Version 3 Amended June 6, 2019

By-Laws
Of
UPward Design For Life Corporation

ARTICLE I
NAME

SECTION 1. NAME. The name of this corporation is UPward Design for Life Corporation and it will hereafter be referred to in these Bylaws as "UPward Design" or "the corporation."

ARTICLE II
MISSION AND PURPOSES

SECTION 1. MISSION. To be THE residential design resource, for those in need, in Erie County, New York.

SECTION 2. PURPOSES. UPward Design is a not-for-profit corporation organized exclusively for the following charitable purposes:

To provide quality new and gently used furnishings to serve those, in our community, who are in need of the basic essentials to make their residence a safe and comfortable home. Our design services will assist individuals and families who are transitioning to their own residence from a homeless shelter; a domestic violence situation; refugees, military veterans; young adults aging out of foster care; individuals with behavioral and/or developmental disabilities or designing spaces to assist children with improving academic performance.

We do not just provide a chair, a sofa, or a table. We provide all the necessities to comfortably furnish a home for those who have nothing. We include furniture for all rooms, cookware, dishes, utensils, small kitchen appliances, linens and home décor.

Through our work we empower, educate and help our clients realize they are deserving of a good life. We offer a hand UPward!

ARTICLE III
FOUNDER

SECTION 1. FOUNDER. This organization was founded by Dionne Williamson.

ARTICLE IV
MEMBERSHIP

SECTION 1. MEMBERS. The corporation shall have no members. The Board of Directors shall have all rights and abilities which would otherwise be vested to members (see Article V, Section 1).

SECTION 2. ASSOCIATES. Nothing in Article IV limits the ability of the corporation to refer to volunteers or associates as "members" but this terminology does not confer or vest anyone with the rights of members.

ARTICLE V
BOARD OF DIRECTORS

SECTION 1. MANAGEMENT OF CORPORATE AFFAIRS: The affairs of the Corporation shall be managed by its Board of Directors.

SECTION 2. NUMBER OF DIRECTORS: The number of directors of the Corporation shall be such number not less than 3 nor more than 10 as determined by the Board of Directors. The number may be raised or lowered with a majority vote.

SECTION 3. COMPOSITION OF THE BOARD: The Chair, Vice Chair, President, Secretary and Treasurer shall be members of the Board. Board members may also serve "at-large" if they are not elected to office. The immediate Past Chair shall retain a seat on the Board as a member emeritus in an advisory capacity, with no voting rights. The Past Chair shall not be counted toward the total number of Directors. All Directors must be 18 years of age or older.

SECTION 4. ELECTION AND TERM OF OFFICE: All Directors shall serve for a term of one year and until their respective successors have been elected and qualified. Directors will be elected annually. All Directors can serve more than one year, if they are interested to serve. Re-election will occur at the end of the term year, as defined by the date the Director was elected. Directors may serve a maximum of three consecutive terms. After serving three consecutive 1-year terms, Board members are required to take a one year hiatus before consideration of additional terms.

SECTION 5. RESIGNATION: Any director may resign at any time by giving written notice of resignation to the Board of Directors. Electronic communication is deemed an acceptable means of providing written notice.

SECTION 6. REMOVAL: Directors may be removed with cause by majority vote of the Board of Directors at any meeting of the Board at which a quorum is present. Unexcused absence from two consecutive Board meetings in a 12-month period shall constitute cause for immediate removal without a majority vote by the Directors.

SECTION 7. VACANCIES: Newly created directorships resulting from an increase in the number of directors, or by the resignation or removal of a Director, may be filled by vote of a majority of the Directors then in office, regardless of their number.

SECTION 8. COMPENSATION: Members of the Board shall not receive any compensation for their services as directors, but the Board may by resolution authorize reimbursement of expenses

incurred in the performance of their duties. Expenses incurred by the Chair will be approved by the Board.

SECTION 9. EXECUTIVE COMMITTEE: The Board of Directors shall designate from among its members an Executive Committee having all the authority of the Board except as prohibited by law. The Executive Committee will, at minimum, consist of the Chair, Vice Chair, Secretary, and Treasurer. Additional positions may be added to the Executive Committee as voted on by the Directors. The President of the Corporation is not a designated member of the Executive Committee, but shall be a non-voting, ex-officio member of said committee. Roles of Executive Committee are defined further in Article V.

ARTICLE IV
MEETINGS OF THE BOARD

SECTION 1. REGULAR MEETINGS: Regular meetings of the Board, for the transaction of business set forth in the notice of the meeting, will be held at a time and place, within the State of New York, determined by the Board and specified in the notice of the meeting. At minimum, the Board will meet four (4) times per year.

