

I. Corporation

1.1 Name.

The name of the corporation is Harvest + Row Labs.

1.2 Places of Business.

The corporation shall have its principal place of business in Oakland, CA and may have such other places of business as the Board of Directors may determine from time to time.

1.3 Purposes.

The purposes of the corporation are as follows:

Harvest + Row Labs is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. The purpose of this corporation is to close the health-wealth gap in America by catalyzing research, entrepreneurship, community economic development, workforce training and development, and educational programs that reduce inequality and increase the equitable participation of minorities and low-income populations in the most strategically important sectors of the economy and American society.

1.4 Nonprofit Operation.

The corporation shall be operated exclusively for charitable, religious, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or comparable provisions of subsequent legislation (the “Code”), as a

California nonprofit corporation. No director of the corporation shall have any title to or interest in the corporate property or earnings in his or her individual or private capacity and no part of the net earnings of the corporation shall inure to the benefit of any director, officer or any private shareholder or individual. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

1.5 Dedication of Assets

This corporation's assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

II. BOARD OF DIRECTORS

2.1 Number.

The number of directors may be fixed from time to time by the directors at any meeting thereof, but in no event shall be less than three (3) or more than twenty (20).

2.2 Election and Term of Office.

Directors may be elected at any meeting of directors by vote of a majority of the directors. The term of office of each director other than the president

shall begin on the date designated at the time of election and shall terminate at the conclusion of the last annual or regular meeting of the Board of Directors in the fourth year of such term (whether or not his or her predecessor completed his or her term). Directors may be re-elected but for no more than one successive term. Thereafter directors may hold office for additional terms only if they shall have been out of office for at least one year before each additional term. The president shall be a director until he or she ceases to be president. To the extent inconsistent with this section, the provisions of **section 4.7** pertaining to the chair shall prevail.

2.3 Independence.

A majority of the members of the Board of Directors shall be “independent” as defined by the board from time to time.

2.4 Meetings.

Place of Meeting. Meetings of the Board of Directors shall be held where designated in the notice of meeting.

Schedule of Meetings. The annual meeting of directors shall be held on the second Thursday in February or otherwise as the directors may designate. There may be other regular meetings of the Board of Directors as may be scheduled by the Board of Directors. Special meetings of the Board of Directors may be called at any time by the secretary or, in the absence of the secretary, by the assistant secretary, upon written request by the chair, the president or not less than one third of the directors.

Notice of Meetings. Notice of all meetings shall be given at least ten days prior to the date thereof as set forth in **section 27** and shall specify the place, day and hour of the meeting. Notice shall be given by the secretary or, in the absence of the secretary, by the assistant secretary or an officer designated by the chair or the president.

Notices, Waiver of Notice. Whenever notice of a meeting is required to be given to any director by law or these bylaws it may be given by the secretary, the assistant secretary or any officer designated by the

chair or the president by sending a written communication by mail, electronic transmission or other means of written communication addressed to the director entitled thereto at his address as it is shown on the Corporation's records. Notice shall be deemed given at the time when the same shall be deposited in the United States mail or delivered to an agent for transmittal thereof or, if transmitted electronically, when electronically transmitted to the director. Such mailing or other transmittal shall be due, legal and personal notice to such director. A director may waive notice, either before or after the meeting for which notice is required to be given and the waiver in writing, electronic transmission or other means of written communication shall itself be deemed equivalent to notice. All waivers shall be filed with the records of the Corporation.

Consent to Meetings. The actions taken at any meeting shall be as valid as though taken at a meeting duly held in accordance with the other provisions of these bylaws if a quorum is present and if, either before or after the meeting, each of the directors not present thereat shall give a waiver of notice as provided in section 27. All waivers of notice shall be made a part of the minutes of the meeting.

Organization of Meetings. At each meeting of the Board of Directors, the chair shall preside. In the absence of the chair, the chair may appoint a chair pro tem or, if the chair fails to do so, the directors shall appoint one of their own number to preside. The secretary or, in the absence of the secretary, a person appointed by the chair of the meeting shall act as secretary.

Quorum at Meetings. A majority of the members of the Board of Directors then in office or a majority of the members of a committee shall constitute a quorum for the transaction of business at any meeting and, except as otherwise provided by law or these bylaws, the act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a meeting may be adjourned by a majority of the directors or committee members present until such time as a quorum may be obtained. Each director at a meeting is entitled to one vote and no proxies may be exercised at directors' meetings.

