

**AMENDED AND RESTATED**

**BYLAWS**

**OF**

**LEGAL PRIORITIES, INC.**

**ARTICLE I**

**Offices**

**Section 1.1 Registered Office.**

The registered office of the corporation in the Commonwealth of Massachusetts shall be in the City of Boston, County of Middlesex.

**Section 1.2 Other Offices.**

The corporation may maintain an office or principal place of business at places, both within and without the Commonwealth of Massachusetts as the Board of Directors may from time to time determine as convenient or necessary for the business of the corporation.

**ARTICLE II**

**Directors**

**Section 2.1 Number and Term of Office.**

(a) The number of directors of the corporation shall be no fewer than 4, amended exclusively by resolutions adopted by a majority of the authorized number of directors constituting the Board of Directors. Subject to the foregoing provision for amending the maximum number of directors, the initial number of directors of the corporation has been fixed at 4.

(b) With the exception of the first Board of Directors, which shall be appointed by the incorporator and shall serve for an indefinite term, directors shall be elected by a majority vote of the incumbent directors at an annual meeting or as otherwise provided herein (for avoidance of doubt, including and not limited to Section 2.7). Elected directors shall hold office for one year unless resigned or removed for cause or no cause pursuant to the provisions of this Article II.

**Section 2.2 Powers.**

The powers of the corporation shall be exercised, its business conducted and its property controlled by or under the direction of the Board of Directors.

### **Section 2.3 Vacancies.**

Vacancies or newly created directorships resulting from any increase in the authorized number of directors, resignation of one or more directors or otherwise may be filled by a majority of the directors then in office, although fewer than a quorum, or by a sole remaining director, and each director so elected shall hold office for the unexpired portion of the term of the director whose place shall be vacant or otherwise until the next annual meeting of the Board of Directors and until his successor shall have been duly elected and qualified.

### **Section 2.4 Resignations and Removals.**

(a) Any director may resign at any time by delivering his resignation to the Clerk in writing or by electronic transmission, such resignation to specify whether it will be effective at a particular time, upon receipt by the Secretary or at the pleasure of the Board of Directors. If no such specification is made, it shall be deemed effective at the pleasure of the Board of Directors. When one or more directors resign from the Board effective at a future date, a majority of the directors then in office, including those who have so resigned, shall have power, but for avoidance of doubt not required, to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective, and each director so chosen shall hold office for the unexpired portion of the term of the director whose place shall be vacated and until his successor shall have been duly elected and qualified.

(b) At a special meeting of the Board of Directors called for the purpose in the manner hereinabove provided, the Board of Directors or any individual director or directors may be removed from office, with or without cause, and a new director or directors may be elected by a majority vote of the Board of Directors.

### **Section 2.5 Meetings.**

(a) The annual meeting of the Board of Directors shall be held no later than 3 months following the close of the financial year (i.e., December 31) at the place announced by the President. Such meeting shall be held for the purpose of electing officers and transacting such other business as may lawfully come before it.

(b) Regular meetings, including the annual meetings, of the Board of Directors may be held in person within or without the Commonwealth of Massachusetts as so indicated in the advanced notice or by means of remote communication.

(c) Special meetings of the Board of Directors may be held at any time and place within or without the Commonwealth of Massachusetts whenever called by the President, Treasurer, Clerk or any of the directors.

(d) Written notice of the time and place of all regular and special meetings of the Board of Directors shall be delivered personally to each director or sent by telegram or facsimile transmission or other form of electronic transmission at least 24 hours before the start of the meeting. Notice of any meeting may be waived in writing at any time before or after the meeting and will be waived by any director by attendance thereat.

## **Section 2.6 Quorum and Voting.**

(a) A quorum of the Board of Directors shall consist of a majority of the exact number of directors incumbent from time to time in accordance with this Article II, but not less than one; *provided, however*, at any meeting whether a quorum be present or otherwise, a majority of the directors present may adjourn from time to time until the time fixed for the next regular meeting of the Board of Directors, without notice other than by announcement at the meeting.

