

Brooklyn Donates Inc.

EIN: 85-0743842

Article I. Name of Organization

The name of the corporation is Brooklyn Donates Inc. (referred to in this document as Brooklyn Donates Inc., the Corporation, or the Organization).

Article II. Corporate Purpose

Section 1. Nonprofit Purpose

This organization is organized and operated exclusively for charitable purposes set forth in Section 501(c)(3) of the Internal Revenue Service, or corresponding section of any future federal tax code. As a non-profit organization, none of its earnings may inure to any private shareholder or individual. In addition, it is not an action organization, and will not influence legislation or political activity. The referenced code is as follows:

- The exempt purposes set forth in Section 501(c)(3) are charitable, religious, educational, scientific, literary, testing for public safety, fostering national or international amateur sports competition, and preventing cruelty to children or animals. The term charitable is used in its generally accepted legal sense and includes relief of the poor, the distressed, or the underprivileged; advancement of religion; advancement of education or science; erecting or maintaining public buildings, monuments, or works; lessening the burdens of government; lessening neighborhood tensions; eliminating prejudice and discrimination; defending human and civil rights secured by law; and combating community deterioration and juvenile delinquency.
- Organizations described in Section 501(c)(3) are commonly referred to as charitable organizations. Organizations described in Section 501(c)(3), other than testing for public safety organizations, are eligible to receive tax-deductible contributions in accordance with Code Section 170.
- The Organization must not be organized or operated for the benefit of private interests, and no part of a Section 501(c)(3) organization's net earnings may inure to the benefit of any private shareholder or individual. If the organization engages in an excess benefit

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transaction with a person having substantial influence over the organization, an excise tax may be imposed on the person and any organization managers agreeing to the transaction.

Section 2. Specific Purpose of Brooklyn Donates Inc.

- Brooklyn Donates Inc. is a charitable organization operating in Kings County, New York that prioritizes the socio-economic well being of New York City communities and small businesses in areas such as food and hospitality and the arts. The Organization will provide relief to those facing economic hardship, particularly small businesses which provide social or cultural value to their communities. Additionally, Brooklyn Donates Inc. will provide assistance in the form of financial and/or administrative aid to individuals seeking to operate small businesses in disadvantaged communities. The organization also aims to provide resources and assistance to small businesses in transitioning to more sustainable and resilient business models. Sustainability is understood to mean the intersectionality of environmental, social, and economic factors in shaping a more equitable and green future. Resilience is understood to mean creating and fortifying communities to withstand systemic harms and the inevitable effects of climate change.
- Brooklyn Donates Inc. also focuses on combating community deterioration due to disaster and unforeseen circumstances such as public health emergencies, and extreme weather events or fires.
- The Organization is focused on equity in all aspects of its operation, and prioritizes the socio-economic well-being of the communities it serves. The organization prioritizes assisting individuals that may not otherwise have resources to maintain a small business during a crisis, and that contribute substantial social and cultural value to their local communities.
- The specific objectives of this organization shall be:

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- To provide funding and opportunities for business ownership within underserved communities.
- To provide access to resources, aid, and mentorship for individuals looking to grow and better their communities.
- To assist in the development and maintenance of businesses that add cultural value to their communities.
- To collect and distribute donations to small businesses, their employees, and freelance businesses in crisis as a result of some disaster or event.
- To assist small businesses in becoming sustainable and resilient.

Article III. Membership

The membership of the Organization will consist of the Board of Directors as well as members of the public and other interested parties that support the mission of Brooklyn Donates Inc. After a continuous eighteen (18) months of membership, members will be granted the right to vote on matters posed to members by the Board of Directors, or by the Chairperson at a meeting of members.

Section 1. Eligibility for Membership

Applications for membership shall be open to any individual that supports the purpose of Brooklyn Donates Inc. as outlined in Article 2, Section 2. Members may be business owners, individuals, property owners, or employees in the New York City area. Membership will be granted upon completion and approval of an application, and submission of dues either as an annual payment or monthly installment. After ninety (90) days of employment, employees of Brooklyn Donates Inc. will automatically be granted membership for the duration of their employment, and their dues will be waived. Employee members are subject to the same time requirements as other members to gain voting rights in the Organization. Membership may be tiered by the member's annual contributions.