SECTION 2. ANNUAL MEETING: The annual meeting of the Board of Directors for the election of officers, adoption of the annual budget, and the transaction of other business shall be held each year in the month of September at such time and place as the Board shall determine.

SECTION 3. SPECIAL MEETINGS: Special meetings of the Board may be called by the Chair or Secretary. In the event of the disability or absence of the Chair, the Vice Chair may call a special meeting on the written request of three (3) or more Directors. Special meeting requests shall state the purpose(s) of the meeting. The date and time of the special meeting shall be determined by the Executive Committee member calling the meeting, and specified in the notice of the meeting.

SECTION 4. NOTICE OF MEETINGS: Regular meetings of the Board of Directors may be held without notice if the time and place of such meetings are fixed by the Board. Annual and special meetings of the Board shall be held upon notice to the directors given in writing not less than five days prior to the meeting. Notices sent by mail shall be deemed given when deposited in the United States mail, with first-class postage thereon prepaid, directed to the director at his address as it appears on the records of the Corporation. Electronic written notice via e-mail shall constitute acceptable written notice when sent to the e-mail address on record for the Director.

SECTION 6. QUORUM: A quorum shall consist of a majority of the entire Board of Directors, except as otherwise required by law or noted in these bylaws.

SECTION 7. VOTE OF DIRECTORS: Except as otherwise required by law or these By-Laws, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board.

SECTION 8. ADJOURNMENTS: A majority of the directors present at any meeting, whether or not a quorum is present, may adjourn such meeting for a period not exceeding thirty days at any one time. Notice of such adjourned meeting need not be given if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken.

SECTION 9. ACTION BY BOARD WITHOUT A MEETING: Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or committee consent in writing to the adoption of a resolution authorizing the action. Written consent obtained through e-mail shall be deemed valid.

SECTION 10. PRESENCE AT MEETING BY TELEPHONE: Any one or more members of the Board and any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons

participating in the meeting to hear each other at the same time. Participation in a meeting by such means constitutes presence in person at the meeting.

ARTICLE V
OFFICERS

SECTION 1. DESIGNATION BY BOARD: The Board of Directors shall elect a Chair, Vice Chair, Secretary and Treasurer to serve as the officers of UPward Design. Additional positions may be added to the panel of Officers as voted on by a majority the Directors. Additional positions may also be eliminated from the Officers of the Board by a majority vote, but the positions of Chair, Vice Chair, Secretary, and Treasury shall be permanently retained. The President of the Corporation is not deemed an Officer of the Corporation.

SECTION 2. ELECTION AND TERM OF OFFICE: Officers shall be elected at the annual meeting of the Board of Directors to hold office for a term of one year, with the ability to be elected for three years consecutively.

SECTION 3. CHAIR: The Chair will have the general powers and duties of oversight and management of the Corporation and will perform any other duties as usually pertain to the office to meet legal, financial, or ethical requirements or as required by the Board. The Chair will preside at all meetings of the Board, and will coordinate with the President to set an agenda for the Board meetings.

SECTION 4. VICE-CHAIR: The Vice Chair during the absence or incapacity of the Chair, shall perform the duties of that office, and such other duties as may be assigned by the Chair.

SECTION 5. SECRETARY: The Secretary shall keep a record of the proceedings of all meetings of the Board and ensure that minutes are properly kept. The Secretary shall: have charge of the records and papers of the Corporation; issue or supervise the issuance of

notices of all meetings of the Corporation; attend to such correspondence as may be assigned; and perform such other duties as usually pertain to the office or as are properly required of the Secretary by the Board of Directors.

SECTION 6. TREASURER: The Treasurer shall ensure monitoring of the financial activities of all the monies and securities of the Corporation, including: keeping full and accurate accounts of all receipts and disbursements of the Corporation; consulting with any accounting personnel of the Corporation and any outside auditors; and performing such other duties as usually pertain to the office or as are properly required of the Treasurer by the Board of Directors. The Treasurer shall serve as Chair of the Budget and Audit Committee. The Treasurer will present the annual report to the Board setting forth in full the financial resources of the Corporation.

SECTION 7. PRESIDENT: The President shall be the chief operating officer of the Corporation. The President shall be responsible for the day to day operations of the Corporation, shall advise and assist the Chair in the supervision and control of the business and affairs of the corporation; shall have authority, within the limitations of the budget, to fix compensation of all employees of the Corporation; and shall perform such other duties as may be properly required by the Chairman or the Board of Directors. If the President is unable to perform the stated duties temporarily due to a leave of absence or personal emergency, the Chair shall assume responsibility for day to day operations as needed.

SECTION 8. REMOVAL AND VACANCIES: Any officer may be removed by the Board of Directors at any time with or without cause upon a majority vote when a quorum is present. If an office of the Corporation becomes vacant for any reason, the Board shall have power to fill such vacancy.