(b) At each meeting of the Board at which a quorum is present, all questions and business shall be determined by a vote of a majority of the directors present, unless a different vote be required by applicable state or federal law, the Certificate of Incorporation, or any other provisions herein.

(c) Any member of the Board of Directors may participate in a meeting by means of teleconference or other communication equipment by means of which all persons participating in the meeting can hear or read each other, and participation in a meeting by such means shall constitute presence in person at such meeting.

(d) The transactions of any meeting of the Board of Directors, however called or noticed, or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum be present and if, either before or after the meeting, each of the directors not present shall sign a written waiver of notice, or a consent to holding such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

## **Section 2.7 Action Without Meeting; Action by Supermajority Written Consent.**

Unless otherwise restricted by the Certificate of Incorporation or provisions herein, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if the supermajority of the Board of Directors consents thereto in writing (including by electronic transmission), and such writing or electronic transmission is kept on file with the corporation.

## **Section 2.8 Fees and Compensation.**

Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by resolution of the Board of Directors.

# **ARTICLE III**

## **Officers**

### **Section 3.1 Officers Designated.**

The officers of the corporation shall be a President, a Clerk and a Treasurer. The Board of Directors or the President may appoint any other officers and agents with such titles, powers

and duties as it or he shall deem necessary. The Board of Directors may assign such additional titles to one or more of the officers as they shall deem appropriate. Any one person may hold any number of offices of the corporation at any one time unless specifically prohibited therefrom by applicable law. The salaries and other compensation of the officers of the corporation shall be fixed by or in the manner designated by the Board of Directors.

### **Section 3.2 Tenure and Duties of Officers.**

(a) General. All officers shall hold office at the pleasure of the Board of Directors and until their successors shall have been duly elected and qualified, unless sooner removed. Any officer elected or appointed by the Board of Directors may be removed at any time by the Board of Directors. If the office of any officer becomes vacant for any reason, the vacancy may be filled by the Board of Directors. Nothing herein shall be construed as creating any kind of contractual right to employment with the corporation.

(b) Duties of President. The President shall preside at all meetings of the Board of Directors, unless the President assigns such duties to the Clerk or Treasurer at any point prior to or during the meeting. The President shall ensure that all orders and resolutions of the Board of Directors are carried into effect. The President shall also perform such other duties and have such other powers as the Board of Directors shall designate from time to time.

(c) Duties of Clerk. The Clerk shall attend all meetings of the Board of Directors, and shall record all acts and proceedings thereof in the minute book of the corporation, which may be maintained in either paper or electronic form. The Clerk shall give notice, in conformity with these Bylaws, of all meetings of the stockholders and of all meetings of the Board of Directors requiring notice. The Clerk shall perform such other duties and have such other powers as the Board of Directors shall designate from time to time. The President may direct any assistant secretary, assistant clerk or advisor to assume and perform the duties of the Clerk in the absence or disability of the Clerk, and each such individual shall perform such other duties and have such other powers as the Board of Directors or the President shall designate from time to time.

(d) Duties of Treasurer. The Treasurer shall be the principal financial officer of the corporation and shall, subject to the order of the Board of Directors, have the custody of the corporation's funds and securities, shall keep or cause to be kept the books of account of the corporation in a thorough and proper manner, and shall render statements of the financial affairs of the corporation in such form and as often as required by the Board of Directors or the President. The Treasurer shall perform all other duties commonly incident to his office and shall perform such other duties and have such other powers as the Board of Directors or the President shall designate from time to time. The President may direct any assistant treasurer or advisor to assume and perform the duties of the Treasurer in the absence or disability of the Treasurer, and each such individual shall perform such other duties and have such other powers as the Board of Directors or the President shall designate from time to time.

## ARTICLE IV

### Execution of Corporate Instruments

#### Section 4 Execution of Corporate Instruments.

(a) The Board of Directors may in its discretion determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except where otherwise provided by law, and such execution or signature shall be binding upon the corporation.

