

BY-LAWS  
of  
THE JOHN A. HARTFORD FOUNDATION, INC.\*

ARTICLE I

PURPOSES

The purposes of this Corporation shall be:

To take by grant, devise, bequest, gift or transfer, money and property, real or personal, or any interest therein, without limitation as to amount or value, and hold, sell, lease or convey such property and invest and reinvest the proceeds of the same and receive the income therefrom and apply such income, and, in the discretion of the Board of Trustees, the principal, to religious, charitable, scientific or literary purposes, including contributions and gifts to corporations, associations, societies, institutions and agencies organized and operated for such purposes, and may also make contributions and gifts to educational institutions and societies for the prevention of cruelty to children or animals, provided such corporations, associations, societies, institutions and agencies are organized and operated exclusively for such purposes and no part of whose net earnings inures to the benefit of any private stockholder or individual and no substantial part of whose activities is carrying on propaganda, or otherwise attempting to influence legislation. The above purposes shall not be deemed to include any purpose for which a corporation may be chartered by the Regents of the University.

This Corporation shall comply with all the provisions of the U.S. Internal Revenue Code of 1954 as now in existence or as amended from time to time, applicable to organizations described in Section 501(c)(3) thereof.

\* Effective as of June 11, 2020.

## ARTICLE II

### MEMBERSHIP

The Corporation shall have no members.

## ARTICLE III

### BOARD OF TRUSTEES

Section 1. General Powers. The business and affairs of the Corporation shall be managed by a Board of Trustees, in number not greater than seventeen, as shall be set by resolution of the Board of Trustees from time to time. The Board of Trustees shall exercise all powers of the Corporation.

#### Section 2. Election; Term; Tenure.

(a) Election. The members of the Board of Trustees shall be elected, at the annual meeting of the Board, by a majority vote of the Trustees then in office.

(b) Term. Each Trustee so elected shall serve until the next annual meeting or until his or her successor shall be elected, except in the case of his or her earlier death or resignation, retirement or removal as provided herein.

(c) Tenure. Notwithstanding any other provision of these by-laws, after the June 15, 2017 annual meeting no Trustee may be elected at an annual meeting or otherwise upon the earlier to occur of (i) such person serving on the Board of Trustees for fifteen years or (ii) such person attaining age 75. For purposes of determining the number of years a person has served as a Trustee following the June 15, 2017 meeting pursuant to clause (i), the number of years such person has served on the Board prior to June 15, 2017 shall not be taken into account.

Section 3. Resignation. Any member of the Board of Trustees may resign therefrom by submission of a resignation in writing addressed to the Board of Trustees, the Chair or a Vice Chair. Any such resignation shall take effect upon receipt of such submission or at any later time specified therein. Unless otherwise specified in the submission, the

acceptance of a resignation shall not be necessary to make the resignation effective.

Section 4. Removal. Any member of the Board of Trustees may be removed from his or her position at any time with or without cause by the affirmative vote of two thirds of the remaining Trustees of the Corporation.

Section 5. Quorum and Voting. Except as otherwise expressly provided herein, all resolutions, appropriations, directions or other acts of the Board of Trustees shall be by a majority of those present and constituting a quorum at any meeting.

Section 6. Vacancies. Vacancies and newly created memberships in the Board of Trustees may be filled for unexpired terms by the affirmative vote of a majority of the Trustees then in office.

Section 7. Compensation. The Board of Trustees may from time to time, in its discretion, fix the compensation which shall be payable to Trustees and to members of any committee of the Board of Trustees for services rendered to the Corporation and for attendance at meetings of the Board of Trustees or of such committee.

#### ARTICLE IV

##### OFFICERS

Section 1. Officers. The officers of the Corporation shall include a Chair, one or more Vice Chairs (as shall be set by resolution of the Board), a President, a Secretary, a Vice President, Program, and a Vice President, Finance. The Board of Trustees may designate such other offices as it may deem necessary and may prescribe their terms of office and duties. The Chair, each Vice Chair, and the President shall be elected by the Board of Trustees on the recommendation of the Governance Committee by a majority vote of the Trustees then in office at the annual meeting of the Corporation. Any vacancy in the office of Chair, Vice Chair or President may be filled by an affirmative vote of the majority of the Trustees then in office. The President, with the approval of the Board of Trustees, shall appoint all other officers of the Corporation. Any two offices may be held by

the same person, except the same person shall not hold the offices of President and Secretary, and no person shall hold more than two offices. The Chair may not be an employee of the Corporation and an employee of the Corporation may not hold any title with similar responsibilities to those of the Chair.

