

AMENDED AND RESTATED BYLAWS

OF

ART+FEMINISM, INC

ARTICLE I

Name, Purposes and Structure

SECTION 1.01. Name. The name of the corporation is Art+Feminism, Inc (the "Corporation").

SECTION 1.02. Purposes. The purposes for which the Corporation is formed are those set forth in the certificate of incorporation.

SECTION 1.03. Structure of the Corporation. The Corporation is a charitable corporation pursuant to the New York Not-for-Profit Corporation Law (the "Not-for-Profit Corporation Law"). The Corporation shall not have members within the meaning of the Not-for-Profit Corporation Law. The Corporation and its affairs, subject to any limitations provided by law, shall be managed by a self-perpetuating board of Directors (the "Board", and each individual serving thereon a "Director", and together, the "Directors"), which shall be elected as provided in Article II of these Bylaws.

ARTICLE II

Board of Directors

SECTION 2.01. Powers. The Board shall manage the affairs and property of the Corporation in accordance with the purposes and limitations set forth in the certificate of incorporation.

SECTION 2.02. Number. The "Entire Board" means the total number of Directors entitled to vote which the Corporation would have if there were no vacancies. There (i) shall be not less than three (3) Directors constituting the Entire Board at any time, (ii) shall be not more than nine (9) Directors constituting the Entire Board at any time and (iii) shall be at least (x) one (1) Director who is a past event organizer of the Corporation if more than three (3) Directors constitute the Entire Board at any time and (y) two (2) Directors who are past event organizers of the Corporation if more than seven (7) Directors constitute the Entire Board at any time. No decrease in the members of the Entire Board shall shorten the term of any incumbent Director. The Executive Director (as described in Section 4.04 hereof) may not serve as a Director.

SECTION 2.03. Election and Term of Office. At the annual meeting of the Board (or if not, in accordance with Section 2.12 of these Bylaws), the Board, by vote of a majority of the Entire Board, shall elect Directors. The Directors will be divided into three

classes, as nearly equal in number as possible, designated as Class A, Class B and Class C. The initial Directors and their respective classes shall be the persons named below:

Class A	Michael Mandiberg Adela C. Licona
Class B	Roderick Schrock Wendy Woon
Class C	Sheetal Prajapati Kerrie Cotten Williams

Class A directors shall initially serve until the 2021 annual meeting of the Board; Class B Directors shall initially serve until the 2022 annual meeting of the Board; and Class C Directors shall initially serve until the 2023 annual meeting of the Board. Commencing with the annual meeting of the Board in 2021, Directors of each class the term of which shall then expire shall be elected to hold office for a term of three (3) years. Except in the case of death, resignation or removal under these Bylaws, each Director shall hold office until the expiration of the Director’s term and the election of the Director’s successor. Directors may only serve up to five terms.

SECTION 2.04. Chair of the Board. No employee of the Corporation shall preside over the Board, serve as the chair of the Board or hold any title with similar responsibilities (including the title of Executive Director as described in Section 4.04 hereof) unless the Board shall (i) approve such employee thus serving by a two-thirds vote of the Entire Board and (ii) contemporaneously document in writing the basis for such approval.

SECTION 2.05. Removal. The Board, by vote of a majority of the Entire Board, may remove any Director with or without cause at any special meeting of the Board called for that purpose, provided that at least one week’s notice of the proposed action shall have been given to the Entire Board.

SECTION 2.06. Resignation. Any Director may resign by delivering a written notice of such resignation to the Executive Director or Secretary of the Corporation. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make such resignation effective.

SECTION 2.07. Vacancies and Newly Created Directorships. The Board, by a vote of a majority of the Directors then in office, may elect an additional Director to fill any newly created Directorship or any vacancy on the Board. Except in the case of death, resignation or removal, any Director so elected shall serve until the next annual meeting of the Board and until the election of the Director’s successor.

SECTION 2.08. Place and Time of Annual, Special and Regular Meetings. The Board shall hold an annual meeting each year and shall set the time and place of such annual

meeting and of regular meetings of the Board. The Executive Director or any member of the Board may call a special meeting at any time and shall specify the time and place of such meeting as provided in Section 2.09 hereof. All meetings of the Board shall be held at such place within or without the State of New York as shall be designated in the notice of the meeting, as provided in Section 2.09 hereof.