(b) Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the corporation, promissory notes, deeds of trust, mortgages and other evidences of indebtedness of the corporation, and other corporate instruments or documents requiring the corporate seal shall be executed, signed or endorsed by the President, Clerk or Treasurer or any assistant thereof at the instruction of the Board of Directors. All other instruments and documents requiring the corporate signature but not requiring the corporate seal may be executed as aforesaid or in such other manner as may be directed by the Board of Directors.

(c) All checks and drafts drawn on banks or other depositaries on funds to the credit of the corporation shall be signed by such person or persons as the Board of Directors shall authorize so to do.

(d) Execution of any corporate instrument may be effected in such form, either manual, facsimile or electronic signature, as may be authorized by the Board of Directors.

## ARTICLE V

### Indemnification of Officers, Directors, Employees and Agents

#### Section 5.1 Right to Indemnification.

Each person who was or is a party or is threatened to be made a party to or is involved (as a party, witness, or otherwise), in any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (hereinafter a “**Proceeding**”), by reason of the fact that he, or a person of whom he is the legal representative, is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director or officer of another corporation or of a partnership, joint venture, trust, or other enterprise, whether the basis of the Proceeding is alleged action in an official capacity as a director or officer or in any other capacity while serving as a director or officer, shall be indemnified and held harmless by the corporation to the fullest extent authorized by the Massachusetts Business Corporations Act, as the same exists or may hereafter be amended or interpreted (but, in the case of any such amendment or interpretation, only to the extent that such amendment or interpretation permits the corporation to provide broader indemnification rights than were permitted prior thereto) against all expenses, liability, and loss (including attorneys’ fees, judgments, fines, ERISA excise taxes or penalties, and amounts paid or to be paid in settlement, and any interest, assessments, or other charges imposed thereon, and any federal,

state, local, or foreign taxes imposed on any director or officer as a result of the actual or deemed receipt of any payments under this Article V) reasonably incurred or suffered by such person in connection with investigating, defending, being a witness in, or participating in (including on appeal), or preparing for any of the foregoing in, any Proceeding (hereinafter “**Expenses**”); *provided, however*, that except as to actions to enforce indemnification rights pursuant to Section 5.3 of this Article, the corporation shall indemnify any director or officer seeking indemnification in connection with a Proceeding (or part thereof) initiated by such person only if the Proceeding (or part thereof) was authorized by the Board of Directors of the corporation. The right to indemnification conferred in this Article V shall be a contract right.

### **Section 5.2 Authority to Advance Expenses.**

Expenses incurred by an officer or director (acting in his capacity as such) in defending a Proceeding shall be paid by the corporation in advance of the final disposition of such Proceeding; *provided, however*, that if required by the Massachusetts Business Corporations Act, as amended, such Expenses shall be advanced only upon delivery to the corporation of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized in this Article V or otherwise. Expenses incurred by other employees or agents of the corporation (or by the directors or officers not acting in their capacity as such, including service with respect to employee benefit plans) may be advanced upon such terms and conditions as the Board of Directors deems appropriate. Any obligation to reimburse the corporation for Expenses advanced or to be advanced shall be unsecured and no interest shall be charged thereon.

### **Section 5.3 Right of Claimant to Bring Suit.**

If a claim under Section 5.1 or 5.2 of this Article is not paid in full by the corporation within 120 days after a written claim has been received by the corporation, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the direct expenses (including attorneys’ fees) incurred in prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending a Proceeding in advance of its final disposition where the required undertaking has been tendered to the corporation) that the claimant has not met the standards of conduct that make it permissible under the Massachusetts Business Corporations Act for the corporation to indemnify the claimant for the amount claimed. The burden of proving such a defense shall be on the corporation. 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 claimant is proper under the circumstances because he has met the applicable standard of conduct set forth in the Massachusetts Business Corporations Act, nor an actual determination by the corporation (including its Board of Directors or independent legal counsel) that the claimant had not met such applicable standard of conduct, shall be a defense to the action or create a presumption that claimant has not met the applicable standard of conduct.