Action Authorized Without a Meeting. If all the directors or members of a committee shall consent in writing or by electronic transmission to any action to be taken by the Corporation or the committee, the action shall be as valid a corporate action as though it had been authorized at a meeting of the Board of Directors or the committee. Unanimous consents shall be filed with the secretary.

Meeting by Telephone or Other Telecommunications Equipment or Software. A member of the Board of Directors or of a committee may participate in a meeting by means of conference telephone or other means of remote communications by which all persons participating in the meeting can hear each other and participation in a meeting shall constitute presence in person at the meeting.

2.5 Resignation, Removal and Vacancies.

Any director may resign at any time by giving written notice to the chair, the president, the secretary or the Board of Directors and the resignation shall take effect when the notice is received or at a later time if set forth in the notice. With the exception of the President, any director may be removed with cause by a vote of a majority of all directors at a special meeting of directors called for that purpose. Any vacancy resulting from resignation, removal or any other cause may be filled by a majority of the remaining directors, even if less than a quorum, at any meeting thereof.

2.6 Compensation.

While the majority of directors shall be independent, the directors may receive for their service such compensation as the Board of Directors may determine and reimbursement of expenses incurred in the performance of their duties. Nothing herein shall preclude a director from serving the Corporation in any other capacity and receiving compensation for such services.

III. COMMITTEES

3.1 Creation, Membership, etc.

There shall be a standing Executive Committee, which shall possess and exercise the authority as set forth in **section 3.2**. The Board of Directors may from time to time appoint such other standing or special committees as it may deem desirable and shall provide for their powers and duties. Each member of a standing committee shall be appointed by the Board of Directors from among its members to serve at the pleasure of the board. When a director ceases to be a director, he or she shall cease to be a member of the committee. Except as otherwise determined by the Board of Directors, the chair of the board shall designate the chair of each committee. Each committee shall to the extent not otherwise determined by the Board of Directors or provided in these bylaws determine its own rules and shall submit to the Board of Directors at each meeting thereof a report of the actions, if any, which the committee may have taken since the previous meeting of the Board of Directors, which actions shall be subject to revision or alteration by the Board of Directors, provided, however, that no rights of third parties shall be affected adversely by any such revision or alteration.

3.2 Executive Committee.

The Board of Directors may establish an Executive Committee consisting of the Chair of the Board, who shall be the chair of the Executive Committee, the President and up to four (4) additional directors.

The Executive Committee shall, except as otherwise provided by the Board of Directors in a resolution or resolutions or these bylaws, possess and exercise the authority of the Board of Directors in the management of the business of the Corporation between meetings of the board, except that the Executive Committee shall not have authority to: remove the President; amend the Articles of Incorporation; adopt an agreement of merger or conversion; approve the sale, lease, or exchange of all or substantially all of the Corporation's property and assets; approve a dissolution of the

Corporation or a revocation of a dissolution; fill vacancies on the board; fix the compensation of the directors for serving on the board or on any committee; amend or repeal these bylaws or adopt new bylaws; or amend or repeal any resolution of the board that by its terms may not be amended or repealed. Directors who are not members of the Executive Committee may attend meetings of the Executive Committee but shall have no vote.

If the Executive Committee performs functions with respect to the review or approval of compensation provided by the corporation to officers, directors or senior management personnel, it shall be subject to the conflict of interest rules and shall follow the approval procedures in Section 5.4.C.

The Board of Directors may establish an Executive Committee in accordance with Section 5.2, and shall establish a Nominating and Governance Committee in accordance with Section 3.4, a Compensation Committee in accordance with Section 3.5, an Audit Committee in accordance with Section 3.6, and an Investment Committee in accordance with Section 3.7. The Board of Directors may also establish and define the responsibilities of such additional standing or special committees from time to time as it shall deem appropriate to conduct the activities of the corporation. Persons who are not members of the Board of Directors shall be eligible to serve on committees other than the Executive Committee, the Nominating and Governance Committee and the Compensation Committee; provided, however, that a committee that is not composed entirely of directors shall not exercise the power or authority of the Board of Directors in the management of the corporation's business and affairs, but may perform its functions under the direction of the Board. All committee chairs shall be nominated by the Chair of the Board and elected by the Board of Directors for a term of four (4) years (or two (2) years, as applicable). After serving an initial four (4) year term as chair of a committee, an individual may be re-elected to serve as chair of such committee for up to two (2) additional two (2) year terms, for a maximum length of service of eight (8) years. All other committee members not designated in these bylaws shall be nominated by the Chair of the Board and elected by the Board of Directors for a one (1) year term (or until their successors are duly elected), and there shall be no limit on the number of terms served. Any committee member may be removed at any time by vote of a majority of the directors then

in office. The Board of Directors may designate one or more qualified individuals as alternative members of any committee who may replace an absent or disqualified member at any meeting of the committee.

