

AMENDED AND RESTATED BY-LAWS

OF

THE TOR PROJECT, INC.

Adopted: December 22, 2006
Amended & Restated: March 17, 2015
Amended & Restated: December 5, 2016

ARTICLE I

ARTICLES OF ORGANIZATION

The name and purposes of the Corporation shall be as set forth in the Articles of Organization. These By-Laws, the powers of the Corporation and of its Directors and officers, and all matters concerning the conduct and regulation of the Corporation shall be subject to the Articles of Organization in effect from time to time.

ARTICLE II

BOARD OF DIRECTORS

Section 1

POWERS AND NUMBER. The general management of the business, property and affairs of the Corporation shall be vested in a Board of no fewer than three Directors.

Section 2

ELECTION, TERM OF OFFICE AND VACANCIES. Except as otherwise provided herein, Directors shall be elected at the annual meeting by vote of a two-thirds (2/3) majority of Directors then in office. The term of office for each Director elected at an annual meeting shall be either one (1) year or three (3) years, as determined by the Directors in the vote approving such election. Each Director shall hold office until his or her successor is duly elected and qualified (unless the Board of Directors eliminates this Director position), or until he or she sooner resigns, is removed, becomes disqualified, or dies. The Board of Directors may elect new Directors to fill any vacancy at any meeting, including a vacancy caused by increasing the number of Directors serving on the Board, such person to serve for the remainder of the unexpired term.

Section 3

RESIGNATION. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the Board.

Section 4

REMOVAL AND SUSPENSION. A Director may be removed or suspended for cause by an affirmative vote of a two-thirds (2/3) majority of the Directors then in office at any meeting of the Board of Directors; *provided* that such Director is given at least seven (7) days’ notice of the proposed removal or suspension and the reasons therefor, and an opportunity to be heard at the meeting, and that notice of the proposed removal or suspension is given in the notice of meeting.

For purposes of this section, removal for “cause” shall mean the violation of a material term, or repeated violations of any provision, of these By-Laws, the Articles of Organization or any duly adopted policy of the Corporation.

Section 5

COMMITTEES. The Board of Directors may delegate such of its powers as it considers advisable, except those powers which by law, the Articles of Organization, or these By-Laws may not be so delegated, to such committees as the Board of Directors or these By-Laws may from time to time establish. All committees shall serve at the pleasure of the Board of Directors. No committee member other than a Director may exercise a power that may not be delegated to a non-Director.

Section 6

EXECUTIVE COMMITTEE. The Board of Directors may elect an executive committee of Directors, which executive committee shall, except as the Board of Directors otherwise determines, have full power and authority to act on all matters between meetings of the Directors, except for power and authority that may not be delegated by the Board of Directors, and except for the power to elect officers or Directors, to fill officer or Board of Directors vacancies, to remove or suspend officers or Directors from office, to change the number of Directors, to amend the Corporation’s Articles of Organization or By-Laws, to hire, terminate or establish the compensation of the Executive Director/CEO, if any; to approve the Corporation’s annual budget; to change the principal office of the Corporation, to authorize a sale, lease, exchange, or other disposition of all or substantially all of the assets of the Corporation, to authorize a merger or consolidation of the Corporation, to authorize dissolution of the Corporation, or to initiate a bankruptcy proceeding. The Executive Committee shall maintain a written record of its work and report in writing to the full Board of Directors

ARTICLE III

MEETINGS

Section 1

ANNUAL, REGULAR AND SPECIAL MEETINGS. The Board of Directors shall meet annually on such date and at such place and time as the Board of Directors shall determine.

Regular meetings shall be at such date, place and time as the Board of Directors may from time to time determine. Special meetings may be called by the President, the Chair of the Board, if any, or the Board of Directors, or upon the written application of Directors representing at least ten percent of the quorum of Directors required for a vote at all meetings of the Board of Directors, shall be called by the Clerk, or in the case of the death, absence, incapacity, or refusal of the Clerk, by any officer.

Section 2

NOTICE. Seven (7) days' written notice shall be given of regular and annual meetings and at least two (2) days' written notice shall be given of special meetings, in each case stating the date, purpose, time and place of such meeting.

Section 3

QUORUM AND VOTING. A majority of Directors then in office shall constitute a quorum at all meetings. When a quorum is present, voting at any meeting shall be by majority vote except as required by law, the Articles of Organization, or these By-Laws.

Section 4

ACTION WITHOUT A MEETING. Any action required or permitted to be taken may be taken without a meeting if all those entitled to vote consent in writing and if the written consents are filed with the records of the Corporation. Such consents shall be treated for all purposes as a vote at a meeting.

