

BYLAWS OF AGUACLARA REACH, INC.

ARTICLE I. NAME AND PURPOSE

SECTION 1. Name. The name of the organization shall be AguaClara Reach, Inc. (the “Organization”). It shall be a not-for-profit corporation incorporated under the laws of the State of New York.

SECTION 2. Purpose. The Organization is organized for the purposes stated in the Certificate of Incorporation of the Organization, as may be amended from time to time. Specifically, the Organization will provide educational programs related to clean water to individuals and communities around the world.

ARTICLE II. OFFICES

The principal office of the Organization in the State of New York, shall be located in the County of Tompkins. The Organization may have such other offices, either within or without the State of New York, as the Board of Directors may designate from time to time.

ARTICLE III. BOARD OF DIRECTORS

SECTION 1. General Powers. The business and affairs of the Organization shall be managed by its Board of Directors.

SECTION 2. Size. The number of directors of the Organization shall be fixed by the Board of Directors, but in no event shall be less than (3).

SECTION 3. Election and Term. For the purpose of staggering the directors’ terms of office, the Board of Directors shall divide the directors serving at the time of the adoption of these by-laws, and any additional directors appointed at such time, into three classes as nearly equal in number as possible, and shall appoint each such class to a term of three (3) years or less as follows: One class shall be appointed for a term of one (1) year, one class shall be appointed for a term of two (2) years, and one class shall be appointed for a term of three (3) years. At the conclusion of these initial terms, all subsequent terms shall be for a period of three (3) years, thus accomplishing a succession of staggered three-year terms with one-third (1/3) of the Board of Directors eligible for reappointment or replacement each year. In the event of an increase or

decrease in the number of directors, additional directors may be elected to terms of one, two, or three years as may be necessary to maintain equality in numbers among the classes of directors. Each officer shall hold office until their successor shall have been duly elected and shall have qualified, or until their death, or until they shall resign or shall have been removed in the manner hereinafter provided.

SECTION 4. Regular Meetings. An annual meeting of the Board of Directors shall be held in January of each year at such time and place to be fixed by the Board of Directors. Regular meetings of the Board of Directors shall be held at the President's office or such other place and at such time fixed by the Board of Directors.

SECTION 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person/s authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.

SECTION 6. Notice. Notice of any meeting shall be given at least one week prior thereto by written notice delivered personally, mailed to each director at their business address, or by electronic mail. Any directors may waive notice of any meeting. Notice of a regular or special meeting need not be given to a director who submits a signed waiver of notice before or at the meeting's commencement, or who attends the meeting without protesting (not later than the commencement of the meeting) the lack of notice to them.

SECTION 7. Quorum. A majority of the number of directors fixed by Section 2 of this Article III shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

SECTION 8. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 9. Action Without a Meeting. Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so to be taken, shall be signed before such action by all of the directors. The resolution and written consents of the directors shall be filed with the minutes of the proceedings of the Board of Directors within sixty (60) days of the request for action.

SECTION 10. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors, unless otherwise provided by law. A director elected to fill a vacancy shall be elected for the remaining term of their predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by election by the Board of Directors for a term of office continuing only until the next election of directors by the Directors.

SECTION 11. Compensation. No Director or Officer shall for the reason of their office be entitled to receive any salary or compensation, but nothing herein shall be construed to

prevent an officer or director from receiving any compensation from the organization for duties other than as a director or officer.

ARTICLE IV. OFFICERS

SECTION 1. Number. The officers of the Organization shall be a President, a Secretary, and a Treasurer, who shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. In its discretion, the Board of Directors may leave unfilled for any such period as it may determine any office except those of President and Secretary. Any two or more offices may be held by the same person, except for the offices of President and Secretary, which may not be held by the same person.

SECTION 2. Election and Term of Office. The officers of the Organization to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until their successor shall have been duly elected and shall have qualified, or until their death, or until they shall resign or shall have been removed in the manner hereinafter provided.

