

**BY-LAWS
OF
SAFE PASSAGE FOUNDATION (the “CORPORATION”)**

**ARTICLE I
MEMBERS**

The Corporation shall have no members.

**ARTICLE II
OFFICES**

The principal office of the Corporation shall be in New York County, State of New York or at another location chosen by the Board of Directors (the “Board”). The Corporation may also have offices at such other places, within or without the State of New York, as the Corporation may from time to time determine or the business of the Corporation may require.

**ARTICLE III
BOARD OF DIRECTORS**

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 of the Corporation (the “Certificate of Incorporation”) and herein.

Section 2. Number. The number of Directors constituting the entire Board after the first annual meeting of the Board shall be not less than three. Subject to such minimum, the number of Directors may be increased or decreased from time to time, by a two-thirds (2/3) majority vote of the Board and no decrease shall shorten the term of any incumbent Director. As used in these By-laws, “entire Board” shall mean the total number of Directors entitled to vote which the Corporation would have if there were no vacancies due to death, removal or resignation.

Section 3. Election and Term of Office. The Directors shall hold office for three-year terms; *provided, however*, that any Director elected to fill an unexpired term (whether resulting from the death, resignation or removal of any Director or created by an increase in the number of Directors) shall hold office until the next election of Directors. Directors may be elected to any number of consecutive terms. The Directors shall be divided into three classes for the purposes of staggering their terms of office and each class shall be as nearly equal in number as possible. To become a Director, a person shall be nominated by a Director or an Officer and elected by the affirmative two-thirds (2/3) majority vote of the Board. At all times, not less than one-third (1/3) of the Directors of the Corporation shall be a person or persons, as applicable,

whose life experience includes time spent living as a minor in a restrictive, isolated and/or high-demand organization or community (an “HDO”).

Solely in the case of the Board of the Corporation elected, following the filing of the Certificate of Incorporation with the Department of State of the State of New York, by the initial Directors of the Corporation named on the Certificate of Incorporation, one Director shall serve for an initial term of one year, a second Director for an initial term of two years and a third Director for an initial term of three years. Thereafter each Director, if re-elected, or any Director’s replacement, as the case may be, shall serve for three year terms as provided for herein.

Section 4. Qualification for Directors. Each Director shall be at least 18 years of age and shall be committed to the purposes and objects of the Corporation, including, without limitation, advocacy for the rights of persons raised or being raised within HDOs. Preference in the selection of Directors shall be given to persons who have lived as a minor in an HDO.

Section 5. Removal. Any Director may be removed at any time, with or without cause, by the affirmative vote of all of the other Directors at a regular meeting or special meeting of the Board called for that purpose; *provided* that at least ten days’ written notice (by mail or e-mail (return receipt requested), “Notice”) of the proposed action shall have been given to all the Directors then in office; and *provided, further*, that the Director proposed for removal shall have the right to be heard by the Board before the vote. The Director proposed for removal shall not have the right to participate in the vote.

Grounds for removal of a Director shall include, but shall not be limited to, the following:

- (a) misappropriation of funds, theft, fraud, or criminal activity;
- (b) such Director’s failure to comply with any applicable provision of these Bylaws;
- (c) such Director is compromised in her or his abilities to function as Director, including, without limitation, by a conflict of interest that could compromise the integrity or objectivity of the Director;
- (d) negligence in the performance of the Director’s duties, including, without limitation, (i) missing two or more consecutive annual Board meetings without sending a proxy or (ii) disclosure of confidential information to a person who is not a member of the Board;
- (e) (i) misrepresenting the Corporation or (ii) purporting to represent the Corporation without having obtained prior authorization, whether by publicly engaging in any unauthorized action or making any unauthorized public statement purported to be on behalf of the Corporation. For purposes of this provision, authorization shall consist of the prior approval of such action and/or communication by a majority of the Board and/or the

person appointed by the Board to authorize such action and/or communication.

Section 6. Resignation. Any Director may resign from office at any time by giving written Notice to the President or the Secretary of the Corporation. Unless a longer period of time is specified in such Notice, the resignation shall take effect ten days after receipt of such Notice by 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.

Section 7. Vacancies and Newly Created Directorships. Any newly created Directorships and any vacancies on the Board arising at any time and from any cause may be filled at a meeting of the Board called for such purpose by a majority of the Directors then in office, even if less than a quorum exists, *provided* that at least ten days' Notice of the election is given to all the Directors then in office. The election shall take place no sooner than ten days after Notice of such meeting has been given and no later than sixty days after the date on which the new Directorship was created or the vacancy arose, as the case may be. The Director or Directors so elected shall serve until the next annual meeting. Minutes of such meeting shall be kept and all the Directors present at the meeting shall sign such minutes.