SECTION 2.09. Notice of Meetings. At least seven (7) days before the day on which each regular, special or annual meeting of the Board is to be held, notice of such meeting and, to the extent possible, a written agenda stating all matters upon which action is proposed to be taken, shall be given to each Director by the Board or by the person who shall have called such meeting in accordance with Section 2.08 hereof, by mail, telephone, facsimile or electronic mail; provided, however, that notice of special meetings to discuss matters requiring prompt action may be given no less than forty-eight hours before the time at which the meeting is to be held, unless the meeting must be held within forty-eight hours.

SECTION 2.10. Waiver of Notice. Whenever any notice of a meeting is required by law, the certificate of incorporation or these Bylaws, such notice need not be given to any Director who (i) submits a waiver of such notice in writing (including by electronic mail or facsimile) before or after such meeting, or (ii) attends the meeting without protesting, either prior to the meeting or at its commencement, such lack of notice.

SECTION 2.11. Quorum, Voting and Board Action. A majority of the Entire Board shall constitute a quorum for the transaction of business at meetings of the Board. Except as otherwise expressly required by law or these Bylaws, each decision required to be made by the Board shall be made by consensus of the Board; provided, however, that, in accordance with the Not-for-Profit Corporation Law, the following actions may only be taken if authorized as specified:

(a) the purchase of real property or the sale, mortgage, lease, exchange or other disposition of the Corporation's real property must be authorized by vote of (i) a majority of the Directors in office or (ii) a majority of a committee authorized by the Board; provided, however, that (x) if such purchase or sale is authorized by a committee, the committee shall report to the Board regarding any such actions no later than the next regularly scheduled meeting of the Board, and (y) if the real property to be purchased, sold, mortgaged, leased, exchanged or otherwise disposed of constitutes all, or substantially all, of the assets of the Corporation, the transaction must be authorized by vote of two-thirds of the Entire Board, or, if there are twenty-one or more Directors, by vote of a majority of the Entire Board;

(b) any amendment to the certificate of incorporation must be authorized by vote of a majority of the Entire Board;

(c) the establishment of committees however denominated, must be authorized by vote of a majority of the Entire Board;

(d) in the case of a plan of dissolution and distribution of assets, if the number of Directors actually holding office at the time of such action is less than the number

required to constitute a quorum of Directors hereunder, such action must be approved by the remaining Directors unanimously; and

(e) a petition for judicial dissolution or the revocation of voluntary dissolution proceedings must be authorized by vote of a majority of the Directors then in office.

The Corporation is committed to operating by consensus. The Board is expected to strive for consensus in good faith. If, however, a consensus cannot be reached, the Executive Director shall so declare and actions shall be taken by majority vote of the Board. In the absence of a quorum, those present at the time and place set for a meeting of the Board may take an adjournment from time to time, until a quorum shall be present. In the event that the Entire Board consists of an even number of Directors and the Directors cannot agree on a matter requiring majority approval or two-thirds approval under these Bylaws (a “Deadlock”), the Executive Director (as defined in Section 4.04 hereof) shall have the authority to cast the tie-breaking vote with regard to such matter in order to resolve the Deadlock. Any matter voted upon by the Executive Director pursuant to authority provided under this Section 2.11 shall have the same force and effect as a matter duly authorized by the affirmative vote of the Directors at any meeting at which a quorum is present.

SECTION 2.12. Action by Unanimous Written Consent. To the extent permitted by law, any action required or permitted to be taken at any meeting of the Board or of any committee may be taken without a meeting if all members of the Board or of such committee consent in writing (including by electronic mail or facsimile) to the adoption of a resolution authorizing such action. Such consent shall have the same force and effect as a vote of a quorum of the Board. The resolution and the written consents thereto by the members of the Board or of such committee shall be filed with the minutes of the proceedings of the Board or such committee.

SECTION 2.13. Participation by Telephone. To the extent permitted by law, any one or more members of the Board or any committee of the Board may participate in a meeting of the Board or of such committee by means of a conference telephone or similar communications equipment which allows all persons participating in the meeting to hear and speak to each other at the same time. Such participation in a meeting shall constitute presence in person at such meeting.

