

BYLAWS OF  
**BLUE MARBLE SPACE**

ARTICLE I — NAME AND PURPOSE

*Section 1 — Name:* The name of the organization shall be **Blue Marble Space**. It shall be a nonprofit organization incorporated under the laws of the State of Washington.

*Section 2 — Purpose:* **Blue Marble Space (BMS)** is organized exclusively for charitable, scientific, technological and educational purposes.

**The purpose of this corporation, also known as the “vision”, is:**

- To promote the “Blue Marble” as a symbol of international unity in space exploration.
- To increase international awareness, collaboration and education in space exploration.
- To advance and preserve international awareness of our own planet, its resources, and its people.
- To improve the human condition on Earth.
- To facilitate the synergy of technology with the environment.
- To develop the capability for the human exploration of space.
- To understand humanity’s origin and future, and its place in the universe.

ARTICLE II — MEMBERSHIP

*Section 1 — Membership:* BMS membership shall be limited to the Board of Directors (BoD), the Blue Marble Leadership Council (BMLC), and paid staff (article IV section 1d).

ARTICLE III — BOARD OF DIRECTORS

*Section 1 — Board Role and Size:* The BoD is responsible for the overall policy and direction of BMS and delegates responsibility for day-to-day operations to the staff and Committees. **The BoD may have up to 10, but not fewer than 3 members.**

Specifically, and subject to any limitations of the Articles of Incorporation, the Washington State Nonprofit Corporation Act or these Bylaws, all corporate powers shall be exercised by, or under the authority of, and the business and affairs of BMS shall be controlled by the BoD. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the BoD

shall have the following powers:

- (a) To appoint and remove a Chief Executive Officer (CEO), a Chief Operations Officer (COO), a Chief Financial Officer (CFO), and advisors of BMS subject to such limitations as may appear in the Bylaws, and to prescribe such powers and duties for BMS directors, BMS officers, BMLC members and advisors as may not be inconsistent with law, with the Articles of Incorporation, or the Bylaws.
- (b) To conduct, manage and control the affairs of BMS, and to make such rules and regulations therefore, not inconsistent with law, or with the Articles of Incorporation, or the Bylaws, as they may deem best.
- (c) To designate any place for the holding of any BoD meeting, to change the principal office of BMS for the transaction of its business from one location to another; to adopt make and use an official seal and to alter the form of such seal from time to time, as, in their judgment, they may deem best, provided such seal shall at all times comply with the provisions of law.
- (d) To borrow money and incur indebtedness for the purpose of BMS and to cause to be executed and delivered therefore, in BMS's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt, and securities thereof.
- (e) To manage in such manner as they may deem best, all funds and property, real and personal, received and acquired by BMS, and to distribute, loan or dispense the same or the income and profits therefrom.
- (f) To create such trusts, foundations, and subsidiaries, as the BoD shall deem necessary and to appoint the trustees, directors, or other governing officials of such legal entities.

*Section 2 — Terms and Qualifications:* All BoD members shall serve three-year terms but are eligible for re-election (with the exception of the scientist representative; Article III, Section 2a). The BoD members shall be selected through individual elections to be held on a staggered basis at the end of each current member's term. To ensure responsiveness to organizational stakeholders, the electoral body shall be composed of the members of the Blue Marble Leadership Council. Any member (defined in Article II, Section 1) in good standing within BMS and the law is eligible for nomination for election to the BoD, either by other BMS members or by self-nomination.

*Section 2a — Scientist representative:* An additional BoD member shall be selected from the research scientists affiliated with the Blue Marble Space Institute of Science (BMSIS) to serve as the scientist representative on the board of directors. The scientist representative serves a one year term on the BoD (beginning at the start of the fiscal year) and is chosen by nomination and election from the BMSIS research scientists. Any active BMSIS research scientist is eligible for election as the scientist representative. The current scientist representative may not be reelected for consecutive terms; any individual may serve as the scientist representative at a maximum of every other year. The scientist representative is a voting member of the BoD and is responsible for representing the interests of BMSIS. The scientist representative is expected to attend all BoD meetings and report back to the BMSIS community.