3.4 Nominating and Governance Committee.

The Board of Directors shall elect a Nominating and Governance Committee from among its members, in conformity with 3.5 and 3.6 herein. The Nominating and Governance Committee shall nominate officers of the corporation and recommend to the Board qualified candidates for election as directors of the corporation. In addition, all matters pertaining to the governance of the corporation shall be referred by the Board of Directors to the Nominating and Governance Committee.

3.5 Compensation Committee.

The Board of Directors shall elect a Compensation Committee consisting of at least two (2) directors.

The Compensation Committee shall be responsible for presenting recommendations to the Board of Directors with respect to the salaries and other compensation arrangements for the officers of the corporation of the rank of Vice President and above, and remuneration for directors of the corporation and shall perform such other duties as determined from time to time by the Board of Directors.

All members of the Compensation Committee shall be subject to conflict of interest policies adopted from time to time by the Board of Directors and shall be disqualified from voting or participating in discussions with respect to his or her own compensation (other than compensation provided solely for services as a director). Prior to making determinations with respect to compensation, the Compensation Committee shall obtain appropriate data with respect to the comparability of the proposed compensation with amounts ordinarily paid by similar organizations for similar services. The committee shall rely on that data in making its recommendations and shall document the basis for its actions concurrently with those recommendations or decisions.

3.6 Audit Committee.

The Board of Directors shall elect an Audit Committee consisting of at least two (2) directors and such other qualified individuals as the Board of Directors may determine. All voting members of the Audit Committee shall be individuals who (i) are not full or part time employees of the corporation; (ii) are not receiving compensation from the corporation for services outside the scope of their duties as directors or committee members (other than through the purchase of insurance by the corporation as described in Section 5.7 or through the reimbursement of expenses actually and necessarily incurred in the performance of their duties on behalf of the corporation); and (iii) do not have a substantial interest in any entity that does more than immaterial amounts of business with the corporation. In addition, a majority of the members of the Audit Committee shall be individuals who are not then also serving on the Investment Committee. The chair of the Audit Committee shall be someone other than the persons then serving as the chairs of the Executive Committee and the Investment Committee.

The Audit Committee shall (i) recommend to the Board of Directors the retention and termination of, and all compensation furnished to, the corporation's independent auditors; (ii) review and discuss the corporation's financial statements (and issues encountered in the preparation of financial statements and related materials) with the independent auditors and staff; (iii) review on a continuing basis the adequacy of internal controls; (iv) review and make recommendations to the Board of Directors with respect to any proposals for the performance of non-audit services by the audit firm; and (v) perform such other duties as determined from time to time by the Board of Directors.

3.7 Investment Committee.

The Board of Directors shall elect an Investment Committee consisting of at least two (2) directors and such other qualified individuals as the Board of Directors may determine. The Investment Committee shall perform such duties in the management of corporation investments as the Board of Directors shall designate from time to time, which may include (i)

establishing and modifying policies and procedures for the investment and reinvestment of corporation funds; (ii) selecting investments or authorizing others to select investments; (iii) determining the allocation of assets among various categories of investments; (iv) recommending to the Board of Directors the selection and compensation of outside investment advisors; (v) evaluating the performance of investment advisors; and (vi) recommending to the Board of Directors the approval of agreements and arrangements for the purchase and sale of investments and the ownership and custody of investment assets.

IV. OFFICERS

4.1 Number.

The officers of the Corporation shall be a chair, a president, one or more vice presidents as may be elected by the Board of Directors from time to time, a secretary, a general counsel, a treasurer and chief operating officer, and 4 any other officers as may be appointed in accordance with the provisions of **2.2**.

