

*By-Laws of
The Commonwealth Fund*

As Revised and Adopted by the Board on November 12, 2019

BY-LAWS OF THE COMMONWEALTH FUND

(Revised and Adopted on November 12, 2019)

ARTICLE I

PURPOSES

The mission of The Commonwealth Fund (the “Fund”) is the application to charitable purposes of the income or principal of such property or funds as from time to time the Fund may own or have at its disposal for such purposes, including the giving of such income or principal to any other corporation or corporations organized for similar purposes and the application of the income or principal of any property acquired by it by bequest, devise or gift to such purposes as the testator or donor should have directed by will or instrument of gift.

ARTICLE II

MEMBERS

Section 1. The members of the Fund (“Members”) shall be those persons serving as members of the Board of Directors (the “Board”) from time to time. A person shall cease to be a Member of the Fund at such time as such person ceases to be a member of the Board.

Section 2. Members of the Fund who attain the age of seventy-three (73) years shall cease to be Members of the Fund and the Board the later of: (i) the following November meeting of the Fund coincident with or subsequent to the attainment of such age or (ii) the expiration or termination of his or her term of office, including any renewals, if such Member is serving as an officer of the Fund.

Section 3. The annual meeting of the Members for the election of directors and the transaction of such other business as may properly come before the Members shall be held at a time and place fixed by the Board. Regular meetings shall be held at such times as the Members may determine. Special meetings may be called at any time by the Chairman, by the Board, or by the Secretary upon the written demand of ten percent (10%) of the Members.

Section 4. The Board shall present at the annual meeting of the Members a report, verified by the President and Treasurer and certified by an independent public accountant selected by the Board, showing in appropriate detail:

(1) The assets and liabilities, including the trust funds, of the Fund as of the end of a twelve-month fiscal period terminating not more than six months prior to such meeting;

(2) The principal changes in assets and liabilities of the Fund, including trust funds, during such fiscal period;

(3) The revenue or receipts of the Fund, both unrestricted and restricted to particular purposes, during such fiscal period;

(4) The expenses or disbursements of the Fund, for both general and restricted purposes, during such fiscal period;

(5) The number of Members of the Fund as of the date of the report, together with a statement of increase or decrease in such number during such fiscal period, and a statement of the place where the names and places of residence of the current Members may be found.

Such report shall be filed with the records of the Fund and either a copy or an abstract thereof entered in the minutes of the proceedings of the annual meeting of the Members.

Section 5. Notice of the place, date, and time of any meeting of the Members shall be given personally, by first-class mail, by fax, or by electronic mail not less than ten (10) and not more than fifty (50) days before the date of such meeting and, unless the meeting is an annual meeting, shall state the purpose or purposes of the meeting and indicate at whose request the meeting is being called. Attendance of a Member at a meeting, without protesting a lack of notice prior to the conclusion of the meeting, shall constitute a waiver of notice.

Section 6. Unless a greater proportion is required elsewhere in these By-Laws or by law, one-third of the Members entitled to vote shall constitute a quorum for the transaction of business. The action of a majority of the Members present at a meeting of the Members at which a quorum is present shall be the act of the Members, except as otherwise expressly required by statute or these Bylaws.

Section 7. At every meeting of the Members, each Member shall be entitled to one (1) vote.

Section 8. Notice of a meeting need not be given to any Member who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any Member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him.

Section 9. At all meetings of the Members, the Chairman of the Board of Directors, the Vice-Chairman of the Board of Directors, or the President, in the order named, shall preside if present. If none of them is present, any other Member present at the meeting may be designated to preside.

Section 10. Any action required or permitted to be taken by the Members may be taken without a meeting, if all of the Members consent to the adoption of a resolution authorizing the action. Such consents may be written or electronic, to the extent permitted by the New York Not-for-Profit Corporation Law. The resolution and the consents thereto by the Members shall be filed with the minutes of the proceedings of the Members.