*Section 3 — Authorized Officers:* Authorized officers of BMS are hired by the BoD. The Chief Executive Officer (CEO) shall serve as the President of BMS, as well as the executive director (ED) of

all BMS initiatives. The Chief Operations Officer (COO) shall serve as the Secretary of BMS as well as the chairperson of the BoD. The Chief Financial Officer (CFO) shall serve as the Treasurer of BMS. Authorized officers of BMS are subject to the direction and under the supervision of the BoD and shall have general charge of the business affairs and property of BMS. Authorized officers report directly to the BoD to carry out the organization's goals and policies. Authorized officers will preside and attend all board meetings, report on the progress of the organization, and respond to questions posed by the BoD, BMLC or BoA. Authorized officers are voting members of the BoD. Authorized officers shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned by these Bylaws or the Board of Directors.

*Section 4 — Meetings and Notices:* The BoD shall meet at least once a quarter, at an agreed upon time and place. The place may be physical or virtual. An official meeting of the BoD requires that each BoD member be given written notice of the time and place of the upcoming meeting at least two weeks in advance. Notices may be sent electronically.

*Section 4a — Presumption of Assent:* A director who is present at any meeting of the directors, or a committee thereof of which the director is a member, at which action on a corporate matter is taken, is presumed to have assented to such action unless a dissent is entered in the minutes of the meeting or unless the director files a written dissent to the action with the person acting as the secretary of the meeting before or promptly after the adjournment thereof. A director who is absent from a meeting of the Board, or a committee thereof of which the director is a member, at which any such action is taken is presumed to have concurred in the action unless the director files a dissent with the CEO within a reasonable time after obtaining knowledge of the action.

*Section 5 — Quorum:* A quorum of the BoD must be present at meeting for the meeting to be called in order. A quorum consists of no fewer than 40% of duly elected member of the BoD.

*Section 6 — Majority:* A majority is defined as 66% of BoD votes. A majority is necessary for

- Approval of the BMS budget, and
- Any major change in the budget, and
- Approval of contractual bids, and
- Approval of any new initiatives, and
- Dismissal of BMLC members following recommendations of an Inquiry Committee (IC, as discussed in Article IX) in Conflict of Interest breaches.
- Approve edits to bylaws excluding Article I.

*Section 6a — Consensus:* A consensus is defined as 100% of BoD votes. A consensus is necessary for

- Any edits to Article I of these bylaws
- Dissolution of the organization

*Section 7 — BoD elections:* During the last quarter of each fiscal year, the BMLC shall elect and/or re-elect Directors to replace those whose terms will expire at the end of the fiscal year. The results of the election shall be reviewed and officially recorded as an item of business during a regular meeting of the BoD, called in accordance with the provisions of these bylaws. Each director is to be selected by BMLC members for knowledge of the fields pertinent to the vision of BMS. Directors appointed shall act in their own right and not as representatives of any interest or group. Each Director shall be at least

21 years of age.

*Section 8 — Election procedures:* New directors shall be elected by a majority (66% or greater) of voting members of the BMLC. Elections will be scheduled and organized by one or more neutral coordinators who may be designated members of the BoD that are not up for re-election or other members of BMS (as outlined in Article II) that have been designated by the BoD. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

*Section 8a — Staggered BoD election turnover procedures:* To ensure regular elective turnover and continuity of BoD operations, elections shall be staggered according to first letter of last name of individual BoD members. Recurring re-elections shall be scheduled according to the three-year term limit of BoD members. Elections will be staggered as follows: 2014 and every third year thereafter, last names A-H; 2015 and every third year thereafter, last names I-P; 2016 and every third year thereafter, last names Q-Z.

*Section 9 — Vacancies:* When a vacancy on the BoD arises mid-term, the CEO must receive nominations for new members from current BMS members two weeks in advance of a scheduled election. These nominations shall be sent out to BMLC members as an electronic announcement, to be voted upon digitally or in person according to a process established by the BoD designed to ensure greatest participation by the BMLC. BoD members elected to fill a mid-term vacancy shall serve only till the end of the remaining term, after which time they are eligible for reelection.

*Section 9a — Re-election:* When a term of membership within the BoD ends, a member of the BoD may be re-elected according to the following process:

- The current BoD will designate a neutral coordinator (or multiple neutral coordinators) as per Article III, Section 8. The designation will require majority support from the current BoD (see Article III, Section 6).
- The neutral coordinator will announce to the BMLC, BoD, and BoA that a current member (or current members) of the BoD are up for re-election. A period of time of at least one week will be offered for nominations of other candidates.
- The neutral coordinator(s) will then schedule and organize the election. As in Article III, Section 8, a new director or a re-elected director must be elected by a majority of the voting members of the BMLC (with “majority” again defined as 66%). The term of service of re-elected directors follows the standards set in these bylaws for newly elected directors (see Article III, Sections 8-9).