Section 8. Meetings. Meetings of the Board may be held at any place within or without the State of New York as the Board may from time to time fix. Any meeting of the Board may be held by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting. In the case of any meeting of the Board in which all participants are participating by means of a conference telephone or similar communications equipment, the "place" at which the meeting shall be deemed to be held shall be the place from which the President (or in the event the President is absent, the chairperson chosen to preside at such meeting) participates therein. At any meeting of the Board or any committee thereof not held by means of a conference telephone, any one or more members of the Board or any committee thereof may participate in such meeting by means of such conference telephone or similar communications equipment.

The annual meeting of the Board shall be held in July of each year at a time and place fixed by the Board. All of the Directors then in office must attend the annual meeting of the Board. For the first five (5) years following receipt by the Corporation of recognition of tax-exempt status from the Internal Revenue Service, quarterly status meetings of the Board shall be held at a time and place fixed by the Board. The attendance of a majority of the Board is required at any quarterly status meeting. Special meetings of the Board shall be held whenever called (i) by the President or (ii) by any Director upon written demand of not less than two Directors, 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 may be held 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 and each quarterly status meeting not fixed by the Board (which Notice shall, in the case of each annual meeting and quarterly status meeting, be accompanied by (i) a written

agenda setting forth all matters upon which action is proposed to be taken and (ii) copies of all relevant documents) shall be given to each Director by mail, facsimile or electronic mail at least ten (10) days before the day on which the meeting is to be held. Notice of the time, place and nature of each special meeting shall be given to each Director sent by facsimile or electronic mail, or given by telephone or 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 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. No Notice need be given of any adjourned meeting.

Section 10. Quorum and Voting. Unless a greater proportion is required by law, the quorum for any quarterly status meeting and any special meeting shall be at least two-thirds (2/3) of the Board. The quorum for any annual meeting shall be two-thirds (2/3) of the Directors then holding office, *provided, however*, that if the entire Board consists at such time of not more than 3 directors, the quorum for any annual meeting shall be all of the Directors then holding office. Except as otherwise provided by law or these By-laws, at any meeting of the Board at which a quorum is present, the affirmative vote of two-thirds (2/3) of the Directors 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 present may adjourn the meeting until a quorum is obtained.

Section 11. Action by the Board. (a) 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 the committee consent in writing to the adoption of a resolution authorizing the action. To the fullest extent recognized by applicable law, authentication by electronic signature shall be deemed a signature for purposes of obtaining consent in writing. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

(b) For the avoidance of doubt, the Board may take action even if one or more members of the Board or any committee thereof participates in the applicable meeting of the Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time.

Section 12. Action requiring Unanimous Vote. The following actions shall be authorized only by an affirmative unanimous vote of the Board:

- (a) petition for the judicial dissolution of the Corporation or revocation of voluntary dissolution of the Corporation;
- (b) appointment of any Officer;
- (c) removal of any Director or Officer;
- (d) fixing of the salary of any Officer;
- (e) increase, or, subject to the minimum set forth in these By-laws and required by law, decrease, of the number of Directors;

- (f) establishment of the Executive Committee (as provided for in Section 1 of Article V) and/or appointment of any committee chair;
- (g) amendment or repeal of these By-laws or the adoption of new By-laws;
- (h) amendment of the Certificate of Incorporation;
- (i) sale, lease, exchange or other disposition of all or substantially all of the assets of the Corporation; and
- (j) initiation of legal action by the Corporation.

Section 13. Chairperson. At all meetings of the Board, (i) if the President is in attendance, the President shall preside; (ii) if the President is absent, a chairperson chosen by a majority of the Board shall preside.

Section 14. Compensation. No compensation of any kind shall be paid to any Director for the performance of his or her duties as Director. Subject to Article XII below, this provision shall not in any way limit reimbursement of or payment for services provided to the Corporation by the Director in any capacity separate from his or her responsibilities as a Director, *provided* that there is full disclosure of the terms of such compensation and the arrangement has been approved by the Board. The provisions of this section shall not in any way limit reimbursement of expenditures reasonably incurred on behalf of the Corporation in activities for the benefit of the Corporation.

Section 15. Advisors and Consultants. The Board may appoint and discharge advisors and consultants who have skills necessary or helpful to the Corporation.

