

BYLAWS OF
Cherry Grove Archives Collection Inc. (the "Corporation")

Adopted as of April 4, 2025

ARTICLE I
MEMBERS

The Corporation shall have no members.

ARTICLE II
OFFICES

The principal office of the Corporation shall be in the Nassau County, State of New York. The Corporation may also have offices at such other places as the Board of Directors (the "Board") may from time to time determine or the business of the Corporation may require.

ARTICLE III
BOARD OF DIRECTORS

Section 1. Powers and Duties. The Board shall have general power to control and manage the affairs and property of the Corporation subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Incorporation and herein. The Board may exercise all other powers necessary to manage the affairs and further the purposes of the Corporation in conformity with the Certificate of Incorporation and these Bylaws.

Section 2. Number. There shall be at least five Directors. The number of Directors may be increased or decreased from time to time, by resolution of the Board, but such action by the Board shall require a vote of a majority of the entire Board and no decrease shall shorten the term of any incumbent Director. The "entire Board" shall consist of the total number of directors entitled to vote which the corporation would have if there were no vacancies. If this number of Directors has not been fixed in accordance with this paragraph, then the "entire Board" shall consist of the number of directors within such range that were elected or appointed as of the most recently held election of directors, as well as any directors whose terms have not yet expired.

Section 3. Election and Term of Office. The initial Directors shall be the persons named in the Certificate of Incorporation and shall serve until the first annual meeting of the Board. To become a Director, a person shall be nominated by a Director or committee of the Board and elected by the Board by a majority of votes, when a quorum is present. The Directors shall hold office for three-year terms; provided, however, that the term of any Director elected to fill an unexpired term (whether resulting from the death, resignation or removal or created by an increase in the number of Directors) shall

be subject to Article III, Section 8. Directors may be elected to any number of consecutive terms.

Section 4. Qualification for Directors. Each Director shall be at least 18 years of age.

Section 6. Removal. Any Director may be removed at any time for cause by a vote of Directors then in office at a regular meeting or at a special meeting of the Board called for that purpose. Unless otherwise determined by a majority of the Board, any Director shall be removed for failure to be present at sixty percent (60%) of all meetings during the previous year.

Section 7. Resignation. Any Director may resign from the Board at any time. Such resignation shall be made in writing or electronically, directed to the President, and shall take effect at the time specified in the written resignation, and if no time is specified, at the time of its receipt by the Corporation or the President. The acceptance of a resignation by the Board shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty of a Director.

Section 8. Vacancies and Newly Created Directorships. Any newly created Directorships, and any vacancies on the Board arising at any time and from any cause, may be filled at any meeting of the Board by a majority of votes, when a quorum is present, regardless of their number. A vacancy in the Board shall be deemed to exist on the occurrence of any of the following:

- (a) the death, resignation or removal of any Director;
- (b) an increase in the authorized number of Directors by resolution of the Board; or
- (c) the failure of the Directors, at any annual or other meeting of Directors at which any one or more Directors are to be elected, to elect the full authorized number of Directors to be voted for at that meeting.

Each Director elected to fill a newly created directorship due to an increase in the number of Directors shall serve until the next annual meeting at which the election of Directors is the regular order of business, at which election he or she may be elected to serve a full term. Each Director elected to fill a vacancy arising from the death, resignation, or removal of a Director shall serve until the end of the term which the Director was elected or appointed to fill, or for a term to be determined by the Board which ends at an annual meeting (subject to the term limits in Article III, Section 3) and until his or her successor is elected or appointed and qualified.

Section 9. Meetings. The annual meeting of the Board shall be held in April of each year or at a date, time, and place fixed by the Board, and at such meeting, the Board shall receive an annual report. Regular meetings of the Board shall be held no less than one time at a time and place fixed by the Board. Special meetings of the Board shall be held whenever called by (a) the President of the Board; (b) any Vice President; or (c) by any Director upon written demand of not less than one-fifth (1/5) of the Directors of the Board, in each case at such time and place as shall be fixed by the person or persons calling the meeting.

Section 10. Notice of Meetings. Regular meetings may be held without notice of the time and place if such meetings are fixed by the Board. In the case of each annual and special meetings, such notice must be accompanied by a written agenda setting forth all matters upon which action is proposed to be taken. Notice of the time and place of the annual meeting, each regular meeting not fixed by the Board, and each special meeting of the Board shall be:

- (a) delivered to each Director by e-mail at least five (5) days before the day on which the meeting is to be held; or
- (b) mailed to each Director, postage prepaid, addressed to him or her at his or her residence or usual place of business (or at such other address as he or she may have designated in a written request filed with the Secretary at least seven (7) days before the day on which the meeting is to be held).