Section 5

REMOTE PARTICIPATION IN MEETINGS. Members of the Board of Directors or any committee designated by the Board of Directors or these By-Laws may participate in a meeting of the Board of Directors or such committee by means of a conference telephone call or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participating by such means shall constitute presence in person at a meeting.

Section 6

WAIVER OF NOTICE. Whenever any written notice is required to be given by these By-Laws, a waiver of notice given either before or after the action for which notice is required shall have the effect of written notice. Attendance by a Director at a meeting without protest as to notice shall have the effect of waiver of notice.

ARTICLE IV

OFFICERS

Section 1

ENUMERATION. The officers of the Corporation shall be a Chair of the Board, a President, a Vice President, a Clerk, a Treasurer, a Chief Financial Officer (CFO), an Executive Director and such other officers as the Board of Directors may from time to time appoint.

Section 2

ELECTION AND TERM. The initial officers of the Corporation shall be those persons listed as having the powers of officers in the Articles of Organization. Thereafter, the Directors at the annual meeting or special meeting in lieu thereof shall elect all officers to hold office, unless otherwise determined by the Directors, until the next annual meeting or special meeting in lieu thereof.

Section 3

POWERS. The officers shall have the powers and perform the duties customarily belonging to their respective offices, including the powers and duties listed below:

a)

The Board of Directors may elect a member of the Board of Directors to serve as Chair of the Board. If a Chair is elected, the Chair of the Board shall preside at all meetings of the Board of Directors, shall perform all duties incident to the office of Chair, and shall have such other powers and duties as the Board of Directors determines. The Chair may simultaneously hold more than one office in the Corporation.

b)

Except as otherwise provided by the Board of Directors or these By-Laws, the Chair of the Board shall preside at all meetings of the Board and executive committee, if any, at which he or she is present. The Chair shall coordinate and give direction to the activities of the Board and perform such other duties as may be required by the Board.

c)

The Clerk shall keep records of all meetings of the Board of Directors and make a report thereon and shall issue calls and notices of meetings of the Board.

d)

The Treasurer shall, subject to the direction of the Board of Directors, have general charge of the financial affairs of the Corporation and shall cause to be kept accurate books of account. The Treasurer shall be responsible for the safe custody of all funds, securities, and valuable documents of the corporation, except as the Board of Directors may otherwise provide. With the advice and consent of the Board of Directors, he or she shall have power to invest and reinvest surplus funds. The Treasurer shall have such other duties and powers as designated by the

Directors.

Section 4

RESIGNATION. Any officer may resign at any time by giving written notice of such resignation to the Chair of the Board or the Clerk. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the officer to whom it is given.

Section 5

REMOVAL AND SUSPENSION. An officer may be removed or suspended either with or without cause by an affirmative vote of a two-thirds (2/3) majority of the Directors then in office at any meeting of the Board; *provided* that such officer is given at least seven (7) days' notice of the proposed removal or suspension and the reasons therefor, and an opportunity to be heard at the meeting, and that notice of the proposed removal or suspension is given in the notice of meeting. Such removal or suspension shall be without prejudice to contract rights, if any, of the person so removed or suspended. Election or appointment as an officer shall not of itself create contract rights.

For purposes of this section, removal for "cause" shall mean the violation of a material term, or repeated violations of any provision, of these By-Laws, the Articles of Organization or any duly adopted policy of the Corporation.

Section 6

VACANCIES. A vacancy in any office shall be filled by the Board of Directors at any meeting, such person to serve for the remainder of the unexpired term.

ARTICLE V

COMPENSATION

Section 1

DIRECTORS. No Director shall receive compensation for serving as such. Directors may be reimbursed for reasonable expenses incurred in connection with the affairs of the Corporation including attendance at meetings.

Section 2

OFFICERS. Subject to Article IX, Section 6 hereof, the officers may receive such compensation as the Board of Directors may determine. The Board may delegate to the Chair of the Board or to a committee the power to fix the salaries or other compensation of any officer or agent appointed by resolution of the Board of Directors. No officer shall be prevented from receiving compensation by reason of the fact that he or she is also a Director.

ARTICLE VI

EXECUTIVE DIRECTOR

Section 1

APPOINTMENT, POWERS AND DUTIES. The Board of Directors may appoint a person to exercise all of the powers and perform all of the duties set forth in this Article and shall designate such person so appointed as the Executive Director. Unless the Board of Directors otherwise provides, the Executive Director shall be the chief executive officer of the Corporation and shall have such general executive powers and duties of supervision and management as are usually vested in the office of the chief executive officer of a corporation, including carrying into effect all directions and resolutions of the Board of Directors. The Executive Director may execute all bonds, notes, debentures, mortgages, and other contracts requiring a seal, under the seal of the Corporation, may cause the seal to be affixed thereto, and may execute all other contracts and instruments for and in the name of the Corporation. The Executive Director shall direct the day-to-day affairs of the Corporation including supervising all employees of the Corporation, reporting to the Board of Directors any violation of the rules and regulations (if any), collecting any charges or fees, and keeping records in the form prescribed from time to time by the Board of Directors and reporting thereon whenever so requested by the Board of Directors. The Executive Director shall be directly responsible to the Board of Directors and shall report directly to the Board of Directors.