Section 2. Annual Dues

A hierarchy of membership may exist that is differentiated by the selected annual dues and corresponding benefits to allow diverse participation and input from a wide range of individuals. Membership dues shall be set between \$120/ year (\$10/ month) and \$6,000/ year (\$500/ month), at intervals determined by the Board of Directors during their annual meeting. Volunteers for the Organization will be considered members after twelve (12) months of regular volunteer service, and will be granted voting rights after six (6) additional months of membership. Both volunteer and employee members will not be expected to pay annual dues.

Section 3. Rights of Members

Members may be given the right to vote on issues presented at the annual meeting, depending upon length, not tier, of membership, at the discretion of the Board of Directors. Voting rights will be granted to members after 18 months of continuous membership. The members of all tiers and voting abilities shall elect, by majority vote, a Chairperson to speak on their behalf at the annual meeting, as well as to facilitate communication with the Board of Directors. All members, regardless of their voting ability or membership tier, have the right to voice their opinions on all organizational matters to the Chairperson. Voting members may vote on all issues presented to them by the Board of Directors at the annual meeting, as well as on the election of officers. Members may receive benefits beyond voting rights in accordance with their membership tier.

Section 4. Resignation and Termination

Any member may resign by filing a resignation form with the Secretary. Annual dues will not be reimbursed, but the member will not be held responsible for any remaining monthly installments. Any member outside of the Board of Directors can have their membership terminated by majority vote of the Board of Directors, or by a majority vote of voting members upon bringing the issue to the chairperson for a vote at any meeting.

Section 5. Non-voting Membership

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The Board of Directors will have the authority to designate members as non-voting or voting members based on length of membership. When such a designation is made, all members who qualify will become voting members, irrespective of their membership tier. Generally, non-voting members are those that have been members for less than 18 months. Non-voting members may only vote for the Chairperson and may not vote on any other issues presented by the Chairperson or the Board of Directors.

Article IV. Meetings of Members

Section 1. Regular Meetings

Regular meetings of the members shall be held quarterly, at a time and place designated by the Chairperson or a member of the Board of Directors. Members of the Board of Directors will not attend these meetings, in order to allow members to speak freely.

Section 2. Annual Meetings

An annual meeting of the members, and the Board of Directors, shall take place in August, the specific date, time, and location of which will be designated by the President of the Board of Directors. At the annual meeting, members shall elect directors and officers, receive reports on organizational activity, and set goals for the upcoming year. In the event that there are no voting members, members will not participate in the election of officers. The Chairperson may communicate members' thoughts and concerns with the Board of Directors, but will not vote during the election.

Section 3. Special Meetings

Special meetings of the members may be called by the Chairperson, the Executive Committee, or a simple majority of the Board of Directors.

Section 4. Notice of Meetings

Notice of each meeting shall be given to each member by mail or email correspondence no less than fourteen (14) days prior to the meeting.

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Section 5. Quorum

To constitute a quorum, a majority of voting members must be present when an issue is brought to vote at a meeting of members. If the number of members present at a meeting constitutes a quorum, the decision of the majority of members at that meeting will be the decision of the members for items brought to vote.

In the absence of a quorum, members present may adjourn the meeting without rescheduling or penalty.

Section 6. Voting

At each quarterly meeting, voting members may present issues to the Chairperson. The Chairperson shall conduct a vote among the voting members on whether this issue will be brought to the attention of the Board of Directors. Votes may be held at any quarterly meeting, but are not required. All issues to be resolved through voting shall be determined by a simple majority of voting members present at any meeting.

Article V. Board of Directors

Section 1. General Powers

The Board of Directors will manage the affairs, actions, and responsibilities of Brooklyn Donates Inc. and will be responsible for determining the management of the organization and its operations. The Board of Directors will vote on all issues presented by the Chairperson in any meeting.

Section 2. Number, Tenure, Requirements, and Qualifications

The number of directors will be fixed periodically by the Board of Directors but will consist of no less than three (3) and no more than ten (10) individuals, and will include the following officers: President, Secretary, and Treasurer.