ARTICLE III

DIRECTORS

Section 1. The business and affairs of the Fund shall be managed by the Board. The number of Directors shall, from time to time, be fixed by resolution of the Board and shall not be

less than ten (10) nor more than fourteen (14); provided, however, that (a) any such resolution to change the number of Directors shall require the vote of the entire Board and (b) no decrease in the number of Directors shall shorten the term of any incumbent Director. The term “entire Board,” wherever used in these Bylaws, means the number of Directors elected or appointed as of the most recently held election of Directors, as well as any Directors whose terms have not yet expired.

Section 2. The Directors shall be elected at the annual meeting of the Members or other duly called Member meeting. Except as otherwise expressly provided herein and subject to the conditions of Article II, Section 2, beginning with the annual meeting of the Members in 2020, each Director shall be elected to serve a four (4) year term and may be reelected to serve up to an additional two (2) consecutive four (4) year terms, except in the case of his earlier death or of his resignation, retirement, or removal as provided for herein, after which a Director can only be reelected after a one (1) year period has elapsed; provided that, Directors serving on the Board at the beginning of the 2020 annual meeting of the Members (“Legacy Directors”) shall serve out the remainder of their current term of five (5) years and may be elected for one or more subsequent consecutive four (4) year terms or such shorter term as will permit such Director to serve for up to fifteen (15) consecutive years.

Section 3. Any Director may resign at any time by giving written notice to the Secretary.

Section 4. Any Director may be removed from his position as Director for cause by vote. Such removal shall be made and approved by the vote of two-thirds of the Directors at a special meeting duly called for the purpose.

Section 5. Vacancies on the Board however arising may be filled by vote of a majority of the Directors then in office, regardless of their number, until the next meeting of the Members as provided in Article II, Section 2.

Section 6. Except as otherwise expressly provided herein or required by law, the vote of a majority of the Directors present at any meeting at the time of the vote if a quorum is present at such time shall be an act of the Board.

Section 7. The Board shall develop and maintain a Code of Ethics and Conflict of Interest Policy (the “Policy”) setting forth standards and procedures that Directors and staff shall follow when they engage in the business of the Fund or in activities that reflect on the Fund. In addition to other such matters that the Board may choose to address in the Policy, it shall satisfy the standards required by the New York Not-For-Profit Corporation Law, as amended from time to time (the “NPCL”), and other applicable law. The Policy shall include a whistleblower policy to protect from retaliation Directors, officers, employees or volunteers of the Fund who in good faith report suspected improper conduct.

Section 8. Upon the retirement of any Director pursuant to the provisions of Section 2 of Article II hereof, such person may, at any regular meeting or at a special meeting of the Board duly called for such purpose, be elected Honorary Director for such term, and have such privileges as the Board may determine. Persons serving as Honorary Directors shall do so in an

advisory capacity and shall not exercise any of the powers granted to the Board in these Bylaws or under the NPCL.

ARTICLE IV

OFFICERS

Section 1. The officers of the Fund shall be a Chairman, a President, a Vice-Chairman, an Executive Vice President & COO, a Secretary, a Treasurer, and such other officers as the Board may determine. The Chairman, the Vice-Chairman and the President must be Directors, but the other officers need not be Directors; provided, however, that in the event that an Interim President replaces the President in accordance with the Fund's Interim President Succession Plan such Interim President need not be a Director.

Section 2. The Chairman shall be elected at a duly called meeting of the Board and shall commence service as Chairman on a date designated at the time of his election. The Chairman may not be an employee of the Fund. The Chairman so elected shall serve for a term of four (4) years, with the possibility of being elected to one successive term of up to four (4) years; provided that the Chair serving as of [November 12, 2019] shall serve out the remainder of his current term of five (5) years. The Chairman shall serve until his successor is elected and qualified, except in the case of his earlier death, resignation or removal.

Section 3. The Vice-Chairman, the President and the Executive Vice President & COO shall be elected annually at the first meeting of the Board after each annual meeting of the Members. Each officer so elected shall serve for a term of one (1) year and until his successor is elected and qualified, except in the case of his earlier death, resignation or removal. The Board may appoint other officers for such terms as it sees fit and fill any vacancies among the officers at any meeting of the Board.