Section 2

BUDGETS AND REPORTS. The Executive Director shall cause to be prepared and shall submit to the Board of Directors for its approval an annual budget and all supplements thereto for each fiscal year. The Executive Director shall submit to the Board of Directors at its annual meeting a report summarizing the operations and affairs of the Corporation and its activities during the preceding year and setting forth the plans, programs or projects for future development, with such suggestions and recommendations as such officer shall deem appropriate. The Executive Director shall also make such reports to the Board of Directors as may be appropriate, or which may be required by these By-Laws, or by the Board of Directors.

Section 3

AGENTS AND EMPLOYEES. The Executive Director shall have the power to employ, remove and suspend all agents and employees not elected or appointed by the Board of Directors, to determine the duties and responsibilities of such persons, to create such titles for such persons as such officer may deem desirable to enable them to execute their duties and responsibilities, and to fix and change the compensation of such persons.

Section 4

PARTICIPATION AND BOARD AND COMMITTEE MEETINGS. The Executive Director (if not a Director) may be invited to participate in any meeting of the Board of Directors and any

committee thereof, whether or not a member thereof; provided, however, that the Executive Director shall not be entitled to vote at, and shall not be counted for purposes of determining whether a quorum is present at, any meeting of (i) the Board of Directors, if the Executive Director is not a Director, or (ii) a committee, if the Executive Director is not a member of such committee.

Section 5

FURTHER DUTIES AND AUTHORITY. The Executive Director shall have such other or further duties and authority as may be prescribed elsewhere in these By-Laws or the rules and regulations (if any) or from time to time by the Board of Directors.

Section 6

ABSENCE. In the event of the death or during the absence, incapacity, or inability or refusal to act of the Executive Director, the Board of Directors shall designate some other person to exercise, and in the absence of such designation the Chair of the Board may exercise, all of the powers and perform all of the duties of the Executive Director.

ARTICLE VII

BOARD EMERITUS, BENEFACTORS, SPONSORS, ADVISORS AND FRIENDS OF THE CORPORATION

Section 1

GENERAL. The Board of Directors may from time to time designate certain persons or groups of persons as a working committee, or by such title as board emeritus, benefactors, sponsors, advisors, or friends of the Corporation or otherwise as it deems appropriate. Such persons shall not be considered members of the Corporation under Massachusetts law, rules or regulations and shall have no rights thereunder except as the Board of Directors designates, including without limitation (a) shall have no right to notice of, or to vote at, any meeting, (b) shall not be considered for purposes of establishing a quorum, and (c) shall have no other rights and responsibilities regarding the Corporation pursuant to M.G.L. c. 180 or any other applicable law, rule or regulation.

Section 2

ADVISORY COMMITTEE. The Directors may form one or more advisory committees comprised of individuals with knowledge, expertise or interests of value to the Corporation for any reason. The Board of Directors appoint members and determine by two-thirds (2/3) majority vote the purpose, scope of authority, and activities for any such committee; *provided*, any such committee shall at all times be subject to the provisions applicable to Board committees contained in these By-Laws and the limitations imposed under this Article VII.

ARTICLE VIII

INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

The Corporation shall to the extent legally permissible and consistent with the Corporation's tax exempt status and with the Employee Retirement Income Security Act of 1974, as amended, indemnify each of its present and former Directors and officers and any person who serves or has served, at the Corporation's request, as Director, Trustee, officer or member of another organization or in a capacity with respect to any employee benefit plan (and the heirs, executors and administrators of the foregoing) (the "Indemnified Person") against all expenses and liabilities which the Indemnified Person has reasonably incurred in connection with or arising out of any action or threatened action, suit or proceeding, whether civil, criminal, administrative or investigatory, in which the Indemnified Person may be involved, directly or indirectly, by reason of serving or having served in a capacity identified above. Such expenses and liabilities shall include, but not be limited to, judgments, fines, penalties, court costs and attorney's fees and the cost of reasonable settlements. However, no such indemnification shall be made in relation to matters as to which such Indemnified Person shall be finally adjudged in any such action, suit or proceeding 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, in the case of a person who serves or has served in a capacity with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such plan.

