

Resolve New England, Inc. Restated Bylaws

ARTICLE I - NAME AND PRINCIPAL OFFICE

The name of this corporation is Resolve New England, Inc. (hereinafter the "Corporation"). Its principal office shall be as specified in the Articles of Organization, or such other address as the Board of Directors shall from time to time select.

ARTICLE II – CORPORATE MISSION AND GOALS

The Corporation is and shall at all times be operated exclusively within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), and within the meaning of Massachusetts General Laws, c. 180 ("M.G.L ch 180"), Section 4, as amended.

The Corporation's primary purpose is to support, inform and advocate for all those struggling with fertility and family building by directly or indirectly, alone or in conjunction or cooperation with others, raising and granting funds and otherwise engaging in any and all lawful acts that may be necessary or convenient to further this purpose.

In connection therewith, the Corporation may engage in peer support groups, other charitable and educational activities and programs, including grant making, in furtherance of the foregoing purposes as may be carried out by a corporation organized under M.G.L ch 180 and described in Section 501(c)(3) of the Code.

ARTICLE III - MEMBERS AND MEMBERSHIP

The Corporation shall have no voting corporate members and any action or vote required or permitted by M.G.L. ch 180, as amended, or any other law, rule or regulation to be taken by corporate members shall be taken by action or vote of the same percentage of the Directors of the Corporation. No person now or hereafter designated by the Corporation as a "member" for any purpose shall be or shall be deemed to be a corporate member for purposes of the Corporation's Articles of Organization, these Restated Bylaws, M.G.L. ch 180, or any other law, rule or regulation, nor shall they have any corporate rights or powers.

ARTICLE IV - BOARD OF DIRECTORS

1. Powers – The affairs of the Corporation shall be managed by a Board of Directors (collectively the "Board" and individually "Director"), who shall exercise all of the powers of the Corporation. In the event of a vacancy on the Board of Directors, the remaining Directors, except as otherwise provided by law, may exercise the powers of the full Board until the vacancy is filled.

2. Number and Election – The Board shall consist of no more than twenty (20) Directors and should strive to include Directors representing each of the six (6) New England states that the Corporation serves. The officers of the Corporation (“Officers”) shall be Directors. The Directors shall be elected by a majority of Directors then in office. Except as otherwise provided by these Restated Bylaws or in the Articles of Organization, the number of Directors that shall constitute the whole Board of Directors shall be fixed and the Directors elected by the Directors at the annual meeting. The Board may be enlarged at any time by a vote of a majority of the Directors in office.

3. Qualification of Directors – Directors shall be chosen with a view toward maintaining a balanced Board of Directors having in aggregate the kinds of skills and experience which can contribute to the purposes and mission of the Corporation. These qualifications may include expertise in education, business, law, finance, development, and public relations. Directors shall reflect a cross section of the community served. Each Director must be in a position to regularly attend Board of Director meetings, serve on committees and devote a substantial amount of time to the affairs of the Corporation, as well as to become and remain acquainted with current developments that impact the Corporation.

4. Nomination, Election and Term of Office of Directors – Each Director’s term of service shall be two (2) years. A one (1) year term may be approved by a vote of a majority of the Directors in office. If Director is elected at a time other than the Annual Meeting then the Director shall hold office until the Annual Meeting two (2) years from their date of appointment or special meeting in lieu of an annual meeting or until their respective successors are chosen and qualified. The maximum number of years of service for each Director shall be eight (8) years, with the option to extend two (2) additional years in order to fulfill an officer position. After hiatus of four (4) years, a former Director will be eligible for re-nomination to the Board of Directors.

5. Vacancies – Any vacancy in the Board of Directors, however occurring, may be filled by vote of a majority of the Directors then in office. The Directors shall have all of their powers notwithstanding the existence of one or more vacancies in their number.

6. Resignation – Any Director may resign by delivering their resignation by e-mail or other means of written communication to the Corporation at its principal office, or to the President or Clerk. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. Any Director who fails to attend three consecutive meetings of the Board without adequate reason and approval of the President shall be deemed to have delivered his or her resignation as a Director as of the close of business of the meeting of the Board at which such third consecutive failure to attend shall have occurred.

7. Removal – A Director may be removed from office with or without cause by vote of two-thirds of the Directors then in office. A Director may be removed for cause only after

reasonable notice and opportunity to be heard before the Board of Directors.

8. Annual Meeting – The Annual Meeting of the Corporation will be held in June of each year at such time and place as the Board shall determine. In addition to those prescribed by law, the Articles of Organization, or these Restated Bylaws, further purposes for which an Annual Meeting is to be held may be specified by the Board of Directors or by the President. If an Annual Meeting is not held in accordance with the foregoing provisions, a special meeting may be held in place thereof with all the force and effect of an Annual Meeting.

