

## Exhibit 2

*The following proposed change the by-laws clarifies a previously-approved change.*

### REVISION OF BY-LAWS REGARDING THE AUTHORITY TO SIGN CHECKS AND NOTES

WHEREAS, The Clear Fund d/b/a GiveWell (“GiveWell”) is a New York not-for-profit corporation that conducts the majority of its operations in the State of California and is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code;

Whereas, the board wishes to amend the Adopted By-Laws of GiveWell (the “By-Laws”) to clarify that the Executive Director may delegate authority to sign checks and notes to employees of GiveWell.

NOW, THEREFORE, BE IT RESOLVED, that Section 2 of Article 6 of the By-laws shall be deleted in its entirety, and the following new Section 2 of Article 6 of the By-laws shall be inserted in lieu thereof:

#### **Section 2. Checks and Notes**

Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, the executive director shall be authorized to sign checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation that represent unbudgeted expenses in amounts of up to 10% of the previously board-approved 12 month expenses for GiveWell. All expenses exceeding such amounts shall be approved by the audit committee of the board.

The Executive Director may delegate authority to sign checks and notes to any employee of GiveWell. The Executive Director remains responsible for ensuring that all such checks and notes follow the applicable requirements laid out elsewhere in these By-Laws.

FURTHER RESOLVED, that the Board hereby authorizes the officers and employees of GiveWell to restate the By-laws, as necessary, to reflect the foregoing amendments as well as any prior amendments to the By-Laws, and to make any necessary conforming changes related thereto.

FURTHER RESOLVED, that the Board hereby authorizes the officers and employees of GiveWell to do and perform such further acts as may be necessary or advisable in order to carry out the foregoing resolutions.