Section 2. Terms. The terms of the officers of the Corporation shall be one year or until their successors are either elected by the Board of Trustees or appointed by the President, as the case may be, except that any Chair, Vice Chair or President elected to fill a vacancy shall serve until the next annual meeting of the Corporation or until his or her successor shall be elected by the Board of Trustees. Any officer may be removed from his or her position at any time with or without cause by a majority vote of the Trustees then in office or, in the case of any officer other than the Chair or a Vice Chair, by direction of the President. No person shall be eligible to stand for election or re-election as Chair or Vice Chair, respectively, if at that time he or she shall have served in such office for five consecutive full one-year terms. Notwithstanding the foregoing sentence, with Board approval, the Chair may serve up to an additional three full one-year terms.

Section 3. Resignation. Any officer may resign at any time by delivering a resignation in writing to the Chair or the President. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein. Unless otherwise specified in the notice, the acceptance of a resignation shall not be necessary to make the resignation effective.

Section 4. Duties. The duties of the several officers of the Corporation shall be as follows:

(a) The Chair. The Chair shall, subject to the direction and control of the Board of Trustees, have general supervision over the affairs of the Corporation. The Chair shall preside at all meetings of the Board of Trustees and may call special meetings thereof and shall also have such other powers and duties not inconsistent with these by-laws as may from time to time be assigned to the Chair by the Board of Trustees.

(b) The Vice Chair[s]. The Vice Chair, if there is only one, or the Vice Chair designated by the Board of Trustees from among the Vice Chairs, if there is more than one, shall perform

the duties and exercise the powers of the Chair in the event that the Chair is absent or unable to act. Each Vice Chair shall also have such other powers and duties not inconsistent with these by-laws as may from time to time be assigned to each Vice Chair by the Board of Trustees or the Chair.

(c) The President. The President shall be the chief executive officer of the Corporation and as such shall have executive responsibility for conducting the affairs of the Corporation in accordance with the policies set by the Board of Trustees, subject to the direction and control of the Board of Trustees. The President shall see that all resolutions of the Board of Trustees are carried into effect, and from time to time shall report to the Board of Trustees all matters within his or her knowledge that should, in his or her judgment, be brought to the attention of the Board of Trustees in the interests of the Corporation. The President shall also have such other powers and duties not inconsistent with these by-laws as may from time to time be assigned to the President by the Board of Trustees or the Chair.

(d) The Secretary. The Secretary shall be charged with the custody of all papers and documents of the Corporation (other than those relating to the property of the Corporation) and shall see that all books, reports, statements, certificates and other documents and records required by law are properly made, kept or filed, as the case may be. The Secretary shall give or cause to be given all notices required by law or by these by-laws, keep or cause to be kept a record which shall contain the names and addresses of the Trustees and officers of the Corporation and the dates on which such persons became Trustees or officers, keep the minutes of all meetings of the Board of Trustees and of the committees thereof and, in general, perform all other duties not inconsistent with these by-laws as are usual to such office or as may from time to time be assigned to the Secretary by the Board of Trustees or the President.

(e) Vice President, Program. Subject to the control of the President and the direction of the Board of Trustees, the Vice President, Program shall be responsible for reviewing all applications for grants, for making recommendations with respect thereto to the Grants Committee, and for administering grants approved by the Board of Trustees. The Vice President, Program shall have such other powers and duties not inconsistent

with these by-laws as may from time to time be assigned to the Vice President, Program by the Board of Trustees or the President.

(f) The Vice President, Finance. Subject to the control of the President and the direction of the Board of Trustees, the Vice President, Finance shall be charged with the custody of all papers and documents relating to the property of the Corporation and shall receive all the funds of the Corporation. The Vice President, Finance shall deposit all corporate funds in the corporate name in such bank or banks, trust company or trust companies, as the Board of Trustees shall designate or approve. Such funds shall be disbursed by such procedure as the Board of Trustees may, by resolution, from time to time prescribe. The Vice President, Finance shall also be responsible on a day-to-day basis for the accounting and financial affairs of the Corporation. The Vice President, Finance shall have such other powers and duties not inconsistent with these by-laws as may from time to time be assigned to Vice President, Finance by the Board of Trustees or the President.