9. Regular Meetings – Regular meetings of the Board of Directors shall be held three times each year. Typically the Board does not meet in the summer.

10. Special meetings – Special meetings of the Board of Directors may be held upon the oral or written call by the President, or two or more Directors, designating the date, hour and place thereof.

11. Notice – Written notice shall be given to the Directors of all meetings stating the date, purpose, time and place of such meeting: (a) by e-mail or other means of written communication at least seven (7) days before the meeting; or (b) by providing such notice by telephone at least forty-eight (48) hours before the meeting. However, except as otherwise required by law, the Articles of Organization or these Restated Bylaws, separate notice of regular meetings, if fixed in advance or occurring on a regular schedule agreed upon in advance by the Board of Directors, is not required, provided that all Directors have notice of such fixed or scheduled date, time and place.

12. Waiver – Whenever notice of a meeting is required, such notice need not be given to any Director if a written waiver of notice, executed by her or him (or her or his duly authorized attorney) before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting the lack of notice to him or her before or at the commencement of the meeting.

13. Quorum – At any meeting of the Board of Directors, a majority of the Directors then in office shall constitute a quorum. Less than a quorum may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice.

14. Remote Participation – Unless otherwise provided by law or the Articles of Organization, Directors may participate in a meeting by means of video conferencing or similar communications by means of which all persons participating in the meeting can communicate with each other at the same time. Participation in a meeting pursuant to the foregoing sentence shall constitute presence in person at such meeting.

15. Electronic Transmission – Any vote, consent, waiver or other action by a Director shall be considered given in writing, dated and signed, if it consists of an electronic transmission that sets forth or is delivered with information from which the Corporation can determine (i) that

the electronic transmission was transmitted by such Director; and (ii) the date on which such Director transmitted the electronic transmission. The date on which the electronic transmission is transmitted shall be considered to be the date on which it was signed. The electronic transmission shall be considered received by the Corporation if it has been sent to any address specified by the Corporation for the purpose or if no address has been specified, to the principal office of the Corporation, addressed to the Clerk or other Officer or agent having custody of the records of proceedings of Directors. Any copy, facsimile or other reliable reproduction of a vote, consent, waiver or other action by a Director may be substituted or used, but the copy, facsimile or other reproduction shall be a complete reproduction of the entire original writing.

16. **Action at Meeting** – At any meeting of the Board of Directors at which a quorum is present, a majority of those present and voting shall decide any question, including election of Officers, unless otherwise provided by law, the Articles of Organization, or these Restated Bylaws.

17. **Action Without Meeting** – Any action by the Board of Directors may be taken without a meeting if a written consent thereto is signed by all the Directors then in office and filed with the records of the meetings of the Board of Directors. Such consents shall be treated as a vote of the Board of Directors for all purposes.

18. **Honorary Directors** – The Board of Directors may designate persons as Honorary Directors, Board Fellows, or such other title as it deems appropriate. In such capacity these persons and groups shall have no right to notice of, or vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no fiduciary duties, other rights or responsibilities.

19. **Committees** – The Board of Directors may elect or appoint one or more committees as it sees fit and shall, by vote of a majority of the Directors then in office, elect or appoint as Standing Committees of the Board an Executive Committee, Governance Committee, Finance Committee, Nominating Committee, and Development Committee. Unless otherwise specified, the Chairperson of each committee shall be a Director. Non-Directors may be members of committees. Each Committee shall have only such power and authority as the Board, in its discretion, shall choose to delegate. Each Committee shall conduct its business as nearly as may be in the same manner as is provided by these Restated Bylaws for the Board of Directors. The Board of Directors may establish other non-Standing committees. The Board of Directors may adopt further rules for the governing of the committee not inconsistent with the provision of these Restated Bylaws.

20. **Duties** – A Director shall perform the duties of a Director, including duties as a member of any Board Committee on which the Director may serve, in good faith, in a manner such Director believes to be in the best interest of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared under the supervision of, or presented by: (1) one or more Officer or employees of the Corporation whom the Director believes to be reliable and competent as to the matters presented; (2) counsel, independent accountants, or other person as to matters which the Director believes to be within such person's professional or expert competence; or (3) a Committee upon which the Director does not serve, as to matters within its designated authority, provided that the Director believes such committee merits confidence; so long as in each such case, the Director acts in good faith after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in the Articles of Organization, a person who performs the duties of a Director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the Corporation, or assets held by it, are dedicated.