*Section 10 — Resignation, Dismissal, and Absences:* Notice of resignation from the BoD must be in writing and received by the CEO. A BoD member may be dismissed from the BoD by a 75% vote of the remaining directors due to excessive absence or lack of communication.

*Section 11 — Special meetings:* Special meetings of the board shall be called upon the request of the CEO, COO, or one-third of BoD members. Notices of special meetings shall be sent out by the CEO or COO to each BoD member at least 3 days in advance.

*Section 11a — Form 990 special meeting:* A special meeting shall be convened the first week of the fiscal year (first week of October) to assign tasks to timely file Form 990 with the IRS by February 15<sup>th</sup> of the following year.

*Section 12 — Compensation of officers:* Compensation to authorized officers, including the CEO, the COO, and the CFO, shall be recommended to ensure proper continuity in the management of the organization.

*Section 12a — Compensation of directors:* Individual BoD members are not entitled to compensation unless a clear compensation agreement has been reached between the BoD and the CFO, under the conflict of interest policies of Article IX. In the event that compensation is received, the amount must not be excessive. Compensation includes salaries, benefits, gifts, living expenses and all other items of value. The level of compensation that is to be paid to each individual should be determined by the Finance Subcommittee (Article IV, Section 2.1a). Individuals should not be involved in setting their own compensation. In determining whether compensation is reasonable, the Finance Subcommittee shall research and examine the salary ranges of similarly situated individuals in similar non-profit organizations.

## ARTICLE IV — COMMITTEES AND INITIATIVES

*Section 1a — Committee Definition:* A Committee is an organizational entity within the Blue Marble Leadership Council (BMLC, see Article V) that manages the operations and strategic planning of the organization. The BoD may create and disband committees as needed.

*Section 1b — Initiative Definition:* An Initiative is an action-item or program that serves to further the mission of BMS. Initiatives are proposed by members of BMS, approved by the BoD, and must align themselves with BMS' Vision Statement (as defined in Article I, Section 2). The ED (as defined in Article III, Section 3) is responsible for the overall management of BMS initiatives and serves as the liaison between co-chairs of Initiatives and the BoD. BMS members who launch Initiatives are eligible for appointment to the BMLC (see Article V). **Initiatives are the visible front of BMS.**

*Section 1c — Volunteer Definition:* A Volunteer is an individual involved with an Initiative who is not part of the BMLC or paid staff.

*Section 1d – Paid Staff Definition:* Paid Staff refers to part-time and full-time employees of BMS.

### *Section 2 — Standing Committees*

*Section 2.1 — Management Committee:* The Management Committee is composed of the authorized officers and administrators exclusively. Members include the CEO, COO, and CFO, as well as any administrators appointed by the BoD. The CEO is responsible for the overall management of BMS and serves as the chair of the Organization Vision Committee (defined in Article IV, section 2.2). The COO is responsible for the daily operation of the organization and serves as the chair of the Management Committee. The CFO leads the Finance subcommittee (defined in Article IV, section 2.1a), in addition to personnel needed for the administration of BMS.

*Section 2.1a — Finance Subcommittee:* The CFO is the chair of the Finance Subcommittee. The Finance Subcommittee is responsible for developing and reviewing fiscal procedures, procurement policies, the BMS fundraising plan, and annual budget with staff and other BoD members. The BoD must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the BoD. The fiscal year shall start on October

1st of each calendar year. The financial records of the organization are public information and shall be made available to BMS members and the public.

*Section 2.2 — Organization Vision Committee:* The CEO is the chair of the Organization Vision Committee. The members of the Organization Vision Committee oversee BMS's vision and purpose. BoD members are automatically members of this committee, but any BMLC members (Article V) can join as co-chairs as well. Edits to Article I of these bylaws require 100% approval (consensus) by the BoD.

### *Section 3 — Ad-hoc Committees*

*Section 3.1 — Education Committee:* The co-chairs of the Education Committee oversee BMS's education initiatives. The Education Committee shall be responsible for developing innovative educational initiatives and creating partnerships with existing educators.

*Section 3.2 — Consulting Services Committee:* The co-chairs of the Consulting Services Committee oversee BMS's consulting services, which shall be carried out on a not-for-profit basis only. The Consulting Services Committee shall be responsible for developing consulting services, and prepare consulting bids. Engagements shall not be accepted without the prior written approval of a majority (defined in Article III, section 6) of the BoD, after completion of a conflict procedure.