SECTION 3. Removal. Any officer may be removed by a majority vote of the Board of Directors whenever, in its judgment, the best interests of the Organization will be served thereby.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. President. The President shall be the principal executive officer of the Organization and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Organization. They shall, when present, preside at all meetings of the Board of Directors, unless there is a Chairman of the Board in which case the Chairman shall preside. They may sign, with the Secretary or any other proper officer of the Organization thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Organization, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. Secretary. The Secretary shall keep the minutes of the proceedings of the Board of Directors in one or more minute books provided for that purpose and shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. The Secretary shall be custodian of the organization's records and of the seal of the Organization and see that the seal of the Organization is affixed to all documents, the execution of which on behalf of the Organization under its seal is duly authorized. They shall keep a register of the post

office address of each Director which shall be furnished to the Secretary by such Director; and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

SECTION 7. Treasurer. The Treasurer shall keep full and accurate account of the receipts and disbursements in books belonging to the Organization, and shall deposit all monies and other valuable effects in the name and to the credit of the Organization in such banks and depositories as may be designated by the Board of Directors, but shall not be personally liable for the safekeeping of any funds or securities so deposited pursuant to the order of the Board. They shall disburse the funds of the Organization as may be ordered by the Board and shall render to the President and Directors at the regular meeting of the Board, and whenever they may require accounts of all their transactions as treasurer and of the financial condition of the Organization. They shall perform the duties usually incident to the office of treasurer and such other duties as may be prescribed by the Board of Directors or by the President.

ARTICLE V. COMMITTEES

SECTION 1. Executive Committee and Other Committees of the Board of Directors. The Board of Directors, by resolution adopted by a majority of the Board of Directors, may designate from among the directors an Executive Committee and other committees of the Board consisting of three (3) or more directors. Each committee of the Board shall have such authority as the Board shall by resolution provide; and the Executive Committee shall have all the authority of the Board, except that no such committee shall have authority as to the following matters:

- 1.1 The filling of vacancies on the Board or in any committee.
- 1.2 The amendment or repeal of the by-laws, or the adoption of new by-laws.
- 1.3 The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

SECTION 2. Quorum and Action by Committee. Unless otherwise provided by resolution of the Board, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of a committee shall be the act of the committee. The procedures and manner of acting of the Executive Committee and of the committees of the Board shall be subject at all times to the directions of the Board.

ARTICLE VI. INDEMNITY

The Organization shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that they, their testator or intestate, was a director or officer of the Organization, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees. No indemnification may be made to or on behalf of any such person if (a) their acts were

committed in bad faith or were the result of their active and deliberate dishonesty and were material to such action or proceeding or (b) they personally gained in fact a financial profit or other advantage to which they were not legally entitled.

ARTICLE VII.

CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. Contracts. The Board of Directors may authorize any officer/s, agent/s, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or confined to specific instances.

SECTION 2. Loans. No loans shall be contracted on behalf of the Organization and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Organization, shall be signed by such officer or officers, agent or agents of the Organization and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. Deposits. All funds of the Organization not otherwise employed shall be deposited from time to time to the credit of the Organization in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VIII.

FISCAL YEAR

The fiscal year of the Organization shall begin on the first day of January and end on the last day of December each year.

ARTICLE IX.

CORPORATE SEAL

The Board of Directors may at its discretion provide an organizational seal, which shall be circular in form and shall have inscribed thereon the name of the Organization and the State of incorporation and the words, "Corporate Seal".

ARTICLE X.

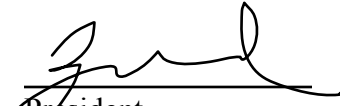
PLAN OF DISSOLUTION

Any plan of dissolution shall provide that assets available for distribution be distributed as required by any gift instrument or to a charitable corporation or organization or organizations exempt from taxation pursuant to federal and state laws and engaged in activities similar to those of the Organization.


ARTICLE XI.
AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws adopted when necessary by a two-thirds majority of the Board of Directors.

The above Bylaws were approved and adopted by the Board of Directors of the Organization on the 13th day of September, 2021.



President
Zoe Maisel



Secretary
Subhani Katugampala