To discuss matters requiring prompt action, notice of special meetings may be sent to each Director by e-mail or telephone, or given personally, no less than forty-eight (48) hours before the time at which such meeting is to be held, unless the meeting must be held within forty-eight (48) hours. Notice of a meeting need not be given to any Director who submits a signed waiver of notice before or after the meeting, or who attends the meeting without protesting the lack of notice to him or her prior to or at the beginning of the meeting. Waivers of notice sent by email will be valid if the Director is clearly identified in such waivers.

Section 11. Quorum. In the case of an entire Board of fifteen (15) Directors or less, the quorum shall be a majority of the entire number of Directors. In the case of a board of more than fifteen (15) Directors, the quorum shall remain a majority of the entire number of Directors.

Section 12. Voting. At any meeting of the Board at which a quorum is present, the affirmative vote of a majority of the Directors present at the time of the vote shall be the act of the Board, except as otherwise provided by law or these Bylaws. If at any meeting of the Board less than a quorum is present, the Directors present may adjourn the meeting until a quorum is obtained. Any one or more Directors may participate in a meeting of the Board or committee by telephone, video conference or similar communications equipment, provided that all persons participating in the meeting can hear each other and can participate in all matters before the Board. Participation by such means shall constitute presence in person at a meeting.

The following acts of the Board require the affirmative vote of at least two-thirds (2/3) of the entire Board:

- (a) a purchase, sale, mortgage or lease of real property of the Corporation if the property constitutes all or substantially all of the assets of the Corporation;
- (b) a sale, lease, exchange or other disposition of all or substantially all of the assets of the Corporation; or
- (c) amendment of these Bylaws or Certificate of Incorporation of the Corporation that would increase the quorum requirement to greater than a majority of the entire Board, or would increase the vote requirement to greater than a majority of the Board present at the time of the vote.

Section 13. Adjournment of Meeting. A majority of the Directors present, whether or not a quorum is present, may adjourn the meeting to another time and place. Notice of the time and place of such adjourned meeting shall be given to Directors who were not present at the time of such adjournment and, if such time and place was not announced at such meeting, to all other Directors. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 14. Action Without a Meeting. Any action required or permitted to be taken by the Board or committee may be taken without a meeting if the entire Board or all members of the committee unanimously consents in writing to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If the consent is written, it must be signed by the Director. If consent is electronic such consent will be valid if the Director is clearly identified in such consent. Any resolution and the written consents shall be filed with the minutes of the proceedings of the Board or committee.

Section 15. Compensation. No compensation of any kind shall be paid to any Director for the performance of his or her duties as Director. This shall in no way limit the reimbursement of reasonable expenses incurred in connection with board service. Subject to the Corporation's Conflicts of Interest Policy, a Director may receive payment for services provided to the Corporation in any capacity separate from his or her responsibilities as a Director.

ARTICLE IV OFFICERS, EMPLOYEES, AND AGENTS

Section 1. Number and Qualifications. The Board shall select all officers, if any, for the Corporation (each officer an "Officer" and collectively, "Officers"). The Officers shall be a President, a Secretary, a Treasurer and any other Officers that the Board may from time to time appoint, including one or more Vice Presidents. One person may hold more than one office in the Corporation, except that no one person may hold the offices of President and Secretary at the same time. **No employee of the Corporation shall serve as Chair of the Board or hold any other title with similar responsibilities, unless the Board approves such employee serving as Chair of the Board by a two-thirds vote of the entire Board and contemporaneously documents in writing the basis for the Board approval; provided, however, that no such employee shall be considered an independent director for the purposes of this chapter.** The other Officers may, but need not, be Directors. No instrument required to be signed by more than one Officer may be signed by one person in more than one capacity.

Section 2. Election and Term of Office. The Officers shall be elected for a one-year term at the annual meeting of the Board, and each shall continue in office until his or her successor has been elected or appointed and qualified, or until his or her death, resignation, or removal.

Section 3. Employees and Other Agents. The Board may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall

hold office at the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board may from time to time determine. To the fullest extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities, and duties.

Section 4. Removal. Any Officer, employee or agent of the Corporation may be removed with or without cause by a vote of the majority of the Board. Termination of employment of any employee also serving as an Officer shall result in removal effective as of the date of termination.

Section 5. Resignation. Any Officer may resign at any time by giving notice (either written or electronic) to the President, provided that any Officer who is an employee of the Corporation must abide by the terms of his or her employment, including service as an Officer. The resignation shall take effect at the time specified therein, and if no time is specified, at the time of its receipt by the President, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be appointed by the Board.