*Section 3.3 — Scientific Committee:* The co-chairs of the Scientific Committee oversee BMS's scientific endeavors. The Scientific Committee shall be responsible for developing initiatives, preparing proposals, building with teams of scientists to do the proposed work, writing peer-reviewed publications, and developing strong outreach components. Each publication shall be accompanied by an article, press release, and other Web 2.0 releases (such as, but not limited to in-house interviews of BMS scientists and posted on BMS' web portal, and Q&A Internet forum) targeted to the general public, and to be posted on BMS's Internet portal. In addition to initiatives, the BoD must approve all final proposals before submission.

*Section 3.4 — Engineering Committee:* The co-chairs of the Engineering Committee oversee BMS's engineering endeavors. The Engineering Committee shall be responsible for developing initiatives, preparing proposals, building teams of engineers to do the work, writing peer-reviewed publications and/or developing products. Each publication and product development shall be accompanied by an article, press release, and other Web 2.0 releases (such as, but not limited to in-house interviews of BMS engineers and posted on BMS' web portal, and Q&A Internet forum) targeted to the general public, and to be posted on BMS's Internet portal. In addition to initiatives, the BoD must approve all final proposals before submission.

## ARTICLE V — BLUE MARBLE LEADERSHIP COUNCIL

*Section 1 — Definition:* The Blue Marble Leadership Council represents the core of BMS leadership. Only Members of the BMLC can join Committees and elect members of the BoD (Article III, section 7).

*Section 2 — Selections:* Members of the BMLC are selected by each initiative and are appointed for

two year renewable terms. Each initiative shall select no more than one representative to serve on the BMLC, and no individual on the BMLC shall represent more than one Initiative. Election of a BMLC representative is an option, not a requirement, available to Initiatives that satisfy the following criteria:

- Submission of a mission statement of the Initiative to the BoD – The mission statement should describe the purpose and scope of the initiative and should be approved by the Initiative founder and at least one other volunteer or paid staff of the Initiative.
- Evidence of regular activity – BMLC members should be able to demonstrate the activities of their Initiative if requested by BoD members. Evidence of such activity may include newsletters, blog entries, fliers for outreach events, and other materials linked to the Initiative's goals. The regularity of activities may differ according to the purpose of each Initiative; however, any Initiative deemed *abandoned* by the BoD due to prolonged lack of activity is ineligible for representation on the BMLC.
- Submission of annual updates – Each Initiative should submit a one paragraph description of its major program activities, accomplishments, and deliverables at the end of each fiscal year to the BoD. This information may be used in the completion of IRS Form 990.

*Section 3 — Structure:* Members of the BMLC all have the titles of “co-chairs”, and may join a particular Committee (as defined Article IV, Section 1a). BMLC members can co-chair several Committees as long as they are involved in active Initiatives within the respective Committees. Exceptions to this are BoD members, who are automatically appointed co-chairs of the Management and Vision Committees. BMLC members may join as co-chairs the Vision Committee (as defined in Article IV, Section 3), but not the Management Committee (as defined in Article IV, Section 2).

## ARTICLE VI — BOARD OF ADVISORS

*Section 1 — Board Role:* the Board of Advisors advises the BoD. It shall not have any executive privileges, nor responsibilities for the administration and leadership of BMS. BoA members shall not be eligible for financial compensation.

*Section 2 — Board Members:* “Advisors” and “Senior Advisors” are appointed by the BoD.

## ARTICLE VII – ADMINISTRATION OF DONATIONS

*Section 1 — Donations:* All donations of any nature, unless designated for a specific purpose, shall be used for such purposes as the BoD may direct and in line with the vision, goals and policies of BMS; and in the absence of any direction by the BoD, such may be used for the general purposes of BMS. Donations include bequests and devises of deceased persons. At the discretion of the BoD, BMS may raise revenues through fund-raising activities and donations. The BoD has the right to refuse any donation made or offered to BMS with or without cause in its sole discretion.

*Section 2 — All Donations Subject to these Bylaws:* Donors may make donations to or for the use of BMS by naming or otherwise identifying BMS or any of its initiatives in the gift transfer instrument. Each donor by making a donation to or for the use of BMS accepts and agrees to all the terms of these Bylaws. Further, each donor specifically provides that any fund created as a result of such donation shall



be subject to the provisions in these Bylaws relating to the presumption of donor's intent, the variance from donor's directions, for amendments and dissolution, and to all other terms of these Bylaws as amended from time to time.