Section 4. All officers, whether elected or appointed, may be removed at any time by the Board with or without cause. The removal of an officer without cause shall be without prejudice to his contract rights, if any. The election or appointment of an officer shall not of itself create contract rights.

Section 5. Any officer may resign at any time by giving written notice to the Secretary.

Section 6. The duties of the several officers shall be those usual to such officers in similar corporations except as otherwise expressly provided in the By-Laws or, to the extent so provided, by the Board.

ARTICLE V

TREASURER

Section 1. The Treasurer shall arrange for the deposit of the funds of the Fund in such bank or banks or trust company or trust companies as may from time to time be designated by the Board or the Investment Committee . Such funds shall be deposited in such of the

following designated accounts as shall be determined from time to time by the Board or the Investment Committee:

(a) General Checking Account. Funds in the General Checking Account shall be subject to draft only upon the signature of the Chairman or the President and upon the countersignature of the Treasurer or any one of such employees of the Fund as shall from time to time be designated by the Board or the Investment Committee. Payroll may be paid through electronic transfer by a third party service, subject to the review of the Treasurer.

(b) Current Expense Checking Account. Funds in the Current Expense Checking Account shall be subject to draft upon the signatures of any two of such employees of the Fund as shall from time to time be designated by the Board or the Investment Committee.

(c) Foreign Expense Checking Accounts. To the extent essential for covering foreign expenses required by international activities of the Fund, a foreign expense account may be maintained. Funds in this account shall be subject to draft upon the signature of any two such employees of the Fund as shall from time to time be designated by the Board or the Investment Committee.

Section 2. In each year the accounts of the Treasurer and the securities of the Fund shall be audited and reported upon by certified public accountants selected and appointed by the Audit and Compliance Committee.

ARTICLE VI

MEETINGS OF THE DIRECTORS

Section 1. A meeting of the Board shall be held at the principal office of the Fund on the second Tuesday in November each year, or at such other place or time during such month as the Chairman, the President, or the Board may designate. There shall also be held a meeting of the Board in April of each year and a meeting of the Board in July of each year, or at such other time as the Chairman, the President, or the Board may designate, and each such meeting to be held at such place as the Chairman, the President, or the Board may designate. Notice shall be given to each Director in writing at least ten (10) days before the meeting personally, by first-class mail, by fax, or by electronic mail.

Section 2. Special meetings of the Board may be called by the Chairman and Secretary, by the President and Secretary or by any two (2) Directors. Notice shall be given to each Director in writing at least ten (10) days before the meeting personally, by first-class mail, by fax, or by electronic mail.

Section 3. Unless a greater proportion is required elsewhere in these By-Laws or by law, one-third of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business at meetings of the Board. A majority of the Directors present at a meeting, whether or not a quorum is present, may adjourn any meeting to another time and/or place.

Section 4. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior to its conclusion, the lack of notice to him.

Section 5. At all meetings of the Board, the Chairman, the Vice-Chairman, or the President, in the order named, shall preside if present, or if none of them is present, any other Director may be designated to preside.

ARTICLE VII

COMMITTEES

Section 1. The Board, by resolution adopted by a majority of the entire Board, may designate from among its members an Executive and Finance Committee, an Investment Committee, a Governance and Nominating Committee, an Audit and Compliance Committee, and other committees of the Board that the Board deems desirable, each consisting of three (3) or more Directors other than the Investment Committee, which shall consist of four (4) or more Directors. All members of the Audit & Compliance Committee must be independent, as defined under the NPCL. Each such committee shall have such authority and powers of the Board as may be provided by resolution of the Board, in the committee's charter approved by the Board or in the By-Laws, except that no such committee shall have authority as to:

- (a) The submission to Members of any action requiring Members' approval under the NPCL.
- (b) The filling of vacancies in the Board or in any committee.
- (c) The fixing of compensation of the Directors for serving on the Board or on any committee.
- (d) The amendment or repeal of the By-Laws or the adoption of new By-Laws.
- (e) The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.
- (f) The election or removal of officers and Directors.
- (g) The adoption of a resolution recommending to the Members action on the sale, lease, exchange or other disposition of all or substantially all the assets of the Fund.
- (h) The approval of amendments to the Certificate of Incorporation.