ARTICLE VI
COMMITTEES

SECTION 1. COMMITTEES: The Executive Committee shall be a standing, permanent committee of the corporation. Directors may, by resolution adopted by a majority of the entire Board, establish additional standing or ad hoc committees to fulfill functions and obligations of UPward Design. Members of standing or ad hoc committees, with the exception of the Executive Committee, need not be Directors provided that each standing committee shall consist of one or more directors.

SECTION 2. COMMITTEE MEETINGS: Except as otherwise required by law or these Bylaws, a quorum at any committee meeting shall consist of a majority of the entire membership of the committee, and the affirmative vote of a majority of the votes cast at a committee meeting, if a quorum is present as such time, shall constitute the act of the committee.

ARTICLE VII
INDEMNIFICATION OF DIRECTORS AND OFFICERS

SECTION 1. RIGHT OF INDEMNIFICATION. The Corporation will indemnify any person who is made, or is threatened to be made, a party to an action or proceeding by reason of the fact that he or she (or his/her testator or intestate) was a director or officer of the Corporation. Such indemnification will be in accordance with and to the fullest extent permitted by the Not-For-Profit Corporation Law of the State of New York or other applicable law, as such law now exists or is subsequently adopted or amended. It will apply to any action or proceeding or related appeal, whether criminal, civil, administrative or investigative, and will apply regardless of whether the director or officer is in office at the time of the action or proceeding. However, the Corporation will indemnify a director or officer in connection with an action or proceeding initiated by that director or officer only if the action or proceeding was authorized by the Board.

SECTION 3. AVAILABILITY AND INTERPRETATION. To the extent permitted under applicable law, the rights provided in Sections 1 of this Article VII:

(a) will be available with respect to events occurring prior to the adoption of this Article VII;

(b) will continue to exist after any rescission or restrictive amendment of this Article VII with respect to events occurring prior to such rescission or amendment;

(c) will be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding or, at the sole discretion of the director or officer (or his/her testator or intestate), on the basis of applicable law in effect at the time the rights are claimed; and

(d) will be in the nature of contract rights that may be enforced in any court of competent jurisdiction as if the Corporation and the director or officer seeking such rights were parties to a separate written agreement.

SECTION 4. OTHER RIGHTS. The rights provided in Sections 1 of this Article VII are not exclusive of any other rights to which a director or officer of the Corporation or other person may now or subsequently be otherwise entitled, whether contained in the certificate of incorporation, these by-laws, a resolution of the Board or an agreement providing for such indemnification; the creation of such other rights is expressly authorized. Without limiting the generality of this section, the rights provided in Sections 1 and 2 of this Article VII are not exclusive of any rights, pursuant to statute or otherwise, of a director or officer or other person to have his or her costs and expenses in an action or proceeding assessed or allowed in his or her favor, against the Corporation or otherwise.

SECTION 5. SEVERABILITY. If this Article VII or any part of it is held unenforceable in any respect by a court of competent jurisdiction, it will be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of this Article VII will remain fully enforceable. Any payments made pursuant to this Article VII will be made only out of funds legally available for such payments.

ARTICLE VIII
CORPORATE FINANCE

SECTION 1. CORPORATE FUNDS. The funds of the Corporation will be deposited in its name with banks or other depositories designated by the Board. The President has the ability to sign all checks, notes, drafts and other negotiable instruments of the Corporation for expenses approved by the Board through the annual budget. For expenditures arising outside of the annual budget, all checks, notes, drafts and other negotiable instruments of the Corporation will be signed by two of the following: President, Chair, or Treasurer. No officers, agents or employees of the Corporation, alone or with others, have the power to make any checks, notes, drafts or other negotiable instruments in the name of the Corporation or to bind the Corporation thereby, except as provided in this section.

SECTION 2. BUDGET: The Budget and Audit Committee shall develop an annual budget for UPward Design which shall be submitted to the Board of Directors at the September meeting of the Board. The Board of Directors shall adopt an annual budget at this meeting, or defer approval until the January meeting where the previous year's finances are reviewed.

SECTION 3. FISCAL YEAR. The fiscal year of the Corporation will be the calendar year, unless otherwise determined by the Board.

SECTION 4. LOANS TO DIRECTORS AND OFFICERS. No loans will be made by the Corporation to its directors or officers.

SECTION 5. GIFTS. Unless specifically designated otherwise by a majority vote of the Board, only the President or Chair may accept on behalf of the Corporation any contribution, gift, bequest or devise for any general or special purpose or purposes of the Corporation. All gifts will be reported to the Board at the meeting following receipt of said gift.

