

City of New York

County of New York

March 3, 2019

Article I.

**Members**

1. Membership. The number of members of the corporation shall be one but may be increased or decreased by the members at the annual meeting of the members or at any meeting of the members duly called for that purpose. The initial member shall be named by the board of directors. If the number of members is increased at any time, the members of the corporation shall elect one or more additional members of the corporation to fill the vacancy for vacancies thereby created. If any member dies or for any other reason ceases to serve as a member, his/her successor shall be that person named by such member by inter vivos instrument filed with the secretary of the corporation or by the member's last Will and Testament duly admitted to probate. In the event no successor is so named and the remaining members shall elect a member to fill such vacancy at a meeting of the members duly called for that purpose or if there are no remaining members the Board of Directors shall fill such a vacancy at a meeting of the Board of Directors calls for that purpose. **A director elected or appointed to fill a vacancy holds office only until the next annual meeting at which the election of directors is in the regular order of business, not for the unexpired term of the director he or she is replacing, etc.**

2. Record date for members. For the purposes of determining the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent to or did sent from corporate action in writing without a meeting, or for the purpose of any other lawful action, the directors may fix, in advance, a record day, which will not be more than 60 days and less than 10 days before the date of such meeting, nor more than 60 days prior to any other action. If no record date is fixed, the record date for determining members entitled to notice of or to vote at a meeting of members shall be at the close of business on the day next proceeding the day how much notice is given, or if notice is waived, at the close of the business on the next day percent of the day which the meeting is held; the record date for determining members entitled to express consent or dissent from corporate action in writing without a meeting, with no prior action by the Board of Directors is necessary, shall be the date on which the first written consent or dissent is expressed. A determination of members of record entitled to notice of or to vote at any meeting of members shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix the new record date for the adjourned meeting.

3. Meaning of Certain Terms. As used in these bylaws in respect of the right to notice of a meeting of members or a waiver thereof or to participate or vote thereat or to consent or dissent in writing in lieu of a meeting, as the case may be, the term "Membership "or "memberships "or "member "or "members" refers to an outstanding membership or memberships of record and in good standing or to the holder or holders thereof, as the case may be.

4. Membership Meetings.

Time. The annual meeting shall be held on the date and at the time fixed, from time to time, by the directors, provided, that the first annual meeting shall be held on a date within 13 months after the organization of the corporation, and each successive annual meeting shall be held on a date within 13 months after the date of the preceding annual meeting. A special meeting shall be held on the date and if the time designated in the notice of such meeting.

Place. Annual meetings shall be held at such place, within or without the State of Delaware, as the directors may, from time to time, fix. Whenever the director shall fail to fix such place, the annual meeting shall be held at the register office of the corporation in the State of Delaware. Special meetings shall be held in such a place, within or without the State of Delaware, as maybe designated in the notice of such meeting.

Call. Annual meetings may be called by the directors or by any officer instructed by the director is to call the meeting. Special meetings may be called by direct orders, by any officer instructed by the directors to call the meeting or by any member.

Notice or waiver of notice. Written notice of all meetings shall be given, stating the place, date, and hour of the meeting. The notice of an annual meeting shall state that the meeting is called for the election of directors and for the transaction of other business which may properly come before the meeting, and shall (if any other action which could be taken at a special meeting is to be taken at such annual meeting) state the purpose or purposes. The notice of a special meeting shall in all instances state the purpose or purposes for which the meeting is called. The notice of any meeting shall also include, or be accompanied by, and additional statements, information, or documents presented by the General Corporation Law. Except as otherwise provided by the General Corporation Law, A copy of the notice of any meeting shall be given, personally or **by email** or by **first class** mail, **at the member's**

**request**, not less than 10 days nor more than 50 days before the date of the meeting, unless the lapse of the prescribed period of time shall have been waived, and directed to each member at his record address or at such other address which he may have furnished by request in writing to the secretary of the corporation. Notice by mail shall be deemed to be given when deposited, with postage thereon prepaid, in the United States mail. **Notice by email is deemed given when the email is sent electronically.** If a meeting is adjourned to another time not more than 30 days hence, and/or to another place, and if an announcement of the adjourned time and/or place is made at the meeting, it shall not be necessary to give notice of the adjourned meeting unless the directors, after adjournment, fix a new record date for the adjourned meeting. Notice need not be given to any member who submit a written waiver of notice signed by him/her before or after the adjournment. Attendance of a member at a meeting of members shall constitute a waiver of notice of such meeting, except when the member attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the members need to be specified in any written waiver of notice. **Waivers of notices and other communications to or from the members, such as resignation letters, may be provided by email in addition to postal mail or hand delivery.**

Conduct of meeting. Meetings of the members shall be presided over by one of the following officers in the order of seniority and if present and acting – the chairman of the board, if any, the vice chairman of the board, if any, the president, vice president, or if none of the foregoing is in office and present and acting, by a chairman to be chosen by the members. The secretary of the corporation, or in his absence, an assistant secretary, shall act as secretary of every meeting, but if neither the secretary nor assistant secretary is present the chairman of the meeting shall appoint a secretary of the meeting.