ARTICLE IV

OFFICERS, EMPLOYEES AND AGENTS

Section 1. Number and Qualifications of Officers. The Officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer and such other Officers, if any, as the Board may from time to time appoint. One person may hold more than one office in the Corporation except that no one person may concurrently hold the offices of President and Secretary. Each of the President and Treasurer shall be a member of the Board with full voting privileges. The other Officers may, but need not, be members of the Board. No instrument required to be signed by more than one Officer may be signed by one person in more than one capacity.

Section 2. Election and Term of Office. The Officers of the Corporation shall be elected for a one-year term at the annual meeting of the Board, and each shall continue in office until his or her successor shall have been elected and qualified, or until his or her death, resignation or removal. To become an Officer, (i) a person shall be (a)

nominated by a Director or the Executive Committee and (b) appointed by a majority of the Executive Committee, and (ii) such person's appointment shall be approved in writing by a majority of the Directors then in office.

Section 3. Employees and Other Agents. The Board may from time to time appoint such employees and other agents as it shall deem necessary or desirable for the furtherance of the purposes of the Corporation, each of whom shall hold office at the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as a majority of the Board may from time to time determine. Employees within each portfolio shall be hired subject to approval from the committee chair in charge of such portfolio. 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.

Section 4. Removal. Any Officer, employee or agent of the Corporation may be removed with or without cause by a vote of the majority of the entire Board.

Section 5. Vacancies. In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by a unanimous vote in writing of the Board. An Executive Committee meeting shall be held within thirty days of the vacancy in order to elect a replacement.

Section 6. President: Powers and Duties. 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 specifically by the Board and which do not obligate the Corporation for an amount in excess of \$500.00 (five hundred U.S. dollars), unless the Board shall specifically require an additional signature. Notwithstanding anything herein to the contrary, the signature of an additional Director or Officer shall be required for all matters obligating the Corporation for an amount in excess of \$500.00 (five hundred U.S. dollars). The President shall also be chairperson of the Executive Committee and shall have the power to veto the election of the chairperson of each committee. At the annual meeting, the President shall render an annual evaluation of the direction and progress of the Corporation. The President shall perform all the duties customarily 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 7. Vice-President: Powers and Duties. A Vice-President shall have such powers and duties as may be assigned to

him or her by the Board. In the absence of the President, the Vice President(s) (in the order designated by the Board, if applicable) shall perform the duties of the President. At quarterly meetings, the Vice President(s) shall render quarterly progress reports regarding the programs of the Corporation.

Section 8. 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 and shall perform all the duties customarily incident 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 9. 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 may 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 each quarterly meeting, the Treasurer shall render a quarterly statement of income and expenditure of the Corporation. 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. Each such quarterly statement and annual report shall be filed with the minutes of the meeting at which it was presented. The Treasurer's annual 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 also be responsible for the preparation of an annual budget for the approval of the Board. He or she shall also serve as chairperson of the Finance Committee and shall have the authority to (i) approve any appointment to the Finance Committee and any hire to the finance department (so long as an additional Officer or Director shall also approve such appointment or hire, as the case may be), and (ii) select accountants and appoint independent auditors, subject to the Board's approval. The Treasurer shall, at all reasonable times, exhibit the Corporation's books and accounts to any Officer or Director of the Corporation, 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, and shall when required, give such security for the faithful performance of his or her duties as the Board may determine.

Section 10. Compensation. Any Officer, employee or other agent of the Corporation is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Corporation when authorized by a two-thirds (2/3) vote of the Board, and only when so authorized. The Treasurer, with the approval of two-thirds (2/3) of the Board, shall determine the maximum annual compensation of any compensated Officer, employee or other agent of the Corporation.

Section 11. 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 V **COMMITTEES**

Section 1. Executive Committee. The Executive Committee shall be responsible for the management of all of the portfolios of the Corporation and shall meet not less frequently than once per year. The Executive Committee shall consist of all of the Officers of the Corporation and the chairpersons of all of the special committees and/or advisory boards. The President shall serve as chairperson of the Executive Committee.

Section 2. Special Committees and/or Advisory Boards. Special committees and/or advisory boards may be appointed by the President with the consent of the Board and shall have only the powers specifically delegated to them by the Board and in no case shall have powers which are not authorized for standing committees. Any special committee or advisory board may include members who are not on the Board.

Section 3. Committee Reports. Each special committee shall present to the Board an annual report of its activities. All (i) members of the Executive Committee and (ii) chairpersons of the special committees shall be jointly responsible for preparing an annual report on the income, expenditures, program development and overall progress of the Corporation for purposes of distribution to the donors, Directors, Officers and employees of the Corporation.