The Board may designate one (1) or more Directors as alternate members of any committee of the Board, who may replace any absent member or members at any meeting of the committee. Each committee of the Board shall serve at the pleasure of the Board. Subject to the By-Laws, the authority of the Board and the charter of each committee of the Board, each committee of the Board may make its own rules of procedure.

Section 2. The Chairman and the President shall be members *ex officio* of the Executive and Finance Committee. Action may be taken by the Executive and Finance Committee with the approval of a majority of the members thereof.

When the Board is not in session, the Executive and Finance Committee shall, subject to the limitations prescribed in the preceding section, have all the powers of the Board except those specifically vested in other committees or specifically reserved by the Board or these By-Laws.

All authority granted to the Executive and Finance Committee may be revoked by the Board at any time, but all actions taken by the Executive and Finance Committee or under authority granted by it while its authority shall remain unrevoked by the Directors shall be and remain valid and binding for all purposes.

Section 3. The Chairman and the President shall be members *ex officio* of the Investment Committee. Action may be taken by the Investment Committee with the approval of a majority of the members thereof.

The Investment Committee shall have power to make investments and may from time to time sell any part of the real or personal property (subject to Article IX, Section 16 of these Bylaws), including bonds, shares, notes, or other forms of investment held by the Fund or any rights or privileges that may accrue thereon. Subject to the limitations prescribed in Section 1 of this Article, the Investment Committee shall have such other powers as described in the charter of the Investment Committee approved by the Board and that from time to time may be otherwise conferred by the Board.

Section 4. The Chairman and President shall be members *ex officio* of the Governance and Nominating Committee. Action may be taken by the Governance and Nominating Committee with the approval of a majority of members thereof. Subject to the limitations prescribed in Section 1 of this Article, the Governance and Nominating Committee shall have such powers as described in the charter of such committee approved by the Board and that from time to time may be otherwise conferred by the Board.

Section 5. The Chairman and President shall not be members of the Audit and Compliance Committee. Action may be taken by the Audit and Compliance Committee with the approval of a majority of members thereof. The Audit and Compliance Committee shall oversee the accounting and financial reporting processes of the Fund and the audit of its financial statements, annually retain or renew the retention of an independent auditor, and review with the independent auditor the results of the audit, including the management letter. The Audit and Compliance Committee will also perform any other functions required by its charter, if any, or by New York law. The Audit and Compliance Committee may examine and consider such other matters relating to the financial affairs of the Fund and financial controls as the Audit and Compliance Committee may, in its own discretion, determine to be desirable, and may hire its own advisers as it deems necessary.

Section 6. In addition to the committees of the Board provided for pursuant to Section 1 through Section 5 of this Article, the Board may authorize any committee(s) of the corporation composed of Directors, officers and/or employees as the Board deems desirable. Each such committee shall have such authority and power as may be provided in the committee's

charter approved by the Board or in the By-Laws; provided, however, such committee(s) shall be subject to the limitations prescribed in Section 1 of this Article and further provided that any committee that is not composed solely of Directors shall not have authority to bind the Board.

Section 7. The chair of any committee authorized by the Board pursuant to this Article shall chair all regular sessions of such committee and set the agendas for the meetings of such committees; provided, however, that the chair of such committee may authorize an alternate member of such committee to chair a regular session or portion of a regular session of such committee and/or set the agenda for a meeting of such committee.

Section 8. Each committee authorized by the Board pursuant to this Article shall submit a report, as needed, at each meeting of the Board of (a) all actions it has taken since the date of the last meeting of the Board, (b) such other matters as are relevant to such committee's discharge of its responsibilities as provided for in its charter and (c) such other matters as provided in the charter of such committee or as requested by the Board. The report to the Board may take the form of an oral report by the chair of such committee or any other member(s) of such committee designated by such committee to make such report.