Upon election, members of the Board of the Directors will immediately become responsible for their respective duties, and will remain in office until their successors are elected. If an election

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for any member(s) of the Board of Directors is held at an annual or special meeting, the majority of present voting members will elect said individual(s).

No vote on the Board of Directors or Advisory Council will be held without a quorum of the Board of Directors present.

No two (2) members of the Board of Directors related by blood or marriage/ domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.

Each member of the Board of Directors will also be a voting member of Brooklyn Donates Inc., having paid their dues in full, or else is one of the founding members of the organization (Jordan Kerwin and Olivia Beals-Reid). Members of the Board of Directors will serve terms of three (3) years, and may not serve consecutive terms unless by special vote of the Executive Committee, as necessitated by the Organization's operational requirements. Jordan Kerwin and Olivia Beals-Reid, as founding members, are not bound by term limits, and their positions on the Board of Directors are fixed. They are only eligible for removal in the case of objectionable conduct by unanimous vote of all other members of the Board of Directors. Objectionable conduct is defined as any conduct deemed to be grossly negligent, or conduct which is not in good faith and fair dealing to the mission statement set forth in this document.

Each member of the Board of Directors will attend at least three (3) of the four (4) quarterly meetings annually. Meetings may be attended in person or by video conference.

Each member of the Board of Directors will contribute at least one hundred and twenty (120) dollars to the organization annually.

Section 3. Regular and Annual Meetings

Regular meetings of the Board of Directors will be held quarterly, and will be held at least one (1) week, but not more than three (3) weeks, following the meeting of the members, so that the Chairperson may have adequate time to present issues to the Board of Directors. The time and place of regular meetings will be determined by the members of the Board of Directors.

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An annual meeting of both the Board of Directors and the members will be held in August of each year at a time and date determined by the President of the Board of Directors. If necessary, the election of officers will take place during this meeting. Reading of the Brooklyn Donates Inc. Bylaws and Articles of Incorporation must be held at the annual meeting, and amendments may be proposed during this time.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by, or at the request of, the President or any two (2) members of the Board of Directors.

Section 5. Notice

Notice of both annual and regular meetings shall be sent to members of the Board of Directors no less than fourteen (14) days prior to the meeting date.

Notice of any special meeting must be given at least two (2) days in advance of the meeting by phone or email communication. A director may waive notice of any meeting.

Section 6. Quorum

To constitute a quorum, a majority of current members of the Board of Directors must be present at a meeting of the Board of Directors, in person or over video conference. The decision of the majority of board members at a meeting where there is a quorum will be the decision of the Board of Directors for items brought to vote.

In the absence of a quorum, the Board of Directors may adjourn the meeting without rescheduling or penalty.

Section 7. Forfeiture

Any member of the Board of Directors who fails to fulfill any of their requirements within three (3) months of appointment, or by the next quarterly meeting, shall automatically forfeit their seat on the Board. The Secretary shall notify the Director in writing or by email communication that

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their seat has been declared vacant, and the Board of Directors may immediately proceed to fill the vacancy, or elect to change the number of Directors per Section 2 of this Article.

Section 8. Vacancies

Whenever a vacancy occurs in the Board of Directors, it shall be filled by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

Section 9. Compensation

Members of the Board of Directors will not receive any compensation for their services as Directors. If a Director holds a title or performs an organizational function outside of the scope of their role as a Director, they may receive compensation per review by the Board of Directors. The conflict of interest policy will determine whether a member of the Board of Directors may be hired as an employee or contractor.

Section 10. Informal Action by Directors

Any action which is required, or which may be taken at a meeting of the Board of Directors, may be taken without a meeting if written consent setting forth the action, will be signed by a majority of all Directors following notice of the intended action to all members of the Board of Directors.

Section 11. Confidentiality

Directors will not discuss or disclose information about Brooklyn Donates Inc. or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Organization's purposes, or can be reasonably expected to benefit the Organization. Directors shall use discretion and good business judgment in discussing the affairs of Brooklyn Donates Inc. with third parties. Directors may discuss upcoming fundraisers as well as the purposes and functions of the Organization.

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Upon appointment to the Board of Directors, each Director, in accepting the guidelines set forth in these Bylaws, shall agree to the confidentiality guidelines as outlined above and shall execute an additional confidentiality agreement.