SECTION 2.14. Compensation. No compensation shall be paid to any Director for duties performed as a Director. For all purposes hereunder, compensation shall not include reimbursement for reasonable expenses as permitted by law.

ARTICLE III

Committees

SECTION 3.01. Committees of the Board. The Board may from time to time establish, by resolution adopted by a majority of the Entire Board, committees of the Board, each consisting of three (3) or more members. The Board shall appoint the members of each

such committee. To the extent provided in the Bylaws or in the resolution establishing it, any such committee shall have and may exercise all the powers and authority of the Board in the management of the affairs of the Corporation, except as to the following matters:

- (a) the election or removal of officers and Directors;
- (b) the filling of vacancies on the Board or on any committee;
- (c) amendment or repeal of these Bylaws or the adoption of new Bylaws;
- (d) amendments to the Certificate of Incorporation;
- (e) amendment or repeal of any resolution of the Board that, by its terms, shall not be so amendable or repealable;
- (f) the approval of a merger or plan of dissolution;
- (g) the sale, lease, exchange or other disposition of all or substantially all the assets of the Corporation; or
- (h) any other powers specifically denied such committee by resolution of the Board or by these Bylaws.

SECTION 3.02. Committees of the Corporation. The Board may create other committees, including an advisory committee, as committees of the Corporation. No such committee shall have the authority to bind the Board, and any such committee shall have only such other powers as are specifically delegated to such committee by the Board and permitted by law. The Board may elect or the Executive Director may appoint Directors or others to serve on such committees of the Corporation. The Board, by vote of a majority of the Entire Board, shall have the power to discharge any such committee, either with or without cause, at any time.

ARTICLE IV

Officers, Employees and Agents

SECTION 4.01. Election and Term of Office. The officers of the Corporation shall be an Executive Director, a Secretary and a Treasurer. The Board may, from time to time, in accordance with Section 2.11 of these Bylaws, (i) elect and define the duties of such other officers as it may determine and (ii) change in good faith the title and duties of any officer of the Corporation (including the titles of Executive Director, Secretary and Treasurer). Any officer of the Corporation shall be elected by the Board at the annual meeting, to a term of two years. Any office not filled at the annual meeting may be filled by the Board at any meeting or as provided in Section 2.12 hereof. The same person may be elected to more than one office, except that the offices of the Executive Director and Secretary shall not be held by the same person. A vacancy in any office may be filled by the Board at any meeting thereof. All officers shall hold office at the pleasure of the Board or until their respective successors shall have been elected and qualified. Officers may be elected to a total of five terms. For the avoidance of

doubt, any officer of the Corporation who is also, or who becomes, a Director of the Corporation, or vice versa, may not aggregate their terms and may only be elected to a total of five terms.

SECTION 4.02. Resignation. Any officer may resign at any time by delivering a written notice of resignation to the Executive Director or Secretary of the Corporation. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make such resignation effective.

SECTION 4.03. Removal. The Board, by vote of a majority of the Entire Board, may remove any officer, employee or agent with or without cause.

SECTION 4.04. Executive Director: Powers and Duties. Subject to the provisions of Section 2.04 hereof, the Executive Director shall preside at all meetings of the Board, shall generally supervise the affairs of the Corporation and shall keep the Board fully informed. Together with the Treasurer, the Executive Director shall present to the Board at the annual meeting the report described in Section 4.06 of these Bylaws. Unless the Board shall specifically require an additional signature, the Executive Director shall have the authority to sign alone, in the name of the Corporation, all checks, all contracts authorized either generally or specifically by the Board and all other documents. The Executive Director shall have any other powers and perform any other duties assigned by the Board.

SECTION 4.05. Secretary: Powers and Duties. The Secretary shall take and keep true minutes of all meetings of the Board and of committees of the Corporation in books to be kept for that purpose, shall serve or cause to be served all notices of the Corporation and shall perform all duties incident to the office of Secretary and any other duties assigned by the Board.

