors; however, if the Board so approves, Directors may receive: (1) stipends for Board meeting attendance; and/or (ii) reimbursement for reasonable preauthorized expenses incurred in connection with corporate matters.

ARTICLE IV CONFLICT OF INTEREST

Section 1. Conflict of Interest Procedure. Each Director, officer, key employee, and member of a committee or subcommittee of the Board with Board-delegated powers shall conduct him or herself in a manner consistent with the Corporation's Conflict of Interest Policy as may be amended by the Board from time to time.

Section 2. Disclosure of Conflicts. Each Director, officer, key employee, and member of a committee or subcommittee of the Board with Board-delegated powers shall annually complete and sign the form of the Corporation's Annual Conflict of Interest Acknowledgment Statement as may be amended by the Board from time to time.

ARTICLE V OFFICERS

Section 1. Number. The principal officers of the Corporation shall be a Chair, a Vice Chair, an Executive Director, a Secretary, and a Treasurer, each of whom shall be elected by the Board from among the members. The Board may elect such other officers and assistant officers and agents as may be deemed necessary. The same individual may simultaneously hold more than one office with the exception of the office of Executive Director and Secretary. The principal officers of the Corporation shall be Full Members of the Corporation.

Section 2. Removal. Any officer or agent elected or appointed by the Board may be removed by the Board, whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so

removed. Election or appointment shall not of itself create contract rights.

Section 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 4. The Chair and Vice-Chair. The Chair shall call and preside at all meetings of the Board, shall be, ex officio, a voting member of the Executive Committee and shall be, ex-officio, a non-voting member of all other committees of the Board. The Chair shall be the liaison between the Executive Director and the Board. The Vice-Chair shall serve in the absence of the Chair or in the event of the Chair's death or inability or refusal to act.

Section 5. Executive Director. The Board may hire an Executive Director to serve as the principal executive officer of the Corporation. The Executive Director shall, subject to the oversight of the Board, supervise and control all of the Corporation's day to day business and affairs. The Executive Director shall have authority, subject to such rules as may be prescribed by the Board, to appoint such agents and employees of the Corporation as he or she shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them subject to the policies and procedures approved by the Board. Such agents and employees shall hold office at the discretion of the Executive Director. In general, the Executive Director shall perform all duties incident to that office, and such other duties as may be prescribed by the Board from time to time. The Executive Director, if any, shall not serve on the Board.

Section 6. The Secretary. The Secretary shall: (a) keep the minutes of the members' and Board' meetings in one or more books or secure online repositories provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by the CRNCA; (c) be custodian of the corporate records and of the seal of the Corporation if one is authorized by the Board, in which case the Secretary shall see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; and (d) 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 Chair or by the Board.

Section 7. The Treasurer. The Treasurer shall: (a) oversee the development and observation of the organization's financial policies, budgeting, reporting to the Board and serve as Chair of the Finance Committee; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chair or by the Board.

Section 8. Other Assistants and Acting Officers. The Board shall have the power to appoint any person to act as assistant to any officer, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer so appointed by the Board shall have the power to perform all the duties of the office to which such person is so appointed to be assistant, or as to which such person is so appointed to act, except as such power may otherwise be defined or restricted by the Board.

Section 9. Additional Officers. Any additional officer not specified above shall have only such authority, duties and responsibilities as shall be specifically authorized and designated by the Board.

Section 10. Compensation. Officers of the Corporation who are members of the Board

Directors shall not receive compensation for serving as officers; however, officers may receive authorized reimbursement for reasonable expenses incurred in connection with corporate matters.

ARTICLE VIII MANDATORY INDEMNIFICATION

The Corporation shall, to the fullest extent permitted or required by Sections 33-1116 to 33-1126, inclusive, of the CRNCA, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to such amendment), indemnify its current and former Directors, Officers, and agents against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any Director or Officer is a Party because such Director or Officer is a Director or Officer of the Corporation; provided, however, that the Corporation's obligation of indemnification shall be conditioned upon its receipt of prompt written notice of the threat or filing of an action, suit or proceeding as to which rights of indemnification are sought. The Corporation may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which such Director or Officer may be entitled under any written agreement, board resolution, vote of the Members, the CRNCA or otherwise. All capitalized terms used in this section and not otherwise defined herein shall have the meaning set forth in Section 33-1116 of the CRNCA.

ARTICLE IX MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Corporation shall end on the last day of December in each year.

Section 2. Books and Records. The Corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of the Board, and any minutes which may be maintained by committees of the Board; records of the name and address of each Director and each officer; and such other records as may be necessary or advisable.

Section 3. Corporate Acts. Each officer shall have authority to sign, execute and acknowledge on behalf of the Corporation, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of the Corporation's regular business, or which shall be authorized by resolution of the Board. Except as otherwise provided by the CRNCA or directed by the Board, the Chair may authorize in writing any officer or agent of the Corporation to sign, execute and acknowledge such documents and instruments in his or her place and stead. The Secretary of the Corporation is authorized and empowered to sign in attestation all documents so signed, and to certify and issue copies of any such document and of any resolution adopted by the Board of the Corporation, provided, however, that an attestation is not required to enable a document to be an act of the Corporation.

Section 4. Loans. No moneys shall be borrowed on behalf of the Corporation and no

evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 5. Deposits. All funds of the Corporation, not otherwise employed, shall be deposited from time to time to the credit of the Corporation in such banks, investment firms or other depositories as the Board may select.

Section 6. Parliamentary Procedure. If a procedural question regarding the conduct of a meeting arises, the person chairing the meeting may consider any relevant advice and consult the most recent version of Robert's Rules of Order as a nonbinding guideline. The decision of the person chairing the meeting shall be final, and no action taken under such circumstances shall be subject to challenge based on the manner in which the meeting was conducted.

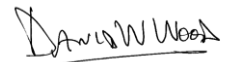
Section 7. Minutes; Inspection Rights. Written minutes of the business conducted at meetings of the Board shall be kept and retained at the Corporation's principal office, open for inspection by any Director at all reasonable times. The Corporation also shall establish a system for tracking Board approvals and disapprovals, and to provide the Board with a tool for confirming subsequent actions and policies taken in response to Board decisions.

**ARTICLE X
AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two thirds majority vote by Full Members.

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Certified a true and correct copy of the Bylaws adopted on 7th October, 2018 by the Board of Directors and the Full Members of the Humanity Plus, Inc.



David W. Wood
Secretary