Section 7. President: Powers and Duties. The President shall preside at all meetings of the Board and the Executive Committee. The President shall have general supervision of the affairs of the Corporation and shall keep the Board fully informed about the activities of the Corporation. He or she has the power to sign and execute alone, in the name of the Corporation, all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature. The President shall perform such other duties as from time to time may be assigned by the Board.

Section 8. Vice-President: Powers and Duties. A Vice President shall have such powers and duties as may be assigned to him or her by the Board. In the absence of the President, the Vice President shall perform the duties of the President.

Section 9. Secretary: Powers and Duties. The Secretary shall keep the minutes of the annual meeting and all meetings of the Board in books provided for that purpose. He or she shall be responsible for giving and serving all notices of the Corporation, receiving the annual disclosure statements required by the Corporation's Conflicts of Interest Policy and shall perform such other duties as shall from time to time be assigned by the Board.

Section 10. Treasurer: Powers and Duties. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all moneys, evidences of indebtedness and other valuable documents of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board may designate. At the annual meeting, the Board shall direct the President and Treasurer of the Corporation to present a financial report, verified by the President and Treasurer or a majority of the Directors, or certified by an independent public accountant or certified public accountant or a firm of such

accountants selected by the Board. At such meeting, the Treasurer shall render a report of the Corporation's accounts showing in appropriate detail: (a) the assets and liabilities of the Corporation as of a twelve-month fiscal period terminating not more than six (6) months prior to the meeting; (b) the principal changes in assets and liabilities during that fiscal period; (c) the revenues or receipts of the Corporation, both unrestricted and restricted to particular purposes during that fiscal period; and (d) the expenses or disbursements of the Corporation, for both general and restricted purposes during said fiscal period. The Treasurer shall, at all reasonable times, exhibit the Corporation's books and accounts to any Officer or Director of the Corporation, and whenever required by the Board, render a statement of the Corporation's accounts, subject to the control of the Board.

Section 11. Compensation. Any Officer who is not a Director but is an employee or agent of the Corporation is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Corporation as an employee or agent when authorized by a majority of the entire Board, and only when so authorized.

ARTICLE V COMMITTEES

Section 1. Committees of the Board. A committee of the Board is one that shall have authority to bind the Corporation and shall be comprised solely of Directors. Committees of the Board may be appointed by resolution of the Board at a meeting at which a quorum is present. The members of such committees shall be appointed by the President or committee(s) of the Board, subject to the approval of the Board. Each committee must consist of at least three (3) Directors with such powers and duties as the Board may prescribe, except that no committee shall have authority as to the following matters:

- (a) the filling of vacancies on the Board or on any committee;
- (b) the amendment or repeal of the Bylaws or the adoption of new Bylaws;
- (c) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable;
- (d) the fixing of compensation of the Directors for serving on the Board or any committee;
- (e) the election or removal of officers and directors;
- (f) the approval of a merger or plan of dissolution;
- (g) the authorization of a transaction involving the sale, lease, exchange or other disposition of all or substantially all the assets of the corporation; and
- (h) the approval of amendments to the Certificate of Incorporation.

Section 2. Committees of the Corporation. The Board by resolution may appoint from time to time any number of persons as advisors of the Corporation to act as a committee of the Corporation. No such committee shall have the authority to bind the Board. Each advisor shall hold office at the pleasure of the Board and shall have only the

responsibilities as the Board may from time to time determine. No advisor to the Corporation shall receive, directly or indirectly, any salary or compensation for any service rendered to the Corporation as a member of a committee of the Corporation, except that the Board may authorize reimbursement of expenditures reasonably incurred.

ARTICLE VI

CONTRACTS, CHECKS, AND BANK ACCOUNTS

The Board is authorized to select the banks or depositories it deems proper for the funds of the Corporation and shall determine who shall be authorized on the Corporation's behalf to sign checks, drafts, or other orders for the payment of money, acceptances, notes, or other evidences of indebtedness, to enter into contracts or to execute and deliver other documents and instruments. Any such financial decision or payment \$1000.00 or less shall require the signature of only one such authorized person. Any such financial decision or payment over \$1000.00 shall require the signatures of two such authorized persons.

ARTICLE VII

BOOKS AND RECORDS

Correct books or account of the activities and transactions of the Corporation, including the minute book (containing a copy of the Certificate of Incorporation, a copy of these bylaws and all minutes of meetings of the Board shall be kept at the office of the Corporation.

ARTICLE VIII

FISCAL YEAR

The fiscal year of the Corporation shall begin on January 1 and end on December 31, or such other date as determined by the Board.