21. Inspection – Every Director shall have the right upon reasonable notice and at any reasonable time to inspect all books, records, and documents, and to inspect the physical properties of the Corporation.

22. No Compensation – The Directors of the Corporation shall serve as such on a volunteer basis, without compensation. Directors may be reimbursed for reasonable expenses incurred in connection with their service on or to the Board. Nothing herein precludes payment of reasonable compensation to Directors for services rendered the Corporation in another capacity.

ARTICLE V – OFFICERS

1. Enumeration – The Officers of the Corporation shall be a President, Vice President, Treasurer, and a Clerk. The Officers of the Corporation may also include such other Officers as the Board of Directors may determine shall serve the best interests of the organization. All Officers shall be Directors.

2. Election – The President, Vice President, Treasurer, and Clerk shall be elected bi-annually by the Board of Directors at the Annual Meeting of the Corporation. Other Officers may be chosen and their terms designated by the Board of Directors at such meeting, or at any other meeting.

3. Qualification – No person may simultaneously hold more than one office. The Clerk shall be a resident of Massachusetts, unless the Corporation has a resident agent appointed for the purpose of service of process.

4. Tenure – The President, Vice President, Treasurer, and Clerk and any other Officers shall hold office for two (2) years until the Annual Meeting of the Corporation and until their respective successors are chosen and qualified. The maximum number of terms for each Officer shall be two (2) terms in general. The Board of Directors may, however, extend such term.
5. Resignation - Any Officer may resign by delivering his or her written resignation to the Corporation at its principal office, or by e-mail or other means of written communication to the President or Clerk, and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.
6. Removal – The Board of Directors may remove any Officer with or without cause, provided that an Officer may be removed for cause only after reasonable notice and opportunity to be heard by the Board of Directors.
7. Vacancies – Any vacancy, however arising, in any office, may be filled for the unexpired portion of the term thereof by the Board of Directors.
8. President – The President shall preside at all meetings of the Board except as the Directors shall otherwise determine and shall have any such other powers as may be designated from time to time by the Board of Directors. The President shall oversee all reports and filings required by the Commonwealth of Massachusetts. The President may serve as a voting member of any committee of the Board to which they may be appointed or elected and shall serve as an ex officio (without vote) member of all other committees of the Corporation.
9. Vice President – The Vice-President shall perform such duties and have such powers as may be designated from time to time by the Board of Directors, including oversight of committees. In the event that the President is absent the Vice President shall preside over meetings of the Board of Directors. The Vice President may be the President-Elect of the Corporation.
10. Treasurer – The Treasurer shall, subject to the direction of the Board of Directors, have general charge of the financial affairs of the Corporation. The Treasurer shall work with the accountants employed by the Corporation in oversight of the conduct and recording of the financial affairs of the Corporation. The Treasurer shall oversee all reports and filings required by the Internal Revenue Service, and shall have such other duties and powers as designated by the Board of Directors.
11. Clerk – The Clerk shall attend and shall cause to be kept a record of all of the meetings of the Board of Directors. In addition, the Clerk shall perform such other duties and have such other powers as may be designated from time to time by the Board of Directors. If the Clerk is absent from any meeting of Directors, a temporary clerk chosen at the meeting shall exercise the duties of the Clerk at the meeting.

12. Other Officers – Each other Officer that may be chosen by the Board of Directors shall perform such duties and have such powers as may be designated from time to time by the Board of Directors.

13. Other Powers and Duties – Each Officer shall, subject to these Restated Bylaws, and in addition to the duties and powers specifically set forth in these Restated Bylaws, have such duties and powers as are customarily incident to his or her office.

ARTICLE VI – EXECUTIVE COMPENSATION AND EXECUTIVE DIRECTOR

The Board of Directors shall adopt an Executive Compensation policy and procedure consistent with the requirements of state and federal law and best practices governing 501(c)(3) public charities operating in Massachusetts if an Executive Director is hired. The Board shall supervise the Executive Director who, subject to the direction of the Board, shall have authority over and be responsible for the day-to-day management of the Corporation, including the hiring and management of all other staff.

ARTICLE VII – CONFLICT OF INTEREST

The Board of Directors shall adopt a Conflict of Interest policy and procedures consistent with the requirements of state and federal law and best practices governing 501(c)(3) nonprofit corporation operating in Massachusetts.

ARTICLE VIII – INDEMNIFICATION

1. No Personal Liability – The Directors and Officers of the Corporation shall not be personally liable for any debt, liability, or other obligation of the Corporation.