SECTION 6. INCOME FROM CORPORATE ACTIVITIES. All income from activities of the Corporation will be applied to the maintenance, expansion or operation of the lawful activities of the Corporation.

SECTION 7. YEAR-END FINANCIAL REPORTS. At the January meeting of the Board of directors, the Chair and Treasurer will present to the Board a report, verified by the Chair and Treasurer, showing in appropriate detail the following:

(a) the assets and liabilities, including the trust funds, of the corporation as of the end of a 12-month fiscal period of the Corporation terminating not more than six months prior to said meeting;

(b)the principal changes in assets and liabilities, including trust funds, during said fiscal period;

(c) the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, during said fiscal period; and

(d)the expenses or disbursements of the Corporation, for both general and restricted purposes, during said fiscal period.

Such report will be filed with the minutes of meeting of the Board where this report is discussed.

SECTION 9. CONTRACTS. Unless specifically designated otherwise by a majority vote of the Board, only the President or Chair may enter into any contract or execute and deliver any instrument, including but not limited to options to purchase or any financial commitment on behalf of the corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board, no officer, agent, or employee shall have any authority or power to bind the corporation by any contract or engagement, or to pledge its credit, or to render it liable pecuniary for any purpose or to any amount.

ARTICLE IX
CONFLICT OF INTEREST POLICY

SECTION 1. PURPOSE. The purpose of the conflict of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy supplements but does not replace any applicable state and federal laws governing conflict of interest applicable to the Corporation.

SECTION 2. DEFINITIONS.

a. Interested person: An interested person is any director, principal officer, or member of a committee with board-delegated powers, who has a direct or indirect financial interest (as defined below), or who has any other interest or relationship that could reasonably be viewed as having the potential to affect his or her decision-making judgment.

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

(i)an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,

(ii)a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or

(iii)a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

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

SECTION 3. PROCEDURES.

a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial or other interest and be given the opportunity to disclose all material facts to the directors or members of committees with Board-delegated powers considering the proposed transaction or arrangement. A standing

item will be on the agenda of every Board meeting to provide an opportunity for Board members to disclose any conflicts of interest.

b. Determining Whether a Conflict of Interest Exists. After disclosure of the interest and all material facts, and after any discussion with the interested person, he or she will leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members will decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest. An interested person who has been determined to have a conflict of interest may make a presentation at the Board or committee meeting, but after the presentation, he or she will leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the conflict of interest. The Chair of the Board or committee meeting will, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the Board or committee will determine whether the Corporation 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. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee will determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it will make its decision as to whether to enter into the transaction or arrangement.

d. 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 will inform the member of the basis for such belief and afford the member 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 will take appropriate disciplinary and corrective action.

SECTION 4. RECORDS OF PROCEEDINGS. The minutes of the Board and all committees with board-delegated powers will contain the names of persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed, and also the names of persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

SECTION 5. COMPENSATION. Any person (or family member of such person) who receives compensation (e.g. salary, gifts, services) or other payment, directly or indirectly, from the Corporation is precluded from voting on matters pertaining to his/her compensation or other payment. Directors who receive compensation, directly or indirectly, from the Corporation may provide information to the board or to any committee regarding compensation.

SECTION 6. ANNUAL STATEMENTS. Each director, principal officer and member of a committee with Board-delegated powers will annually sign a statement which affirms that he or she is aware of and understands the Corporation's conflict of interest policy, has agreed to comply with the policy, and understands that the Corporation is charitable and, in order to maintain its federal tax exemption, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

SECTION 7. PERIODIC REVIEWS. To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its

tax-exempt status, the Board will conduct periodic reviews, including, at a minimum, whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining, and whether any partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction. The Corporation may, but need not, use outside advisors to assist it in its periodic reviews. If outside advisors are used, their use will not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE X
AMENDMENTS

SECTION 1. AMENDMENTS: These Bylaws may be amended when necessary by a two-thirds majority of the Board. Proposed amendments must be submitted to the Secretary to be sent out with the notice of the meeting at which they are to be voted upon.

ARTICLE XI
DISSOLUTION

SECTION 1. DISSOLUTION AND DISTRIBUTION OF ASSETS. In the event of dissolution of the corporation or the termination of its corporate existence, the Board shall, upon approval of a Justice of the New York State Supreme Court, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized or operated exclusively for charitable, educational, or human service purposes in New York State as shall at the time qualify for an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 and its Regulations as they may now exist or as they may hereafter be amended. Any such assets not so disposed of shall be disposed of by said court for such purposes or to such

organization or organizations as the court shall determine, which are organized and operated exclusively for such purposes.

These Bylaws were approved by the Board of Directors on _____, 2019.