ARTICLE IX

INDEMNIFICATION AND INSURANCE

Section 1. General. To the fullest extent permitted by law, the Corporation **shall** indemnify any person (and his or her heirs, executors, guardians, administrators, assigns, and any other legal representative of that person) who was or is a party or is threatened to be made a party to or is involved in (including being a witness) any threatened, pending, or completed action, suit, proceeding or inquiry (brought in the right of the Corporation or otherwise), whether civil, criminal, administrative, or investigative, and whether formal or informal, including appeals, by reason of the fact that he or she is or was a Director or Officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, for and against all expenses

(including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by that person or that person's heirs, executors, guardians, administrators, assigns, or legal representatives in connection with that action, suit, proceeding, or inquiry, including appeals. Notwithstanding the foregoing, the Corporation shall indemnify any person seeking indemnification in connection with an action, suit, proceeding, inquiry (or part thereof) initiated by that person only if that action, suit, proceeding or inquiry (or part thereof) was authorized by the Board.

Section 2. Exclusions. No indemnification shall be made to or on behalf of a director or officer if a judgment or other final adjudication adverse to the director or officer establishes that his or her acts were committed in bad faith or were the result of active or deliberate dishonesty and were material to the cause of action so adjudicated, or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

Section 3. Expenses. To the fullest extent permitted by law, the Corporation shall pay expenses as incurred by any person described in this Article in connection with any action, suit, proceeding or inquiry described in this Article; provided that if these expenses are to be paid in advance of the final disposition (including appeals) of an action, suit, proceeding or inquiry, then the payment of expenses shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of the person, to repay all amounts so advanced if it is ultimately determined that the person is not entitled to be indemnified under this Article or otherwise.

Section 4. Insurance. The Corporation may purchase and maintain insurance on behalf of any person described in this Article against any liability asserted against him or her, whether or not the Corporation would have the power to indemnify him or her against that liability under the provisions of this Article or otherwise.

Section 5. Application. The provisions of this Article shall be applicable to all actions, suits, proceedings or inquiries made or commenced after the adoption of this Article, whether arising from acts or omissions occurring before or after its adoption. The provisions of this Article shall be deemed a contract between the Corporation and each director or officer who serves in such capacity at any time while this Article and the relevant provisions of the laws of the State of New York and other applicable law, if any, are in effect, and any repeal or modification of this Article shall not adversely affect any right or protection of any person described in this Article in respect of any act or omission occurring prior to the time of the repeal or modification.

Section 6. Validity and Limitations. If any provision of this Article shall be found to be invalid or limited in application by reason of any law or regulation, that finding shall not affect the validity of the remaining provisions of this Article. The rights of indemnification provided in this Article shall neither be exclusive of, nor be deemed in limitation of, any rights to which any person described in this Article may otherwise be entitled or permitted by contract, vote of the Board of Directors, or otherwise, as a matter of law, both as to actions in his or her official capacity and actions in any other capacity

while holding such office, it being the policy of the Corporation that indemnification of any person described in this Article shall be made to the fullest extent permitted by law.

Section 7. Definitions. For purposes of this Article: references to “other enterprises” shall include employee benefit plans; references to “fines” shall include any excise taxes assessed on a person with respect to an employee benefit plan; and reference to serving at the request of the Corporation” shall include any service as a director or officer of the Corporation which imposes duties on, or involves services by, that director or officer with respect to an employee benefit plan, its participants, or beneficiaries.

ARTICLE X

AMENDMENTS AND REFERENCES

Section 1. Amendments. These Bylaws may be amended or repealed at any meeting of the Board by a vote of the majority of the entire Board, except that an amendment of these Bylaws that would increase the quorum requirement to greater than a majority of the entire Board, or would increase the vote requirement to greater than a majority of the Board present at the time of the vote, shall require a two-thirds vote of the entire Board. Any amendment or repeal of these Bylaws is authorized only at a duly called and held meeting of the Board. To be duly called, written notice of such meeting, including the proposed amendment or repeal, must be given in accordance with the notice provisions for special meetings set forth in these Bylaws or at a meeting of the Board prior to the meeting to amend or repeal the Bylaws at which the amendment or repeal is on the agenda, if notice of such meeting is given and the written proposed amendment or repeal of the Bylaws given.

Section 2. Reference to Certificate of Incorporation. References in these Bylaws to the Certificate of Incorporation shall include all amendments thereto, unless specifically excepted by these Bylaws. In the event of a conflict between the Certificate of Incorporation and these Bylaws, the Certificate of Incorporation shall govern.