If authorized by the Board of Directors, the Corporation may to the extent legally permissible and consistent with the Corporation's tax exempt status and with the Employee Retirement Income Security Act of 1974, as amended, indemnify each of its present and former employees or authorized agents other than Indemnified Persons as defined in the preceding paragraph (each, an "Agent"), against all expenses and liabilities which the Agent has reasonably incurred in connection with or arising out of any action or threatened action, suit or proceeding, whether civil, criminal, administrative or investigatory, in which the Agent may be involved, directly or indirectly, by reason of being or having been an Agent. Such expenses and liabilities may include, and are not limited to, judgments, fines, penalties, court costs and attorney's fees and the cost of reasonable settlements. However, no such indemnification shall be made in relation to matters as to which such Agent shall be finally adjudged in any such action, suit or proceeding 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, in the case of a person who serves or has served in a capacity with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such plan.

Indemnification may include payment of reasonable expenses 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 Indemnified Person or Agent to repay such payment if the Indemnified Person or Agent shall be adjudicated to be not entitled to indemnification hereunder, which undertaking may be accepted regardless of the financial ability of the Indemnified Person or Agent to make repayment.

In the event that a settlement or compromise of such action, suit or proceeding is effected, indemnification may be had, but only if such settlement or compromise and such indemnification

are approved:

- i. by a majority vote of a quorum consisting of disinterested Directors;
- ii. if such a quorum cannot be obtained, then by a majority vote of a committee of the Board of Directors consisting of all the disinterested Directors;
- iii. if there are not two or more disinterested Directors in office, then by a majority of the Directors then in office, provided they have obtained a written finding by special independent legal counsel appointed by a majority of the Directors to the effect that, based upon a reasonable investigation of the relevant facts as described in such opinion, the person to be indemnified appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation (or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan); or
- iv. by a court of competent jurisdiction.

The foregoing right of indemnification shall not be exclusive of other rights to which any Indemnified Person or Agent may be entitled as a matter of law. The Corporation's obligation to provide indemnification under these By-Laws shall be offset to the extent of any other source of indemnification or any otherwise applicable insurance coverage maintained by the Corporation or any other person.

ARTICLE IX

GENERAL

Section 1

CORPORATE SEAL. The corporate seal, if any, shall be in a form determined from time to time by the Board of Directors.

Section 2

FISCAL YEAR. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June unless otherwise determined by the Board of Directors.

Section 3

RECEIPT AND DISBURSEMENT OF FUNDS. The Board of Directors may designate such other officer or officers who in addition to or instead of the Chair of the Board or Treasurer shall be authorized to receive and receipt for all moneys due and payable to the Corporation from any source whatever, to endorse for deposit checks, drafts, notes, or other negotiable instruments, and to give full discharges and receipts therefor. Funds of the Corporation may be deposited in such bank or banks as the Board of Directors may from time to time designate or with such other

corporations, firms, or individuals as the Board of Directors may from time to time designate.

Section 4

EXECUTION OF DOCUMENTS. Except as otherwise provided by law, the Board of Directors or these By-Laws, the Chair of the Board or Treasurer shall sign for the Corporation all deeds, agreements and other formal instruments.

Section 5

COMMUNICATION BY FACSIMILE, ELECTRONIC OR OTHER WRITTEN MEANS. Written notice or waiver of notice or other communication under these By-Laws may be given by facsimile transmission, electronic mail, or other means of written communication.

Section 6

CONFLICT OF INTEREST. The Directors and Officers of the Corporation owe a fiduciary duty to the Corporation to act in good faith and in a manner that they reasonably believe to be in the Corporation's best interests. This duty of loyalty requires the Corporation's Directors and officers to exercise independent judgment on behalf of the Corporation, placing the Corporation's best interests ahead of personal interests. In furtherance of this fiduciary responsibility, the Corporation shall have and comply with a Conflict of Interest Policy; *provided*, that such policy shall require Directors, officers, and key employees, to disclose any personal financial interest in a transaction being considered by the Corporation, including any financial remuneration, and that unless the Board of Directors determines that such personal financial interest is immaterial, such Director, officer, or key employee shall recuse himself or herself from discussion and voting on the matter and shall not be counted for purposes of a quorum (where applicable); *provided, further*, that until such a policy is formally adopted by the Directors this provision shall serve, and hereby does serve, as the Conflict of Interest Policy of the Corporation. Such policy may, for purposes of approval by independent Directors of matters with respect to which a conflict of interest is present, vary the quorum and voting requirements specified in these Bylaws.

ARTICLE X

AMENDMENTS

These By-Laws may be amended, repealed or restated by a two-thirds (2/3) majority vote of all Directors then in office; *provided* that notice describing the proposed amendment, repeal or restatement has been given in writing with the notice of the meeting.