*Section 3 — Improper Donor Directions:* If any direction by the donor, however expressed, would, if followed, result in the use of any donation or fund contrary to the vision, goals and policies of BMS, or if the BoD is advised by counsel that there is a substantial risk of such result, the direction shall not be followed, but shall be varied by the BoD so far as necessary to avoid such result, except that if a donor has clearly stated that compliance with the direction is a condition of such donation, then the donation shall not be accepted in case of such advice unless an appropriate judicial or administrative body first determines that the condition and direction need not be followed. Reasonable charges and expenses of counsel for such advice and proceedings shall be proper expenses of administration.

*Section 4 — Changed Circumstances:* Whenever the BoD decides that conditions or circumstances are such or have so changed since a direction by the donor as to purpose, or as to manner of distribution or use, that literal compliance with the direction is unnecessary, undesirable, impractical or impossible, or the direction is not consistent with BMS's charitable purposes, it may, by affirmative majority vote (as defined in these Bylaws) of the BoD, order such variance from the direction and such application of the whole or any part of the principal or income of the fund to other charitable purposes, as in its judgment will then more effectively serve such needs. Similarly, whenever the BoD decides that a donor's directions as to investment or administration have because of changed circumstances or conditions or experience proved impractical or unreasonably onerous, and impedes effectual serving of such needs, the BoD may likewise order a variance from such directions to the extent in its judgment is necessary.

*Section 5 — Charitable Trusts:* If a donation is made to BMS by means of any charitable trust or charitable trust instrument, the payments to or for the use of BMS shall be regarded as BMS funds only when BMS becomes entitled to their use, but the BoD may take such actions as it from time to time deems necessary to protect BMS's rights to receive such payments.

*Section 6 — Making of Distributions:* The BoD may, in furtherance of BMS's vision, goals and policies, when needs therefore have been determined, and with appropriate provisions to assure use solely for such purposes, direct distributions to such persons, organizations, governments or governmental agencies as in the opinion of the BoD can best carry out such purposes or help create new qualified organizations to carry out such purposes.

## ARTICLE VIII — ASSETS

*Section 1 — Definition of Net Income:* Net income is equal to the income that BMS has acquired after subtracting costs and expenses from the total revenue.

*Section 2 — Dedication of Assets:* The property of BMS is irrevocably and permanently dedicated to charitable purposes and no part of the net income or assets shall ever inure to the benefit of any private individual.

*Section 3 — Distribution of Assets:* Upon the dissolution or winding-up of BMS, its assets remaining after payment, or provision for payment, of all debts and liabilities of BMS shall be distributed to a nonprofit fund or foundation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of



1954, or corresponding provisions of subsequent federal tax laws. As of the date of this document, the sole beneficiary of the assets of BMS is the Space Generation Advisory Council. In the event that the Space Generation Advisory Council no longer exists or has materially changed its mission and purpose when BMS is wound up, the BoD will choose a different beneficiary of BMS' remaining assets, within the meaning of this Section, by means of a majority vote of the BoD.

*Section 4 — Dissolution:* Dissolution of BMS requires a consensus among the BoD following exploration of all possible means to keep the organization solvent.

## ARTICLE IX — CONFLICT OF INTEREST

*Section 1 — Full disclosure:* The names of individuals and groups engaged in Initiatives or transactions with BMS shall be made public, by means of confidential electronic mail notification by the CEO to the BoD, BMLC, and BoA. Any BoD, BMLC, BoA, paid staff, and volunteers should make known their connections with groups doing business with the organization.

*Section 2 — Policy:* Any BoD, BMLC, and BoA members involved in business decisions involving receipt of grant money, submission of proposals, receipt of consulting contracts and submission of consulting bids who have a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the BoD, of such nature that it prevents or may prevent that member from acting on the matter in an impartial and ethical manner, must offer recuse him/herself and refrain from discussion and voting on said item. Failure to disclose connections in accordance with this Section is reasonable cause for dismissal from the BoD or BoA in accordance with Article III, Section 10 above.

*Section 3 — Delinquency and Unethical Conduct:* In the event that a member of the BoD, BMLC, BoA, paid staff, or volunteer is suspected of having engaged in inappropriate or unethical conduct, other individuals in the BoD or BMLC may recommend to the BoD that an inquiry committee (IC) be formed. BMS team-members must submit such a request first to their Initiative co-chair. Failure by an Initiative co-chair to follow up on requests for the establishment of an IC in a reasonably prompt manner may result in the dismissal by the BoD of the co-chair in question from the BMLC.