## ARTICLE V

### MEETINGS OF TRUSTEES

Section 1. Place. The Board of Trustees shall hold its meetings at the principal office of the Corporation or at such other place or places as the Board, upon the recommendation of the Chair, may from time to time determine.

Section 2. Annual, Regular and Special Meetings. The annual meeting of the Board of Trustees for the election of Trustees and officers, and the transaction of such other business as may properly come before the meeting, shall be held each year in June, or in such other month designated by the Board, upon the recommendation of the Chair. In addition to the annual meeting, the Board of Trustees shall hold regular meetings in March, September and December in each year, or in such other months designated by the Board, upon recommendation of the Chair. The time and place of the annual meeting and of each such regular meeting shall be designated by the Board, upon the recommendation of the Chair. Special meetings may be

called by the Chair, or in case of the Chair's absence or inability to act, by a Vice Chair, and shall be called by such officer on written request of two members of the Board of Trustees.

Section 3. Notice of Meetings. Written notice of the time and place of meetings of the Board of Trustees shall be mailed by the Secretary to each Trustee, sent by electronic mail or other form of electronic communication or given personally or by telephone, in each case not less than ten days before the date of the meeting. In the case of a special meeting of the Board, three days' notice sent by electronic mail or other form of electronic communication or given personally or by telephone, shall suffice, unless the Chair or in the absence of the Chair, the Vice Chair(s) determine that circumstances warrant shorter notice, which in no event shall be less than twenty-four hours. Notice of special meetings shall also state the purposes of such meetings. Notice of a meeting need not be given to any Trustee who attends the meeting without protesting prior thereto or at its commencement.

Section 4. Quorum. At all meetings of the Board of Trustees a majority of the Trustees in office shall constitute a quorum for the transaction of business. If a quorum is not present at any meeting of the Board of Trustees, a majority of the members present may adjourn the meeting from time to time without further notice.

## ARTICLE VI

### COMMITTEES

Section 1. Executive Committee. The Corporation shall have an Executive Committee which shall consist of the Chair, each Vice Chair and the Chair of each of the other standing committees of the Corporation appointed by the Board of Trustees under Section 2 of this Article VI.

The Executive Committee shall, during the intervals between meetings of the Board of Trustees and unless otherwise provided from time to time by resolution or resolutions adopted by a majority of the Board of Trustees, have and may exercise all authority and powers of the Board of Trustees over the management of the business and affairs of the Corporation to the extent permitted by law.

The Executive Committee shall report its actions to the Board of Directors no later than at the next regularly scheduled meeting of the Board of Trustees.

Section 2. Standing Committees. The Board of Trustees, by the affirmative vote of a majority of the entire Board, shall appoint the following standing committees to serve at the pleasure of the Board:

(a) Grants Committee. A Committee on grants consisting of no less than three members made up of Trustees appointed by the Board of Trustees and the Chair as an ex-officio full voting member of the Committee. It shall be the duty of this Committee to review all applications for grants and to make recommendations with respect thereto to the Board of Trustees. The Grants Committee shall also have such other duties as may from time to time be assigned to it by the Board of Trustees.

(b) Finance Committee. A Committee on Finance consisting of no less than three members made up of Trustees appointed by the Board of Trustees and the Chair as an ex-officio full voting member of the Committee. It shall be the duty of this Committee to make recommendations to the Board of Trustees for the establishment of broad investment policies with due regard to safety of principal and return on investment. In addition, this Committee shall have authority consistent with such investment policies as established by the Board of Trustees to sell bonds, stocks or other securities belonging to the Corporation and to invest and reinvest all



available funds of the Corporation in such securities as it may deem wise. The Finance Committee shall also have such other duties as may from time to time be assigned to it by the Board of Trustees.

(c) Audit Committee. An Audit Committee consisting of no less than three members made up of Independent Trustees (as defined below), appointed by the Board of Trustees. It shall be the duty of this Committee to monitor the activities of the Corporation, to render to the Board of Trustees, at least as of the end of each fiscal year, an account of the transactions and financial condition of the Corporation, which account shall be audited by an independent firm of certified public accountants, to make recommendations at the annual meeting of the Trustees, and at such other time or times as may be necessary, regarding the Corporation's selection of such accountants and to monitor and review the scope and results of such audits. The Audit Committee shall also have such other duties as may from time to time be assigned to it by the Board of Trustees.