4.2 Election, Term of Office and Qualifications.

The Board of Directors shall elect from among its members a Chair of the Board. The chair shall be chosen by the Board of Directors for a term beginning on the date designated at the time of selection and terminating at the conclusion of the last annual or regular meeting of the Board of Directors in the fourth year of such term and until the election and qualification of a successor. After serving an initial four (4) year term as Chair of the Board, an individual may be re-elected to serve as Chair of the Board for up to two (2) additional two (2) year terms, for a maximum length of service of eight (8) years. Notwithstanding any provision of **section 2.2** to the contrary, the chair's term as director shall to the extent necessary be extended to the date of expiration of his or her term as chair.

Each officer, except the chair and any officers as may be appointed in accordance with the provisions of **section 2.2**, shall be chosen annually by the Board of Directors, and each shall hold office until the selection and qualification of his successor, if any. No officer, except the chair, shall hold office after the end of the month in which the officer shall have attained the age of seventy years to the extent permitted by law. However, the term of any officer may be extended by the Board of Directors upon a determination that an extension is merited by the interests of the Corporation.

No officer, except the chair and the president/CEO, shall be a director. Any officer may occupy two or more offices at the same time, except that no one shall at the same time occupy the offices of president and vice president. No officer shall execute, acknowledge or verify any instrument in more than one capacity. No person may execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law or by the articles of the corporation or these bylaws to be executed, acknowledged or verified by two (2) or more officers.

4.3 Appointment of Officers, etc.

The Board of Directors may appoint other officers or agents, each of whom shall hold office for such period, have such powers and perform such duties as may be provided by these bylaws or as the Board of Directors may determine.

4.4 Removal.

With the exception of the President/CEO, any officer may be removed with or without cause by the vote of a majority of the directors then in office at any meeting of the Board of Directors.

4.5 Resignation.

Any officer may resign by giving written notice to the Board of Directors, to the president or to the secretary. The resignation shall take effect upon

receipt of the notice or at a subsequent time specified therein and acceptance shall not be necessary to make it effective.

4.6 Vacancies.

A vacancy in any office because of resignation, removal or any other cause may be filled for the unexpired portion of the term of that office by the Board of Directors or until his or her successor shall be elected.

4.7 Chair.

The chair of the board shall preside at all meetings of the Board of Directors and shall perform such other duties as the Board of Directors may from time to time determine. The Chair shall be a voting member of each committee of the Board, except that, when the Nominating and Governance Committee considers and nominates a Chair of the Board, the Chair shall not have a vote on such matter. The Chair shall see that all orders and resolutions of the Board of Directors are faithfully executed, and shall perform such other duties as the Board of Directors may determine from time to time.

4.8 President.

The President shall be the chief executive officer (CEO) of the corporation in which capacity he or she shall exercise general supervision for the day-to-day operations and affairs of the corporation. The President shall be the principal spokesperson for the corporation and shall bear primary responsibility for the external affairs and public relations of the corporation. The President shall be a voting member of the Board of Directors and a voting member of each committee thereof (other than the Audit Committee and the Compensation Committee). The President shall be a non-voting member of the Audit Committee and the Compensation Committee, and shall not be counted in determining the presence of a quorum of any such committee. In the prolonged absence or diagnosed disability of the President, the Board of Directors shall designate a Vice President to perform the duties and exercise the powers of the President.

4.9 Vice Presidents.

Vice presidents in charge of the Corporation's program divisions shall, under the direction of the president, develop and administer programs. Vice presidents in charge of the program divisions, and any other vice presidents as the Board of Directors may elect, shall have such other authority as the president may from time to time determine. All such authority shall be exercised consistent with the officer's fiduciary responsibilities to the Corporation and shall be subject to the general authority and supervision of the Board.

4.10 Secretary.

The secretary shall record or cause to be recorded in books provided for the purpose, all the proceedings of the meetings of the Corporation, including those of the Board of Directors, and all committees of which a secretary shall not have been appointed; shall see that all notices are duly given in accordance with the provisions of these bylaws and as required by law; shall be custodian of the records (other than financial) and of the seal of the Corporation and see that the seal is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these bylaws; shall see that the books, reports, statements, certificates and all other documents and records required by law are properly kept and filed; and in general, the secretary shall perform all duties incident to the office of secretary and shall have such other authority as the president may from time to time determine. All such authority shall be exercised consistent with the officer's fiduciary responsibilities to the Corporation and shall be subject to the general authority and supervision of the board.