ARTICLE VI
SEAL

The seal of the Corporation shall be as follows:

ARTICLE VII
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 enter into contracts or to execute and deliver other documents and instruments. All checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness for value less than \$1,000 that have been pre-approved by the Treasurer may be signed by an Officer of the Corporation. All evidences of indebtedness exceeding \$1,000 shall be subject to pre-approval by the Board.

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.

ARTICLE VIII
BOOKS

There shall be kept at the office of the Corporation, or at another location chosen by the Board, 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 By-laws, and all minutes of meetings of the Board.

ARTICLE IX
FISCAL YEAR

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

ARTICLE X **INDEMNIFICATION AND INSURANCE**

Section 1. Indemnification. The Corporation may, 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, his, her, or testator or intestate was a Director, officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' 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.

Section 2. Insurance. The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation for any obligation which it incurs as a result of its indemnification of Directors, officers and employees pursuant to Section 1 of this Article X above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 1 of this Article X above.

ARTICLE XI **AMENDMENTS**

These By-laws may be amended or repealed by the affirmative vote of two-thirds (2/3) of the Board, *provided, however*, that if the Board consists at such time of not more than 3 directors, the unanimous affirmative vote of the Board shall be required for such amendment or repeal. 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 in Article III, Section 9 of these By-laws.

ARTICLE XII **CONFLICTS OF INTEREST, CONTRACTS** **AND SERVICES OF DIRECTORS AND OFFICERS**

Section 1. Disclosure. (a) Each Director shall disclose any relevant interest which may pose a conflict of interest question immediately upon such Director's obtaining knowledge of the possible conflict. Disclosure shall include, without limitation, any interest, financial or otherwise, in any corporation, organization, or partnership which provides professional or other services to the Corporation. Disclosure statements shall be available on request to any Director of the Corporation for inspection.

(b) When any matter comes before the Board or any committee of the Board in which a Director has an interest, that interest shall be immediately brought to the attention of the Board or committee, as the case may be.

Section 2. Definition of "Interest". Whether a Director has an interest in a matter shall be determined by whether that person or an organization with which such person is affiliated would derive a benefit, economic or otherwise, either directly or indirectly, from the decision on the matter by the Board or committee. An "interest" is not intended to include positions on legislative matters of general impact.

Section 3. Voting. No Director shall vote on any matter in which he or she has an interest.

Section 4. Non-Participation. The Board may, by majority vote, ask any Director who has an interest in a matter not to participate, or to leave the room in which discussion is carried on; *provided, however,* that the interested Director may participate in any discussion regarding his or her exclusion.

Section 5. Attempts to Influence. Directors shall not attempt to influence other Directors regarding matters in which they are interested, without disclosing that interest.

Section 6. Contract Review Committee. If a contract is proposed in which a Director or an organization which employs a Director is a potential contractor, regardless of amount (an "Interested Party Contract"), a Contracts Review Committee (comprised as set forth below) or the Board shall review the contract and shall recommend that the President execute or not execute the contract. Ad hoc Contract Review Committees shall be appointed by the Directors as needed and shall consist of not less than two (2) Directors disinterested in the Interested Party Contract. Either an ad hoc Contract Review Committee or the Board may review an Interested Party Contract; however, if a Contract Review Committee reviews an Interested Party Contract and recommends that the President not execute the Interested Party Contract, the members of the Board disinterested in the Interested Party Contract subsequently may review the Interested Party Contract and may recommend that the President

execute or not execute the Interested Party Contract.

ARTICLE XIII
GUIDING PRINCIPLES AND CONFIDENTIALITY

In all of its dealings, the Corporation and all of its duly authorized agents shall (x) be guided by the principles set forth in the Convention on the Rights of the Child of the United Nations and (y) serve the best interests of Client Base Persons.

All Directors, Officers, employees, agents and volunteers of the Corporation (i) shall maintain confidential any sensitive information relating to the clients of the Corporation and shall not disseminate such information to any person who is not a member of the Board, (ii) shall employ their best efforts to ensure that all such confidential information is protected, and (iii) shall execute a confidentiality agreement in form and substance satisfactory to the Board. All confidential information distributed electronically shall be encrypted in accordance with industry standards.

ARTICLE XIV
REFERENCE TO CERTIFICATE OF INCORPORATION

References in these By-laws to the Certificate of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted. If there be any conflict between the provisions of the Certificate of Incorporation and these By-laws, the provisions of the Certificate of Incorporation shall govern.