SECTION 4.06. Treasurer: Powers and Duties. The Treasurer shall keep or supervise the keeping of complete and accurate accounts of receipts and disbursements of the Corporation and shall deposit all funds of the Corporation in the name and to the credit of the Corporation in the banks or other depositories chosen by the Board. The Treasurer shall at all reasonable times exhibit the books and accounts to any officer or Director of the Corporation and shall perform any other duties assigned by the Board. Unless the Board shall specifically require an additional signature, the Treasurer shall have the authority to sign alone, in the name of the Corporation, all checks, all contracts authorized either generally or specifically by the Board and all other documents. At the annual meeting of the Board, the Treasurer, together with the Executive Director, shall present a report in accordance with Section 519 of the Not-for-Profit Corporation Law showing:

- (a) the assets and liabilities, including trust funds, of the Corporation as of the end of a twelve-month fiscal period terminating not more than six months prior to the meeting;
- (b) the principal changes in assets and liabilities, including trust funds, 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 that fiscal period.

The report shall be filed with the minutes of the annual meeting of the Board. The report shall be verified by the Executive Director and the Treasurer or certified by a public or certified accountant and filed with the minutes of the annual meeting. The report to the Board may consist of a verified or certified copy of any report by the Corporation to the Internal Revenue Service or the Attorney General of the State of New York that includes the information specified above.

SECTION 4.07. Employees and Other Agents. The Board may appoint employees and other agents to serve at the pleasure of the Board and to have the authority and perform the duties determined by the Board.

SECTION 4.08. Compensation. The Board shall fix the compensation, if any, of any officer, employee or agent by vote of a majority of the Entire Board. If an officer, employee or agent is a Board member, such officer, employee or agent may not participate in the discussion or the vote with respect to their compensation.

ARTICLE V

Contracts, Checks and Other Instruments

SECTION 5.01. Signatories for Contracts, Checks and other Documents. Unless the Board specifically requires an additional signature, the Executive Director, Treasurer or any other agent that the Board shall designate, shall each have the power to sign, alone, in the name of the Corporation, all checks and contracts authorized either generally or specifically by the Board. The Board shall determine who is authorized to sign other documents on the Corporation's behalf.

SECTION 5.02. Bank Accounts and Investments. The Board shall select depositories for the funds of the Corporation and may hold the Corporation's funds in cash or invest such funds in accordance with an investment policy adopted by the Board.

ARTICLE VI

Office and Books

SECTION 6.01. Office. The office of the Corporation shall be in the county set forth in the certificate of incorporation.

SECTION 6.02. Books. There shall be kept at the office of the Corporation, or at another location chosen by the Board, correct records of activities and transactions of the Corporation, including (i) a copy of the certificate of incorporation, (ii) a copy of these Bylaws, (iii) all minutes of meetings of the Board, and (iv) all records maintained by or under the supervision of the Treasurer.

ARTICLE VII

Fiscal Year

The fiscal year of the Corporation shall be determined by the Board.

ARTICLE VIII

Indemnification

The Corporation may, to the fullest extent now or hereafter permitted by law, indemnify and advance expenses to each individual made, or threatened to be made, a party to any action or proceeding by reason of the fact that they or their testator or intestate is or was a Director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other entity, in each case against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, necessarily incurred as a result of such action or proceeding or any appeal therein.

ARTICLE IX

Adoption of Policies

The Corporation shall, by act of the Board, adopt a Conflict of Interest Policy, an Investment Policy and such other policies as may be required from time to time by the Not-for-Profit Corporation Law or other applicable law.

ARTICLE X

Miscellaneous

SECTION 10.01. Sunset Provision. The Board acknowledges that the methods of carrying out the purposes of the Corporation may evolve from time to time. Each year, the Entire Board shall be required to hold a meeting to evaluate whether, in the Board's discretion, the purposes of the Corporation are being effectively fulfilled or caused to be fulfilled or no longer necessary to be fulfilled. In the event that the Board determines, in the Board's discretion, that the purposes of the Corporation are not being effectively fulfilled or caused to be fulfilled, the Board may elect to dissolve the Corporation.

ARTICLE XI

Amendments

The Board, by a vote of a majority of the Entire Board, may amend these Bylaws, except that a vote of two-thirds of the Entire Board shall be required for any amendment which increases the quorum requirement or the proportion of votes necessary for the transaction of business or for any specified item of business.