4.11 General Counsel.

The general counsel shall be the chief legal officer of the Corporation and shall coordinate all legal matters of the Corporation, subject to the direction or approval of the Board of Trustees or the president. The general counsel shall perform the duties usually performed by the chief legal officer of a

corporation and shall have such other authority as the president may from time to time determine. All such authority shall be exercised consistent with the officer's fiduciary responsibilities to the Corporation and shall be subject to the general authority and supervision of the board.

4.12 The Chief Operating Officer and Treasurer.

The chief operating officer and treasurer shall be the chief administrative officer of the Corporation with respect to financial and operational affairs, shall be responsible for the receipt, custody and disbursement of Corporation funds and other assets, and shall be custodian of the financial records of the Corporation. The chief operating officer and treasurer shall be subject to the direction of, and shall have such other authority as the president may from time to time determine. All such authority shall be exercised consistent with the officer's fiduciary responsibilities to the Corporation and shall be subject to the general authority and supervision of the board.

V. Indemnification

5.1 Right to Indemnification.

Each individual who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (hereinafter a "proceeding"), by reason of the fact that such individual (i) is or was a director, officer, employee or committee member of the corporation, or (ii) is or was serving (at such time as such individual is or was a director, officer, employee or committee member of the corporation) at the request of the corporation as a director, officer, partner, director, employee, non-director volunteer or agent of another foreign or domestic nonprofit corporation, business corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, including service with respect to employee benefit plans (hereinafter an "indemnatee"), shall be indemnified and held harmless by the

corporation to the fullest extent authorized by the California Nonprofit Corporation Act and other applicable laws of the State of California, as the same exist or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than such law permitted the corporation to provide prior to such amendment), against all expenses (including actual and reasonable attorneys' fees), judgments, penalties, fines and amounts paid in settlement incurred by such indemnitee in connection therewith and such indemnification shall continue as to an indemnitee who has ceased to be a director, officer, employee or committee member and shall inure to the benefit of such indemnitee's heirs, executors and administrators. The right to indemnification conferred under this Section 5.1 shall be a contract right and shall apply to services of a director or officer as an employee or agent of the corporation as well as in the person's capacity as a director or officer of the corporation. Notwithstanding the preceding, however, and except as provided in Section 5.3 of these bylaws with respect to proceedings to enforce rights to indemnification, the corporation shall indemnify any such indemnitee seeking indemnification in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized by the Board of Directors of the corporation.

5.2 Advancement of Expenses.

The right to indemnification conferred under Section 5.1 shall include the right to be paid by the corporation the expenses incurred in defending any such proceeding in advance of its final disposition (hereinafter "advances"); provided, however, that the payment of such expenses incurred by an indemnitee in advance of the final disposition of a proceeding shall be made only upon delivery to the corporation of an undertaking, by or on behalf of such indemnitee, to repay all advances if it shall ultimately be determined that such indemnitee is not entitled to be indemnified under this Article IV or otherwise. The undertaking shall be an unlimited general obligation of the indemnitee on whose behalf advances are made, but need not be secured.

5.3 Remedies.

If a claim under Sections 5.1 or 5.2 is not paid in full by the corporation within thirty (30) days after a written claim has been received by the corporation, the indemnitee may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit or in a suit brought by the corporation to recover advances, the indemnitee also shall be entitled to be paid the expense of prosecuting or defending such claim. In any action brought by the indemnitee to enforce a right under Section 5.1 (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking has been tendered to the corporation), it shall be a defense that, and in any action brought by the corporation to recover advances the corporation shall be entitled to recover such advances if, the indemnitee has not met the applicable standard of conduct set forth in the California Nonprofit Corporation Act or other applicable laws of the State of California. Neither the failure of the corporation (including its Board of Directors or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard of conduct set forth in the California Nonprofit Corporation Act or other applicable laws of the State of California, nor an actual determination by the corporation (including its Board of Directors or independent legal counsel) that the indemnitee has not met such applicable standard of conduct, shall be a defense to an action brought by the indemnitee or create a presumption that the indemnitee has not met the applicable standard of conduct. In any action brought by the indemnitee to enforce a right hereunder or by the corporation to recover payments by the corporation of advances, the burden of proof shall be on the corporation.

5.4 Rights Not Exclusive.

The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article V shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the articles of the corporation, agreement or vote of disinterested directors or otherwise.