2. Indemnification

a. The Corporation shall, to the extent legally permissible, indemnify any Director or Officer, or former Director or Officer, of the Corporation against all expenses and liabilities (including court costs, attorneys' fees, judgments, fines, excise taxes, penalties, and the amount of any judgment or reasonable settlement) reasonably incurred by such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative, or investigative, in which such person may become involved by reason of serving or having served in such capacity.

b. This provision does not apply to a proceeding voluntarily initiated by such person unless he or she is successful on the merits and the proceeding was authorized in advance by the Corporation.

c. No indemnification shall be provided with respect to any matter in which such person is finally adjudicated not to have acted in good faith in the reasonable belief that his or her action

was in the best interests of the Corporation; or, with respect to a claim of willful misconduct, default, or gross negligence in the conduct of the office of such Director or Officer, unless there be an adjudication of freedom there from.

d. Indemnification and payment hereunder shall include payment of expenses incurred in defending a civil or criminal action, or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this section, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

e. Any payment hereunder in connection with a matter disposed of by a compromise payment (pursuant to a consent decree or otherwise) shall have been approved by the Corporation in advance, which approval shall not be unreasonably withheld, or by a court of competent jurisdiction.

f. The right of indemnification hereunder shall inure to the benefit of the heirs, executors or administrators of each such Director or Officer indemnified hereunder and shall be in addition to, and not exclusive of all, any other rights to which such persons might have. Nothing herein shall affect any other rights to indemnification which may be available by contract, or otherwise by law.

g. The Corporation may, to the extent legally permissible, indemnify any employee of the Corporation against all expenses and liabilities (including court costs, attorneys' fees, judgments, fines, excise taxes, penalties, and the amount of any judgment or reasonable settlement) reasonably incurred by such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative, or investigative, in which such person may become involved by reason of serving or having served in such capacity

h. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or other agent of the Corporation, against any liability incurred in any such capacity, or arising out of the status as such, whether or not the Corporation might indemnify the person against such liability. No vote of the Directors to purchase or maintain any such insurance shall be invalid solely because any Director participating therein is or may be a person insured by any such insurance.

ARTICLE IX - MISCELLANEOUS PROVISIONS

1. Fiscal Year – Except as from time to time otherwise determined by the Board of Directors, the fiscal year of the Corporation shall end on the last day of December in each year.

2. Execution of Instruments – All deeds, leases, transfers, contracts, bonds, notes and

other obligations authorized to be executed by an Officer of the Corporation in its behalf shall be signed by the President and/or the Treasurer except as the Board of Directors may generally, or in particular cases, otherwise determine.

3. Corporate Records – The original, or attested copies, of the Articles of Organization, Articles of Amendment, these Restated Bylaws, and records of all meetings of the Directors, which shall contain the names and the record address of all Directors and Officers, and any other legally required records shall be kept in Massachusetts at the principal office of the Corporation and at an office of its Clerk or Resident Agent. Said copies and records need not all be kept in the same office.

4. Evidence of Authority – A certificate by the Clerk as to any action taken by the Directors or any Officer or representative of the Corporation shall, as to all who rely thereon in good faith, be conclusive evidence of such action.

6. Ratification – Any action taken on behalf of the Corporation, a Director or any Officer or representative of the Corporation, which requires authorization by the Board of Directors, shall be deemed to have been duly authorized if subsequently ratified by the Board of Directors, if action by it was necessary for authorization.

7. Budget – An estimated budget shall be prepared annually by the Executive Director for discussion by the Finance committee and for discussion and approval by the Board of Directors.

8. Expenditures – All activities that require expenditures over \$500 beyond the approved annual budget must first be approved by a majority vote by the Board of Directors. Checks in excess of \$5,000 shall require dual signatures of Executive Director and President.

9. Policies and Procedures – The Board of Directors shall establish Policies and Procedures which shall further define the duties of Directors, Officers, committees, and members of the Corporation. All material changes to Policies and Procedures must first be approved by a majority vote by the Board of Directors.

10. Nondiscrimination – The Corporation shall not permit any discrimination or harassment against or by its Directors, Officers, employees, volunteers or agents, including discrimination or harassment on the basis of race, color, religion, gender, gender identity, sexual orientation, national origin, age, disability, pregnancy or a condition related to said pregnancy, including, but not limited to, lactation, or the need to express breast milk for a nursing child, genetic information, marital status, amnesty or status as a covered veteran or any other characteristic protected under applicable federal, state, or local law.

ARTICLE X – AMENDMENTS

These Restated Bylaws may be altered, amended or repealed in whole or in part by vote of a

Approved 3/14/22

majority of the Directors then in office.

ARTICLE XI - EFFECTIVE DATE

These Restated Bylaws were adopted on March 14, 2022, and shall remain in full force and effect, unless and until further amended by the Board of Directors as provided in ARTICLE X above.