Section 12. Advisory Council

An Advisory Council may be created whose members will be elected by the members of the Board of Directors annually, but who shall have no duties, voting privileges, nor obligation for attendance at regular meetings of the Board of Directors. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Organization through their expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality agreement consistent with being voted onto and accepting appointment to the Advisory Council.

Section 13. Parliamentary Procedures

The President shall determine Parliamentary procedure using Robert's Rules of Order.

Section 14. Removal

Members of the Board of Directors or Advisory Council may be removed at any time by vote of 75% of the Board of Directors if, in their judgment, the removal would best serve the purposes of the Organization. Each founding member (Jordan Kerwin and Olivia Beals-Reid) is only eligible for removal by unanimous vote of all other members of the Board of Directors, and only in the case of objectionable conduct. The founders may elect to remove any of the other members of the Board of Directors only in the case of objectionable conduct which is grossly negligent, or conduct which is not in good faith and fair dealing to the mission statement set forth in this document. Each member of the Board of Directors must receive written notice of the proposed removal at least fourteen (14) days in advance of the proposed action. An officer removed from the Board of Directors is automatically removed from office.

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Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article shall forfeit their position on the Board of Directors pursuant to Section 7 of this Article, and are not entitled to the removal proceedings of Section 14 of this Article.

Section 15. Initial Directors and Founders

The initial Directors of Brooklyn Donates Inc. are Jordan Kerwin, Olivia Beals-Reid, and Alec Reed. Jordan Kerwin and Olivia Beals-Reid are considered the founders of the Organization and their position on the Board of Directors is considered permanent, except in the cases outlined in this Article.

Article VI. Officers

All officers of the Board of Directors must be active members of the Board of Directors. The officers of this Board shall be President, Secretary, and Treasurer, and the office of Vice-President may be created by vote of the Board of Directors, if deemed necessary.

Section 1. President

The President shall preside at all meetings of the Board of Directors. The President shall have the following duties:

- a. They shall preside at all meetings of the Executive Committee.
- b. They shall have general and active management of the business of the Board of Directors.
- c. They shall see that all orders and resolutions are brought to the attention of the Board of Directors.
- d. They shall have general superintendence and direction of all other officers of this Organization and see that their duties are properly performed.

- e. They shall submit a report of the operations of the program for the fiscal year to the Board of Directors and members at their annual meeting, and shall periodically report to the Board of Directors all matters that may affect the Organization.
- f. They shall be an Ex-officio member of all standing committees and shall have the powers and duties usually vested in the office of the President.

Section 2. Vice-President

The office of Vice-President may be created and appointed by vote of the Board of Directors. In the case for creation of this office, the Board of Directors shall amend these Bylaws to include the duties of the office.

Section 3. Secretary

The Secretary shall attend all meetings of the Board of Directors and the Executive Committee, and may be assisted by a member, employee, or volunteer, to act as a clerk thereof. The Secretary's duties shall consist of:

- a. They shall record all votes and minutes of all proceedings in a book or document to be kept for that purpose.
- b. They shall make the arrangements for all meetings of the Board of Directors, including the annual meetings of the Organization.
- c. Assisted by another member, employee, or volunteer, they shall send notice of all meetings to the members of the Board of Directors.
- d. They shall perform all official correspondence from the Board of Directors as requested by the Board of Directors or the President.
- e. They shall keep records of membership, amendments, and other information deemed necessary.

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- f. They shall review all correspondences and incoming applications.

Section 4. Treasurer

The Treasurer's duties shall be:

- a. They shall submit, for Finance Committee approval, all expenditures of funds raised by the Board of Directors and proposed capital expenditures.
- b. They shall present a complete and accurate report of the finances raised by the Board of Directors and through the efforts of Brooklyn Donates Inc. at each meeting of the members, or at any time upon request by the Board of Directors.
- c. They shall have the right of inspection of funds resting within the Organization including budgets and audit reports.
- d. They shall assist in direct audits of the funds allocated to Brooklyn Donates's charitable efforts according to the funding source guidelines and generally accepted accounting principles.
- e. They shall perform such other duties as may be prescribed by the Board of Directors or the President.