5.5 Amendment or Repeal.

No amendment or repeal of this Article V shall apply to or have any effect on any person who is or was a director, officer, employee or committee member of the corporation for or with respect to any acts or omissions of the director, officer, employee or committee member occurring before the amendment or repeal.

5.6 Indemnification of Employees and Agents.

The corporation may, by action of its Board of Directors, provide indemnification to non- director volunteers and agents of the corporation with the same scope and effect as described in this Article V.

5.7 Insurance.

The corporation may purchase and maintain insurance, at its expense, to protect itself and any person who is or was a director, officer, employee, non-director volunteer, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, non-director volunteer, or agent of another foreign or domestic nonprofit corporation, business corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the person or incurred by the person in any such capacity or arising out of the person's status as such, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the California Nonprofit Corporation Act or other applicable laws of the State of California.

Notwithstanding the preceding, the corporation shall not pay premiums for such insurance attributable to insurance covering matters for which the corporation would not be authorized to indemnify the person to the extent such premiums, together with any compensation paid to such person for services (as a director, officer, employee or otherwise), exceed reasonable

VI. MISCELLANEOUS

6.1 Contracts, etc., How Executed.

The Board of Trustees, except as may be otherwise provided in these bylaws, may authorize any officer or officers, employee or employees, agent or agents, to enter into any contract or execute and deliver any contract or other instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. The Investment Committee may authorize any officer or officers, employee or employees, agent or agents to enter into any contract or execute and deliver any contract or other instrument in the name of and on behalf of the Corporation if the contract or other instrument relates to the investment of funds of the Corporation, to the purchase, sale or transfer of securities or other property on behalf of the Corporation, to the borrowing of money, the obtaining of credit, the issuance of evidences of indebtedness or the guaranteeing of evidences of indebtedness or other types of securities issued by others, or generally to the management of the funds and investments of the Corporation, and such authority may be general or confined to specific instances. Unless authorized so to do by these bylaws, the Board of Trustees or the Investment Committee, no officer or agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit or to render it liable peculiarly for any purpose or in any amount.

6.2 Borrowing, Checks, Drafts, etc.

The Corporation, whenever its general interests require, may borrow money, obtain credit and issue evidences of indebtedness for the repayment thereof, may guarantee evidences of indebtedness or other types of securities issued by others, and may assign and grant interests in any property or assets of the Corporation as security for its debts and obligations. All promissory notes, guarantees, checks, drafts or other evidences of indebtedness issued in the name of the Corporation shall be signed or endorsed by such officer or officers, employee or employees or agent or agents of the Corporation as shall from time to time be determined by resolution of the Board of Trustees or, in the case of the working fund accounts of the Corporation, by the president or the chief financial officer and treasurer and, if and to the extent that such power shall have been delegated to them, or one of them, by the Board of Trustees or the Investment Committee. Each of such officers or employees or agents shall give such bond as the Board of Trustees or such committee may require.

6.3 Deposits.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as may be designated from time to time by the Board of Trustees or a committee of the Board of Trustees to which it may delegate such power, or any officer or officers, employee or employees, or agent or agents of the Corporation to whom such power may be delegated by the Board of Trustees or by such committee, and for the purpose of such deposit, all checks, drafts and 7 other orders for the payment of money that are payable to the order of the Corporation, may be endorsed, assigned and delivered by any officer of the Corporation or in such other manner as may from time to time be determined by resolution of the Board of Trustees or of such committee.

6.4 Conflict of Interest.

The purpose of the conflict of interest policy is to protect Harvest + Row Labs' (Organization) interest when the Organization is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations

6.4.1 Definitions.

Interested Person: An interested person is any director, officer, or member of a committee with board-delegated powers, who has a direct or indirect financial interest, as defined below.

Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,

A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

While a financial interest is not necessarily a conflict of interest, a person who has a financial interest may have a conflict of interest only if the Board of Directors or the Audit Committee decides that a conflict of interest exists

6.4.2 Duty to Disclose.

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

6.4.3 Determining Whether a Conflict of Interest Exists.

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or Board-created committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

6.4.4 Violations of the Conflicts of Interest Policy.

If the Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member and afford him/her an opportunity to explain the alleged failure to disclose. If, after hearing the member's response

and after making further investigation as warranted by the circumstances, the Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action