(d) Governance Committee. A Governance Committee consisting of no less than three members made up of Trustees appointed, by the Board of Trustees and the Chair as an ex-officio full voting member of the Committee. It shall be the duty of this Committee to make recommendations at the annual meeting of the Trustees regarding the Trustees and officers to be elected and the personnel of the committees to be appointed. In addition, this Committee shall have the responsibility of keeping abreast of new legislation affecting foundations and assuring compliance with such new and existing legislation. Further, the Committee shall have the duty of reviewing Foundation policies on Board compensation, matching and discretionary grants, conflicts of interest, Board tenure and terms of office, as well as the Foundation's by-laws and setting the time and format of future Board meetings. The Governance Committee shall also have such other duties as may from time to time be assigned to it by the Board of Trustees.

(e) Compensation Committee. A Compensation Committee consisting of the Chair, as Chair of the Committee, the Vice Chair(s), the Chair of the Finance Committee and such other Trustees as may be appointed by the Board of Trustees. It shall be the duty of this Committee to review the compensation of the President and of the other staff of the Corporation. The Compensation Committee shall also have such other duties as may from time to time be assigned to it by the Board of Trustees.

(f) Evaluation Committee. An Evaluation

Committee consisting of no less than three members made up of Trustees appointed by the Board of Trustees and the Chair as an ex-officio full voting member of the Committee. It shall be the duty of this Committee to recommend changes in the policy for the evaluation of grants and to oversee grant evaluations pursuant to the policies approved by the Board.

(g) Independent Trustees. As used in this Section, "Independent Trustee" shall mean a Trustee who:

(i) is not, and has not been within the last three years, an employee of the Corporation or an affiliate of the Corporation, and does not have a relative who is, or has been within the last three years, a key employee of the Corporation or an affiliate of the Corporation;

(ii) has not received, and does not have a relative who has received, in any of the last three fiscal years, more than \$10,000 in direct compensation from the Corporation or an affiliate of the Corporation (other than reimbursement for expenses reasonably incurred as a Trustee or reasonable compensation for service as a Trustee); and

(iii) is not a current employee of or does not have a substantial financial interest in, and does not have a relative who is a current officer of or has a substantial financial interest in, any entity that has made payments to, or received payments from, the Corporation or an affiliate of the Corporation for property or services in an amount which, in any of the last three fiscal years, exceeds the lesser of \$25,000 or 2% of such entity's consolidated gross revenues. For purposes of this clause (iii), "payment" does not include charitable contributions.

Section 3. Other Committees. The Board of Trustees may appoint such other committees, subcommittees or consultants as it may deem advisable or appropriate to advise and assist the Board in the management, direction and supervision of the various activities of the Corporation. Such committees, subcommittees and/or consultants shall have such authority to perform such duties as the Board of Trustees may from time to time determine, provided that any committee or subcommittee that includes as members persons who are not Trustees shall not have the authority to bind the Board of

Trustees. The Board of Trustees may appoint to such other committees members of the Board of Trustees and persons who are not members of the Board, may fill any vacancies which may occur in such committees, and may from time to time, in its discretion, fix the compensation which shall be payable to the members of such committees and/or consultants.

Section 4. Limitations on Authority of Committees. Notwithstanding anything contained in this Article to the contrary, no committee or subcommittee of the Corporation, including the Executive Committee, shall exercise authority as to those matters reserved to the Board of Trustees by Section 712(a) of the New York Not-for-Profit Corporation Law, namely, the filling of vacancies in the Board of Trustees or in any committee thereof, the fixing of compensation of the Trustees serving on the Board or any committee thereof, the amendment or repeal of the by-laws or the adoption of new by-laws, or the amendment or repeal of any resolution of the Board of Trustees which by its terms shall not be so amendable or repealable.

## ARTICLE VII

### GRANTS, GIFTS AND CONTRIBUTIONS

No grant, gift nor contribution of funds of the Corporation shall be made without authorization by resolution of the Board of Trustees or in writing signed by a majority of the Trustees.