An IC is appointed by the BoD to investigate particular acts of delinquency or unethical conduct and consists of no fewer than 3 (three) Members of the BMLC. Upon completion of its investigation, the IC will recommend a course of action to the BoD. The subject(s) of an IC investigation shall be granted an opportunity to review and contest any IC findings or recommendations formally before the BoD. However, the determination made by the BoD with respect to delinquency or unethical conduct shall be considered final.

*Section 4 — Preventing Conflict Situations:* BMS, through the BoD, shall encourage all fiduciaries to prevent conflicts of interest where possible.

- (a) Fiduciaries should refuse to enter into self-dealing relationships with BMS as a vendor.
- (b) Fiduciaries should not accept anything but gifts of insubstantial value from vendors.
- (c) The lending of employees to, or acceptance of loaned employees from, other organizations should be avoided. If done, however, a clearly drafted contract defining wages, responsibilities, indemnification and conditions of employment is required.
- (d) Fund raisers should be advised not to recommend that making any donation to BMS is in the best interests of a donor.
- (e) Financial, tax, and legal aspects of giving to BMS should be discussed with a donor only when the donor has independent financial, tax or legal counsel present.
- (f) Donors who plan to make a sizeable gift in response to a personal solicitation should be encouraged to act only with the advice of independent counsel.

(g) A fiduciary should not participate in any way to submit, review, process or make a recommendation concerning a funding proposal on behalf of any potential or actual grant recipient which employs him or her or with which the fiduciary is affiliated or related, or concerning a funding proposal for a project in which the fiduciary will participate.

## ARTICLE X — OTHER FINANCIAL AND PROPERTY MATTERS

*Section 1 — Property of BMS:* The title to all property of BMS, both real and personal, shall be vested in BMS.

*Section 2 — Contracts:* The BoD may authorize any officer, BMLC member, or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of BMS. Such authority may be general or confined to a specific instance. Unless so authorized by the BoD, no BMS member shall have any power or authority to bind BMS by any contract or engagement, or to pledge its credit, or render it financially liable for any purpose or to any amount. When the execution of any contract or other instrument has been authorized by the BoD without specification of the executing officer, the ED, or designated BoD/BMLC member may execute the same in the name of, and on behalf of BMS.

*Section 3 — Appointment and Employment of Advisors:* The BoD may from time to time appoint, as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out BMS's purposes. The BoD is authorized to employ such persons, including an executive officer, attorneys, accountants, agents and assistants as in its opinion are needed for the administration of BMS and to pay reasonable compensation for services and expenses thereof.

*Section 4 — Financial Statements and Reports:* An independent auditor appointed or approved by the BoD shall at such time as the BoD determines prepare for BMS as a whole a consolidated financial statement, including a statement of combined capital assets and liabilities, a statement of revenues, expenses and distributions, a list of projects and/or organizations to or for which funds were used or distributed for charitable purposes, and such other additional reports or information as may be ordered from time to time by the BoD. The auditor shall also prepare such financial data as may be necessary for returns or reports required by state or federal government to be filed by BMS. The auditor's charges and expenses shall be proper expenses of administration.

*Section 4 — Limitations on Debt:* No debt shall be incurred by BMS beyond the accounts payable incurred by it as a result of its ordinary operating expenses, and no evidence of indebtedness shall be issued in the name of BMS unless authorized by the BoD.

*Section 5 — Liability of Directors:* No director of BMS shall be personally liable to its creditors or for any indebtedness or liability and any and all creditors shall look only to BMS's assets for payment. Further, neither any member of the BoD or BMLC nor any of its individual members shall be liable for acts, neglects or defaults of an employee, agent or representative selected with reasonable care, nor for anything the same may do or refrain from doing in good faith, including the following of done in good faith: errors in judgment, acts done or committed on advice of counsel, or any mistakes of fact or law.

*Section 6 — Procurement policies:* No purchases may be made using BMS cash or credit assets before a reasonable effort has been undertaken to ensure that competitive prices have been surveyed and an optimal vendor selected.

Section 7 — *Health care eligibility*: All BMS employees with at least 20 hours of work per week are eligible for medical and dental insurance through BMS. Eligible employees, and their dependents, are eligible for coverage following the 1<sup>st</sup> of the month after the date of hire.