Proxy representation. Every member may authorize another person or persons to act for him/her by proxy in all matters in which a member is entitled to participate, whether by waving notice of any meeting, voting or participating at a meeting, or expressing consent or dissent without a meeting. Every proxy must be signed by the member or by his attorney-in-fact. No proxy shall be voted or acted upon after three years from what state unless such a proxy provides for a longer period. **Proxy authorizations may be accomplished by hand delivery, first class mail, or email. Proxy voting is permitted for members but not directors.**

Inspectors. The directors, in advance of any meeting, may, but need not, appoint one or more inspectors of election to act at the meeting or any adjournment thereof. If an inspector or inspectors are not appointed, the person presiding at the meeting may, but need not, appoint one or more inspectors. In case any person who may be appointed as an inspector failed to appear or act, the vacancy may be filled by appointment made by the directors in advance of the meeting or at the meeting by the person presiding therat. Each inspector, if any, before entering upon the discharge of his duties, shall take and

sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of his ability. The inspectors, if any, shall determine the number of memberships outstanding, the memberships represented at the meeting, the existence of a quorum, the validity and effect of proxies, and shall receive votes, balance, or consents, hear and determine all challenges and the questions arising in connection with the right to vote, count and tabulate all votes, ballots, or consents, determine the results, and do such acts as a proper to conduct the election or vote with fairness to all members. On request of the person presiding at the meeting, the inspector or inspectors, if any, shall make a report in writing of any challenge, question, or matter determined by him/her or them and execute a certificate of any fact found by him/her or them.

Quorum. A **third** of the members shall constitute a quorum at a meeting of members for the transaction of any business. The members present may adjourn the meeting despite the absence of a quorum.

Voting. Each membership shall entitle the holder thereof to one vote in the election of directors, in the adoption, amendment, and repeal of these Bylaws to the extent provided for in the Certificate of Incorporation, and in all proceedings upon which the General Corporation Law confers voting power on members entitled to vote in the election of directors. In the election of directors, a plurality of the votes cast shall elect, and voting need not be by ballot. Any other action in which members are entitled to vote shall be authorized by a majority of the votes cast at a meeting at which a quorum is present except where the General Corporation Law describes a different percentage of votes.

5. Written Action. Any action required by the General Corporation Law to be taken at a meeting of members or any action which may be taken at any meeting of members, maybe taking without a meeting, without prior notice and without a vote, if a consent in writing setting forth the action so taken, shall be signed by members having not less than the minimum number of votes that would be necessary to authorize would take such action at a meeting at which all members having a right to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those members who have not consented in writing.

## Article II

### Directors

1. Functions and definition. The activities and affairs of the corporation shall be managed by and or under the direction of its governing body, which is here in referred to as the board of directors of the corporation although said board may consist of only one member, and although the member or

members there of maybe designated as a trustee or trustees, a manager or managers, or governor or governors, or otherwise. The use of the phrase “whole board “here in refers to the total number of directors which the corporation would have if there were no vacancies.

2. Qualifications and number. A director need not be a member, a citizen of the United States, or a resident of the state of Delaware. The initial Board of Directors shall consist of one person. Thereafter, the number of directors constituting the whole board shall be at least **three**. Subject to the foregoing limitation and except for the first Board of Directors, such number maybe fixed from time to time by action of the members or of the directors, or, if the number is not fixed, the number shall be one. The number of directors may be increased or decreased by action of the members or of the directors. The definition of “entire board” is **either three, or the number fixed by the board**.

3. Election and term. The first Board of Directors shall be elected by the incorporator or incorporators and shall hold office until the first annual meeting of members and until their successes are elected and qualify until their earlier resignation or removal. Any director may resign at any time upon written notice to the corporation. Thereafter, directors who are elected at an annual meeting of members and directors who are elected in the interim to fill vacancies and newly created directorships, shall hold office until the next annual meeting of members and until their successes are elected and qualified or until their earlier resignation or removal. In the interim between annual meetings of members or special meetings of members calls for the election of directors and/or for the removal of one or more directors and for the filling of any vacancy in that connection, newly created directorships and any vacancies in the Board of Directors, including vacancies resulting from the removal of directors for cars or without cars which have not been filled by the members, maybe field by the vote of a majority of the remaining directors then in office, although less than a quorum, or by the sole remaining director.

#### 4. . Meetings

-Time. Meeting shall be held at such time as the board shall fix, except for the first meeting of a newly elected board shall be held as soon after it’s election at the directors may conveniently assemble.

-Place. Meeting shall be held at such place within or without the state of Delaware as shall be fixed by the board.

-Call. No call shall be required for regular meetings for which the time and place have been fixed. Special meetings maybe called for at the direction of the chairman of the board. If any, the vice chairman of the board, if any of the president, or a majority of the directors in office.