## ARTICLE VIII

### FUNDS AND PROPERTY

No Trustee or officer shall have any interest in the funds and property of the Corporation nor be entitled to receive any part thereof if the Corporation shall be dissolved, in which event all of its assets shall be devoted to the purposes for which the Corporation was organized.

## ARTICLE IX

### WAIVER OF NOTICE

The giving of any notice required to be given under these by-laws or under the laws of the State of New York may be waived by a waiver in writing or by electronic means executed by the person or persons entitled to said notice, whether before or after the time or event referred to in said notice, and such waiver shall be deemed equivalent to such notice. If written, the waiver must be executed by the person either by signing such waiver or by causing his or her signature to be affixed to such waiver by any reasonable means, including facsimile signature. If electronic, the transmission of the waiver 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 person executing such waiver.

## ARTICLE X

### FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year.

## ARTICLE XI

### INDEMNIFICATION

Section 1. Officers and Directors. The Corporation shall indemnify any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person or such person's testator or intestate is or was a member of the Board of Trustees or an officer of the Corporation, or any other Corporation which such person serves or served as such at the request of the Corporation, against all reasonable expenses, including attorneys' fees, actually and necessarily incurred by such person in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, and including the cost of court-approved settlements, to the fullest extent and in

the manner set forth and permitted by the New York Not-for-Profit Corporation Law and any other applicable law, as from time to time in effect. Such right of indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled apart from the foregoing provisions.

Section 2. Deemed Contract. The foregoing provisions of this Article XI shall be deemed to be a contract between the Corporation and each member of the Board of Trustees and each officer who serves in such capacity at any time while this Article XI and the relevant provisions of the New York Not-for-Profit Corporation Law and other applicable law, if any, are in effect, and, except to the extent otherwise required by law, any repeal or modification thereof shall not affect any rights or obligations then existing or thereafter arising with respect to any state of facts then or theretofore existing or thereafter arising or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

Section 3. Other Persons. The Board of Trustees in its discretion shall have power on behalf of the Corporation to indemnify any person, other than a director or officer, made a party to any action, suit or proceeding by reason of the fact that such person or such person's testator or intestate is or was an employee of the Corporation.

## ARTICLE XII

### UNANIMOUS CONSENT IN LIEU OF A MEETING AND USE OF TELEPHONE OR OTHER ELECTRONIC COMMUNICATIONS

Section 1. Written Consent. Any action required or permitted to be taken by the Board of Trustees or any committee thereof may be taken without a meeting if all members of the Board or such committee consent in writing or by electronic means to the adoption of a resolution authorizing the action. If such consent is written, the consent must be executed by the Trustee or committee member by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means, including facsimile signature. If such consent is 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 Trustee or committee member. The

resolution and the written or electronic consents thereto by the members of the Board or such committee shall be filed with the minutes of the proceedings of the Board or such committee, as the case may be.

Section 2. Presence at Meetings by Telephone or Other Electronic Means of Communication. Members of the Board of Trustees or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment, or by electronic video screen communication, as long as all persons participating in the meeting can hear each other at the same time, and each Trustee or committee member can participate in all matters before the Board or committee, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board or committee. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

#### ARTICLE XIII

##### EXECUTION OF INSTRUMENTS CONTRACTS, ETC.

All checks, drafts, bills of exchange, notes or other obligations or orders for the payment or transfer of money shall be signed in the name of the Corporation by such officer or officers or person or persons as the Board of Trustees may from time to time designate.

Except as otherwise provided by law, the Board of Trustees, any committee given specific authority by the Board of Trustees, or any committee given authority to exercise generally the powers of the Board of Trustees, may authorize any officer, employee or agent, in the name of and on behalf of the Corporation, to enter into or execute and deliver deeds, bonds, mortgages, contracts and other obligations or instruments, and such authority may be general or confined to specific instances.

All applications, written instruments and papers required by any department of the United States Government or by any state, county, municipal or other governmental authority, may be executed in the name of the Corporation by any officer of the Corporation, or, to the extent designated for such purposes from time to time by the Board of Trustees, by an employee or agent of the Corporation. Such designation may contain the power to substitute, in the

discretion of the person named, one or more other persons.

#### ARTICLE XIV

##### AMENDMENTS

These by-laws may be amended or repealed and new by-laws may be adopted at any meeting of the Trustees at which a quorum is present by a majority vote of all Trustees present at such meeting provided, however, that the notice of such meeting shall set forth the proposed amendments.