Section 8 — *Intellectual property and inventions*: Any intellectual property or invention created, in whole or in part, by members of a BMS initiative, or from the use of BMS equipment or facilities, remain the property of the creators. Any BMS member (defined in Article II, Section 1) who intends to develop and maintain property rights in any invention, which relates in any way to the products or services of BMS initiatives, is required to notify BMS of their intent. BMS shall lay no claim to any copyrights, patents, or other pieces of intellectual property that are developed by its members. Intellectual property and patents generated from BMS remain solely with the inventor. If profits are generated from intellectual property created during a BMS-sponsored project, then donations of a portion of the proceeds to BMS or BMS-led initiatives are strongly encouraged, though not required.

Section 8a — *Intellectual freedom*: BMS is committed to upholding an environment that promotes the freedom of open and honest inquiry. It is not the proper role of BMS to attempt to shield individuals from ideas that could be construed as unwelcome, unwise, or even deeply offensive. Although all disagreements should remain civil (following the provisions in the employee handbook; Article X, Section 9), concerns about the offensive nature of ideas can never be used as a justification for closing off discussion. BMS may reasonably restrict expression that is illegal, defames an individual, constitutes a genuine threat or harassment, substantially invades privacy, or otherwise undermines the functioning of BMS. BMS may also reasonably regulate the time, place, and manner of expression in order to prevent disruption of its ordinary activities. But such narrow exceptions should never be used in a manner that is inconsistent with the commitment of BMS to a completely free and open discussion of ideas. It remains up to the individuals within the BMS community, not BMS as an organization, to judge the merits of ideas for themselves and to act on such judgements by openly and vigorously contesting any ideas that they oppose.

Section 9 — *Employee handbook*: Detailed policies regarding hiring, orientation, accommodation, wages, travel expenses, business expenses, performance, discipline, termination, standards of conduct, benefits, and other company-related guidelines are described in the employee handbook. This handbook is provided to all employees at the time of hire. A modified version of the handbook for volunteers is also made available to all BMS members. The BoD reserves the right to revise, add, or delete from this handbook as it determines to be in its best interest except the policy concerning at will employment. When changes are made to the policies and guidelines contained in the handbook, these changes should be communicated to employees and members in a timely fashion, typically in a written supplement to the handbook or in a posting on company email groups.

## ARTICLE XI — PROHIBITED ACTIVITIES

Section 1 — *Actions Jeopardizing Tax Status*: BMS shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxes under §501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal

revenue law.

*Section 2 — Lobbying and Political Activities*

(a) BMS shall not lobby (including the publishing or distribution of statements) or otherwise attempt to influence legislation except as authorized by a resolution adopted by the Board of Directors.

(b) BMS shall not participate or intervene in (including the publishing or distribution of statements) any political or judicial campaign on behalf of any candidate for public office whatsoever.

*Section 3 — Private Inurement:* No part of the net income or net assets of BMS shall inure to the benefit of, or be distributable to, its directors, advisers, members or other private persons. However, BMS is authorized to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its tax exempt purposes.

*Section 4 — Non-Discrimination:* In the conduct of all aspects of its activities, BMS shall not discriminate on the grounds of age, race, color, national origin, ancestry, religion, sex, gender, sexual orientation, pregnancy (including childbirth, lactation and related medical conditions), physical or mental disability, genetic information (including testing and characteristics), veteran status, uniformed service member status, or any other status protected by federal, state, or local laws..

Title IX of the Education Amendments of 1972 protects individuals from discrimination based on sex in any educational program or activity operated by recipients of federal financial assistance. Sexual harassment, which includes acts of sexual violence, is a form of sex discrimination prohibited by Title IX. BMS does not discriminate on the basis of sex in the employment, education programs or activities it operates. The Title IX coordinator is the President & CEO of BMS and can be contacted regarding any grievances.

Section 504 of the Rehabilitation Act of 1973 prohibits the Company from discriminating on the basis of disability (29 U.S.C. 794). The Company will provide reasonable accommodation for employees with disabilities, program accessibility, and effective communication for individuals who have hearing or vision disabilities. The Section 504 coordinator is the COO of BMS and can be contacted regarding any grievances.

*Section 5 — Litigation:* BMS shall not be a voluntary party in any litigation without the prior written approval of the BoD.