#### **Section 5.4 Provisions Nonexclusive.**

The rights conferred on any person by this Article V shall not be exclusive of any other rights that such person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, agreement, vote of the disinterested directors, or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office. To the extent that any provision of the Certificate of Incorporation, agreement, or vote of the disinterested directors is inconsistent with these Bylaws, the provision, agreement, or vote shall take precedence.

#### **Section 5.5 Authority to Insure.**

The corporation may purchase and maintain insurance to protect itself and any director, officer, employee or agent (hereafter each a “**Covered Individual**”) against any Expenses, whether or not the corporation would have the power to indemnify a Covered Individual against such Expenses under applicable law or the provisions of this Article V.

#### **Section 5.6 Survival of Rights.**

The rights provided by this Article V shall continue as to a person who has ceased to be a Covered Individual and shall inure to the benefit of the heirs, executors, and administrators thereof.

#### **Section 5.7 Settlement of Claims.**

The corporation shall not be liable to indemnify any Covered Individual under this Article V (a) for any amounts paid in settlement of any action or claim effected without the corporation’s written consent, which consent shall not be unreasonably withheld; or (b) for any judicial award if the corporation was not given a reasonable and timely opportunity, at its expense, to participate in the defense of such action.

#### **Section 5.8 Effect of Amendment.**

Any amendment, repeal, or modification of this Article V or any other provisions of these Bylaws shall not adversely affect any right or protection of any Covered Individual existing at the time of such amendment, repeal, or modification.

#### **Section 5.9 No Duplication of Payments.**

The corporation shall not be liable under this Article V to make any payment in connection with any claim made against the Covered Individual to the extent the Covered Individual has otherwise actually received payment (under any insurance policy, agreement, vote, or otherwise) of the amounts otherwise indemnifiable hereunder.

## **ARTICLE VI**

### **Notices**

Whenever, under any provisions herein, notice is required to be given to any director, it may be given either (1) in writing, personally delivered or timely and duly deposited in the United States Mail, postage prepaid, and addressed to his last address known to Clerk, or (2) by a means of electronic transmission to an e-mail address as each director may have filed with the Clerk of the corporation. All notices given by mail, as hereinabove provided, shall be deemed to have been given as of the time of mailing and all notices given by means of electronic transmission shall be deemed to have been given as of the sending time recorded by the electronic transmission equipment operator transmitting the same. It shall not be necessary that the same method of giving notice be employed in respect of all directors, but one permissible method may be employed in respect of any one or more, and any other permissible method or methods may be employed in respect of any other or others. The period or limitation of time within which any director may exercise any power or right, or enjoy any privilege, pursuant to any notice sent him in the manner above provided, shall not be affected or extended in any manner by the failure of such director to receive such notice. Whenever any notice is required to be given under the provisions of the statutes or of the Certificate of Incorporation, or of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, or a waiver by electronic transmission by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Whenever notice is required to be given, under any provision of law or of the Certificate of Incorporation or these Bylaws of the corporation, to any person with whom communication is unlawful, the giving of such notice to such person shall not be required and there shall be no duty to apply to any governmental authority or agency for a license or permit to give such notice to such person. Any action or meeting which shall be taken or held without notice to any such person with whom communication is unlawful shall have the same force and effect as if such notice had been duly given.

## **ARTICLE VII**

### **Amendments**

The Board of Directors may repeal, alter or amend and restate these Bylaws or adopt new Bylaws by unanimous written consent or at any annual, regular, or special meeting by the affirmative vote of a majority of the whole number of directors.



**CERTIFICATE OF CLERK**

The undersigned, Legal Priorities, Inc., a Massachusetts non-profit corporation, hereby certifies that the foregoing is a full, true and correct copy of the Bylaws of said corporation, and with all amendments to date of this Certificate.

WITNESS the signature of the undersigned as of June 20, 2020.

*Jonas Schuett*

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Jonas Schuett, Clerk