Section 9. Each committee authorized by the Board pursuant to this Article shall regularly review and reassess the adequacy of its charter and recommend to the Board any improvements to its charter that such committee considers necessary or valuable. Each such committee shall conduct such evaluations and reviews in such manner as it deems appropriate.

Section 10. Each committee authorized by the Board pursuant to this Article may invite to its meetings any director, officer, or employee of the Fund, or such other person as it deems appropriate in order to carry out its responsibilities. Each such committee may also exclude from its meetings any person it deems appropriate in order to carry out its responsibilities other than a member or member *ex officio* of such committee.

ARTICLE VIII

GENERAL PROVISIONS

Section 1. All major appropriations for charitable purposes shall be approved by the Board or the Executive and Finance Committee.

Section 2. Operating expenses may be paid, and payroll payments may be made upon the authority of the Chairman of the Board of Directors, the President, Treasurer, or such other person as shall from time to time be designated by the Board or the Executive and Finance Committee or the Investment Committee. A report thereon shall be submitted to the Board of Directors by the Treasurer, except insofar as such payments have been previously authorized by the Board of Directors or Executive and Finance Committee.

Section 3. The Board may, by resolution, provide for reasonable compensation, if any, to be paid to a Director of the Fund for services rendered by him to it, as such Director or in other capacities, and pertaining to its operation or the effecting of its corporate purposes, subject to the recusal of such compensated Director. The Board may, by the affirmative vote of a majority of the entire Board and based on the recommendation of the Executive and Finance Committee, provide for and fix the salaries of the President and Executive Vice President & COO

of the Fund and other officers, if any. No person who may benefit from a compensation arrangement may be present at or otherwise participate in any Board or committee deliberation or vote concerning that person's compensation, except that the Board or committee may request that the person present information as background or answer questions at a committee or Board meeting prior to the commencement of deliberations or voting thereon.

Section 4. No loan shall be contracted on behalf of the Fund and no negotiable paper shall be issued on its behalf unless authorized by the vote of the entire Board. When so authorized by the Board, any officer of the Fund may effect loans and advances at any time for the Fund from any bank, trust company or other similar institution, or from any firm, corporation or individual. Such authority may be general or confined to specific instances. No loans, other than through the purchase of bonds, debentures or similar obligations of the type customarily sold in public offerings, or through the ordinary deposit of funds in a bank, shall be made by the Fund to its directors or officers, or to any other corporation, firm, association or other entity in which one or more of its directors or officers are directors or officers or hold a substantial interest, except a loan to another charitable corporation, as defined in the NPCL.

Section 5. The principal of the Fund may be appropriated, and the income of the Fund may be expended, to the corporate purposes of the Fund provided by Article I hereof by the Board, the Executive and Finance Committee or authorized officers as provided for in Section 2 of Article VIII hereof.

Section 6. The securities of the Fund shall be deposited in a custodian account with a bank or trust company as may be approved by the Board or the Investment Committee or another person specifically approved for this purpose by the Investment Committee. Any securities or other property held by a bank or trust company in such custodian account shall be subject to the order of the Investment Committee or the Treasurer, under authority provided by the Investment Committee or another person specifically approved for this purpose by the Investment Committee. Such brokerage or other accounts as may be needed for the efficient administration of the assets of the Fund, including the sale of distributions of public stock from alternative equity (e.g., venture capital, private equity) partnerships in which the Fund invests may be maintained, as approved by the Board or the Investment Committee. Securities in such brokerage accounts shall be subject to the order of the Investment Committee or the Treasurer or another person specifically approved for this purpose by the Investment Committee, under authority provided by the Investment Committee.