*Section 6 — Corporate Leaders:* Only BoD members of BMS may lead BMS meetings and other BMS activities.

*Section 7 — Foreign Corrupt Practices Act:* It is the unalterable policy of BMS and its initiatives to comply with the provisions of the Foreign Corrupt Practices Act (FCPA). Compliance with the FCPA is mandatory. No employee or contractor has the authority to act contrary to the provisions of the FCPA or to authorize, direct or condone violations of it by any other employee or contractor or by any agent. No employee or contractor shall offer, promise, make, or facilitate the making of, payments to foreign officials or officials of a public international organization as are prohibited by the FCPA. Any employee who has knowledge of facts or incidents which he or she believes may be in violation of the FCPA has an obligation, promptly after learning of such fact or incident, to review the matter with the BoD. Any employee or contractor who violates the FCPA, who orders another to violate the FCPA, or who

knowingly permits a subordinate to violate the FCPA, will be subject to appropriate disciplinary action.

*Section 8 — Harassment:* BMS recognizes a moral and legal responsibility to provide a work environment for employees, contractors, volunteers and visitors that is free from harassment. BMS considers harassment as unacceptable behavior and it will not be tolerated under any circumstances. It is the responsibility of BMS to create a culture that recognizes harassment as unacceptable behavior and where everyone can realize their full potential. Reports of harassment will be investigated by the BoD promptly and confidentially.

*Section 9 — Equal Employment Opportunity:* BMS provides equal employment opportunities (EEO) to all employees and applicants for employment without regard to race, color, religion, gender, sexual orientation, gender identity or expression, national origin, age, disability, genetic information, marital status, amnesty, or status as a covered veteran in accordance with applicable federal, state and local laws. BMS complies with applicable state and local laws governing non-discrimination in employment in every location in which the company has facilities. This policy applies to all terms and conditions of employment, including, but not limited to, hiring, placement, promotion, termination, layoff, recall, transfer, leaves of absence, compensation, and training.

## ARTICLE XII – INDEMNIFICATION

*Section 1 — Indemnification of BoD and BMLC members:* To the fullest extent permitted by the laws of State of Washington, including future amendments of those laws, BMS shall indemnify and hold harmless each BoD and BMLC member of BMS against any and all claims, liabilities, and expenses (including attorneys' fees, judgments, fines, and amounts paid in settlement) actually and reasonably incurred and arising from any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, to which any such person shall have become subject by reason of having acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of BMS, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful. However, the foregoing shall not apply to:

- (a) any breach of such person's duty of loyalty to BMS;
- (b) any act or omission by such person not in good faith or which involves intentional misconduct or where such person had reasonable cause to believe their conduct was unlawful;
- (c) any transaction from which such person derived any improper personal benefit.

*Section 2 — Determination of Entitlement of BoD and BMLC members to Indemnification:* The decision concerning whether a director or officer seeking indemnification has satisfied the provisions of Section 5.1 shall be made by (i) the BoD by a majority vote consisting of directors who are not parties to the action, suit, or proceeding giving rise to the claim for indemnity ("Disinterested Directors"), whether or not such majority constitutes a quorum; (ii) if there are no Disinterested Directors, or if the Disinterested Directors so direct, by independent legal counsel in a written opinion.

*Section 3 — Indemnification of Initiative members:* The BoD may, in such cases as, in its complete discretion, it deems appropriate, indemnify and hold harmless paid staff and volunteers, and persons who formerly held such positions against any or all claims and liabilities (including reasonable legal fees and other expenses incurred in connection with such claims or liabilities) to which any such person

shall have become subject by reason of having held such a position or having allegedly taken or omitted to take any action in connection with such position.

### ARTICLE XIII — AMENDMENTS

*Section 1 — Amendments:* These bylaws may be amended when necessary by 66% majority of the BoD. Proposed amendments must be submitted to the CEO. The CEO will ensure that amendment notifications are sent out with regular Board announcements (Article III, Section 4).



CERTIFICATION

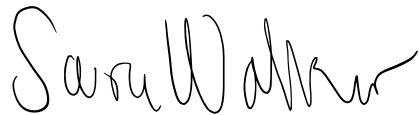
These bylaws were approved at a meeting of the board of directors on July 10, 2018.

**Jacob Haqq-Misra**

**Sanjoy Som**

Handwritten signature of Sanjoy Som in black ink, written in a cursive style.

**Sara Imari Walker**

Handwritten signature of Sara Walker in black ink, written in a cursive style.