– Notice or actual or constructive waiver. No notice shall be required for regular meetings for which the time and place have been fixed. Written oral. Or any other mode of notice of the time and place shall be given for special meetings insufficient time for the convenience assembly of the directors therat. Notice need not be given to any director or a committee of directors who submits a written a waiver of notice

signed by him/her before or after the time stated there in attendance of any such person at a meeting shall constitute a waiver of notice of such meeting, except when he attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convenient. Neither of the business to be transacted at, nor the purpose of, any regular or special meeting of the directors need be specified in any written waiver of notice.

-Quorum and action. A majority of the whole board shall constitute a quorum except when a vacancy or vacancies prevent such maturity, whereupon a majority of the directors in office shall constitute a quorum, provided, that such majority shall constitute at least 1/3 of the whole board. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and a place. Except as in these bylaws otherwise provided and except as otherwise provided by the general corporation law, the vote of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board. The quorum and voting provisions here in stated shall not be construed as conflicting with any provisions of the general corporation law and these bylaws which govern a meeting of directors held to fill vacancies and newly created directorships.

Any member or members of the Board of Directors or of any committee designated by the board may participate in a meeting of the board, or any such committee, as the case may be, by means of conference telephone with similar communication equipment by means of which all persons participating in the meeting can hear each other.

-Chairman of the meeting. The chairman of the board, if any other present and acting, shall preside at all meetings. Otherwise, the vice chairman of the board, if any and if present and acting, or the president, if present and acting, or any other director chosen by the board, shall preside.

5. Removal of directors. Except as otherwise be provided by the general corporation Law, any director or the entire board of directors may be removed, with or without caused by majority of the members than entitled to vote in an election of directors.

6. Committees. Whenever its number consists of three or more, the Board of Directors may, by resolution passed by majority of the whole board, designate one or more committees, each committee to consist of two or more of the directors of the corporation. The board by designate one or more directors as an alternate member of any committee, who may replace any absent or just qualified member at any meeting of the committee. In the absence or disqualification of any member of any such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the board, shall have and may exercise the powers and authority of the Board of Directors in the management of the business and the affairs of

the corporation with the exception of any authority the delegation of which is prohibited by Section 141 of the General Corporation Law, and may authorize the seal of the corporation to be affixed to all papers which may require it.

7. Written Action. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taking without a meeting if all members of the board or committee, as the case may be, consent thereto in writing. **Actions of the members may be taken without a meeting upon the consent of all of the members entitled to vote (or, if the certificate of incorporation so authorizes, less than all of the members), which consent must set forth the action taken. Any such consent may be written or electronic. If written, the consent must be executed (including by facsimile signature) by the member or the member's authorized officer, director, employee or agent. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the member. Directors or committee members may participate in a meeting of the board or a committee thereof by means of electronic video screen communication, as well as a conference telephone or similar communications equipment, as long as all persons participating can hear each other at the same time, and each director can participate in all matters before the board or committee. Actions of the board and any committee thereof may be taken without a meeting upon the consent of all members of the board or committee to the adoption of a resolution authorizing the action. Consents may be written or electronic. If written, the consent must be executed by the director (facsimile signatures are permissible. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the director.**

### Article 3

#### Officers

The officers of the corporation shall consist of a President, a Secretary, a Treasurer and, if deemed necessary, experience, or desirable by the Board of Directors, a chairman of the board, vice chairman of the board, one or more vice president, one or more assistant secretaries, one or more assistant treasurer is, and such officers with such titles as the resolution of the Board of Directors choosing them shall designate. Except this may otherwise be provided in the resolution of the Board of Directors choosing him/her, no officer other than the chairman of the board if any and the vice chairman of the board, if any, need be a director. Any number of offices maybe help with the same person, as the directors may determine. Unless otherwise provided in the resolution of the Board of Directors choosing him/her, each officer shall be chosen for a term which will continue until the meeting of the Board of Directors following the next annual meeting of members and it's a successor has been chosen and qualified. Any officer may be removed, with or without cause, by the Board of Directors. Any vacancy in any office may be filled by the board of directors.

All officers of the corporation shall have such authority and perform such duties and the management and operation of the corporation shall be prescribed in the resolutions of the Board of Directors designating and choosing such officers and prescribing their authority and duties, and shall have such additional authority and duties as our incident to their office except to the extent that such resolutions may be inconsistent there with.

The secretary or an assistant secretary of the corporation shall record all of the proceedings of all meetings in action in writing of members, directors, and committees of directors, and shall exercise such additional authority and perform such additional duties as the board shell assigned to him/her.

#### Article IV

##### Corporate Seal

The corporate seal shall be in such form is the Board of Directors shall prescribe.

#### Article V

##### Fiscal Year

The fiscal year of the corporation shall be fixed, and shall be subject to change, by the Board of Directors.

#### Article VI

##### Control over Bylaws.

Subject to the provisions of the certificate of incorporation and the provisions of the general corporation law the power to amend or to repeal these bylaws and to adopt new Bylaws may be exercised by the Board of Directors of the members.

I hereby certify that the foregoing is a full, through, a correct copy of the bylaws of the Ethics in Education Network, Inc., a Delaware not-for-profit corporation, as an effect on the day hereof.

Witness my hand and the seal of the corporation.



Dated:

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Secretary of the Ethics in Education Network, Inc.