Section 7. The Chairman, the President, the Executive Vice President(s) or the Treasurer, or another person specifically approved for this purpose by the Investment Committee shall have authority on behalf of the Fund to execute, under seal or otherwise, such form of transfer or assignment as may be customary or proper to constitute a regular transfer of any stocks or securities or other property standing in the name of or being held for the Fund, and any corporation or other person transferring any such stocks, securities or other property pursuant to a transfer or assignment so executed shall be fully protected and shall be under no duty to inquire whether or not the Fund, the Board, or the Investment Committee has taken action with respect thereto.

Section 8. The Chairman, the President, the Executive Vice President(s) or the Treasurer, or another person specifically approved for this purpose by the Investment Committee

may execute and deliver on behalf of the Fund proxies on any and all shares of stock or other voting interests owned by the Fund, appointing such person or persons as they shall deem proper to represent and vote such interests owned at any and all meetings of owners, whether general or special, with full power of substitution and with power to alter and rescind such appointment at such times and as often as they shall see fit.

Section 9. Effective July 1, 1949, the fiscal year shall extend from the first day of July in each year to and including the thirtieth day of June the following year.

Section 10. The Fund shall have a seal of such design as the Board may adopt.

Section 11. Unless otherwise restricted by the certificate of incorporation, any action required or permitted to be taken at any meeting of the Board or of any committee of the Board may be taken without a meeting, with or without notice, if all of the Directors or all of the members of such committee, as the case may be, consent to such action in writing. Any such writings shall be filed with the minutes of proceedings of the Board or such committee. Such consents may be written or electronic, to the extent permitted by the NPCL.

Section 12. Any election or other action by the Board, any committee or the Members may be effected in writing or orally, by ballot or other means, in person at a meeting of the Board, such committee or the Members, as the case may be, or by proxy (solely with respect to meetings of the Members), and shall be reflected in the minutes of proceedings of the Board, such committee or the Members, as the case may be.

Section 13. One or more of Directors, one or more of the Members or one or more members of any committee may participate in a meeting by means of a conference telephone, videoconference, or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting and for purposes of determining a quorum. The following Fund activities may be conducted electronically, provided that the transmission must set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director, Member or committee member as applicable: e-mail and fax notice and waiver of notice of Member and Board meetings; notice of Member and Board meetings by Web site posting; e-mail proxy voting for Members; and unanimous written consent via e-mail for Member, Board, and committee actions.

Section 14. Any purchase of real property by the Fund or any sale, mortgage, lease, or other disposition by the Fund of its real property must be authorized in accordance with the applicable provisions of the New York Not-for-Profit Corporation Law, including Sections 509, 510 and 511.

Section 15. For purposes of these By-Laws, words expressed in the masculine shall include the feminine and neuter gender and *vice versa*.

ARTICLE IX

AMENDMENTS

These By-Laws may be amended at any annual, regular or special meeting of the Members of the Fund by a majority vote of the Members present and constituting a quorum; provided, however, that written notice of such meeting which shall be provided in accordance with these Bylaws shall specify the terms of the proposed amendment or amendments.

ARTICLE X

INDEMNIFICATION

Section 1. The Fund shall indemnify any person 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, by reason of the fact that such person, or such person's testator or intestate, is or was a director or officer of the Fund, a committee member who is not a director or officer of the Fund, or an employee or agent of the Fund designated for indemnification by the Board, or is or was serving at the request of the Fund as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (hereinafter all referred to more generally as "indemnified parties"), against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person as a result of such action, suit or proceeding to the full extent permitted by applicable law, upon such determination having been made as to such person's good faith and conduct as is required by applicable law.

Section 2. Expenses incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the Fund in advance of the final disposition of such action, suit or proceeding to the extent, if any, authorized by the Board in accordance with the provisions of applicable law, upon receipt of an undertaking by or on behalf of the indemnified party to repay all or a portion of such amount if it shall ultimately be determined that such indemnified party is not entitled to be indemnified by the Fund or that the expenses so advanced exceed the indemnification to which the indemnified party is entitled.

Section 3. The Fund may purchase and maintain insurance to indemnify the Fund and the indemnified parties in a manner and to the fullest extent now or hereafter permitted by law