Section 5. Election of Officers

Nominations for office may be submitted by the members, a Nominations Committee, or from the members. The election will be held at the annual meeting of the Board of Directors. The elected officers shall serve a term of one (1) year commencing immediately. Officers of the Board of Directors shall be eligible to serve up to three (3) consecutive terms, unless otherwise determined through special vote by the Board of Directors, if it is deemed necessary for the purposes of the Organization.

Section 6. Removal of Officers

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The Brooklyn Donates Inc. Board of Directors, with the concurrence of at least 75% of the members voting at the meeting may remove any Officer of the Board of Directors due to grossly negligent misconduct or failure to uphold the duties of the office, and elect a successor for the unexpired term. Notice of a motion of expulsion setting forth the reasoning of the Board of Directors shall be given to the Officer in writing at least fourteen (14) days prior to the meeting at which the motion shall be presented.

Section 7. Vacancies

The Nominating Committee may also be responsible for nominating individuals to fill vacancies which occur between annual meetings, including those of Officers. In the event that a Nominating Committee may not have been formed, the President or Secretary of the Board of Directors shall act as such. Nominations shall be sent in writing to members of the Board of Directors at least fourteen (14) days prior to the meeting at which the election will be held. The individuals elected shall hold membership or office for the unexpired term.

Article VII. Committees

Section 1. Committee Formation

The Board of Directors may create committees as needed, such as fundraising, public relations, community outreach, data collection, nominating, etc. The President of the Board of Directors appoints all committee chairs.

Section 2. Executive Committee

The Officers (President, Secretary, Treasurer, and Vice President (upon creation of the office)) of the Board of Directors shall serve as the members of the Executive Committee. Except for amending the Articles of Incorporation and the Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the Board.

Section 3. Finance Committee

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The Finance Committee is chaired by the Treasurer and must include at least two (2) other members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The Board of Directors must approve the budget, and all expenditures must be within the budget. Any major change to the budget must be approved by the Board of Directors or the Executive Committee. The fiscal year shall be the calendar year. Annual reports detailing income, expenditures, and pending income shall be submitted to the Board of Directors. The financial records of the Organization are public information and shall be made available to all members, directors, and the public.

Article VIII. Corporate Staff

Section 1. Executive Director

The Board of Directors may hire an Executive Director who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of Brooklyn Donates Inc. They shall direct the day-to-day business of the Organization including hiring, discharging, and determining the salaries and other compensation of all staff members under the Executive Director's supervision, and perform additional duties as directed by the Executive Committee or the Board of Directors. Until an Executive Director is hired, the Executive Committee shall fulfill these duties.

Section 2. Other Staff

The Board of Directors shall use their discretion to create other staff positions as necessary to further the mission of Brooklyn Donates Inc.

Article IX. Conflict of Interest and Compensation

Section 1. Purpose

The purpose of the conflict of interest policy is to protect Brooklyn Donates Inc.'s interests when contemplating entering a transaction or arrangement that might benefit the private interest of an Officer or Director of the Organization or might result in a possible excess benefits transaction.

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This policy is intended to supplement, but not replace, any applicable state and federal government conflict of interest policies applicable to nonprofit and charitable organizations.

Section 2. Definitions

- a. Interested person: any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, is an interested person.
- b. Financial interest: a person has a financial interest if the person has directly or indirectly, through business, investment, or family:
 - i. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
 - ii. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures

- a. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest, and be given the

opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

- b. Determining whether the conflict of interest exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, they shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. Procedures for Addressing the Conflict of Interest:
 - i. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - ii. The chairperson of the governing board or committee may, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or agreement.
 - iii. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain, with reasonable efforts, a more advantageous transaction from a person or entity that would not give rise to a conflict of interest.
 - iv. If a more advantageous transaction or agreement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is fair, reasonable, and in the Organization's best interests. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
- d. Violations of the Conflicts of Interest Policy:

- i. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such a belief and afford the member an opportunity to explain the alleged failure to disclose.
- ii. If, after hearing the member's response, and after further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate corrective action.

Section 4. Recordings of Proceedings

The minutes of the Board of Directors and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed, or otherwise were found to have, a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the decision of the Board of Directors or committee as to whether a conflict of interest existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussions, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

- a. A voting member of the Board who receives compensation, directly or indirectly, from the Organization for services, is precluded from voting on matters pertaining to that member's compensation.

- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services, is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation, and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information regarding compensation.

Section 6. Annual Statements

Each Director, Principal Officer, and member of a committee with governing board delegated powers shall annually sign a statement affirming the following:

- a. They have received a copy of the conflicts of interest policy.
- b. They have read and understand the policy.
- c. They agree to comply with the policy, and
- d. They understand that Brooklyn Donates Inc. is a charitable organization, and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following:

- a. Whether compensation arrangements and benefits are reasonable.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable

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investment, or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in excess benefit transactions.

Section 8. Use of Outside Experts

When conducting the periodic reviews, the Organization may use outside experts. If outside experts are used, their use shall not relieve the Board of its responsibilities.

Article X. Indemnification

Section 1. General

To the extent authorized under the laws of New York State, Brooklyn Donates Inc. shall indemnify any current or former member, Director, Officer, employee or agent, of the Organization, or any person that may have served at the Organization's behest as a Director or officer of another Corporation (hereafter referred to as an indemnitee), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of having been such a member, Director, Officer, employee, or agent, except in relation to matters as to which the indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for grossly negligent misconduct in the performance of a duty, and is responsible and shall hold the Board harmless in these instances. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, or resolution of the Board of Directors.

Section 2. Expenses

Expenses, including reasonable attorney's fees, incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Organization in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors.

Section 3. Insurance

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The Organization may purchase and maintain insurance on behalf of any person who is or was a member, Director, Officer, employee or agent against any liability asserted against such a person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the Corporation would have the power or obligation to indemnify such a person.

Article XI. Books and Records

This Corporation shall keep complete books and records of accounts and minutes of the proceedings of the Board of Directors.

Article XII. Amendments

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment to the Articles setting forth a summary of the changes to be affected shall be given to each director through writing or email at least fourteen (14) days prior to the meeting. As required by the Articles, any amendment to Article III or Article VI shall require the affirmative vote of all Directors in office and present at the meeting. All other amendments of the Articles shall require the affirmative vote of a majority of Directors in office and present at the meeting.

Section 2. Bylaws

The Board of Directors may amend these Bylaws by simple majority vote at any regular or special meeting. Written notice of the proposed amendment of the Bylaws setting forth the proposed amendment or a summary of the changes to be affected shall be given to each Director through writing, or email at least two (2) days prior to the meeting. The Board of Directors shall review the Bylaws at the annual meeting.

Article XIII. Dissolution

In the event of dissolution of Brooklyn Donates Inc., the procedures outlined by the New York State Department of Taxation and Finance shall be followed, per the office of the Attorney

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General. The Board of Directors shall make a plan of dissolution, and remaining assets shall be designated for charitable purposes, and any assets designated for specific purposes shall be enumerated. All documentation of dissolution shall be submitted to the Attorney General pursuant to New York State guidelines for dissolution.

Upon termination or dissolution of Brooklyn Donates Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) that has a charitable purpose that is, at least generally, similar to the terminating or dissolving Corporation.

The organization to receive the assets of Brooklyn Donates Inc. hereunder shall be selected by the discretion of a majority of the managing body of Brooklyn Donates Inc. If its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against Brooklyn Donates Inc. by one (1) or more of members of its managing body. The verified petition shall contain such statements as reasonably indicate the applicability of this section. The court, upon a finding that this section is applicable, shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference, if practical, to organizations located within the State of New York.

In the event that the court shall find that this section is applicable, but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of New York to be added to the general fund.

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EIN: 85-0743842

Article XIV. Adoption of Bylaws

We, the undersigned, are all of the initial Directors or Incorporators of this Corporation, Brooklyn Donates Inc., and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the preceding pages, as the Bylaws of this Corporation.

Adopted and approved by the Board of Directors on this 8th day of May, 2020.

A handwritten signature in cursive script that reads "Jordan Kerwin".

JORDAN KERWIN, President and Co-founder, Brooklyn Donates Inc.

A handwritten signature in cursive script that reads "Olivia Beals-Reid".

OLIVIA BEALS-REID, Secretary and Co-founder, Brooklyn Donates Inc.