

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 — ORGANIZATIONAL ROLES

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

*Section 2 — Volunteer Definition:* A Volunteer is an individual involved with an Initiative (Article V) who is not a member of the BoD or paid staff.

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 paid staff of BMS subject to such limitations as may appear in the Bylaws, and to prescribe such powers and duties for BMS directors, BMS officers, and paid staff as consistent with law, with the Articles of Incorporation, and 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.
- (g) To perpetuate the BoD by nominating and electing qualified candidates that will maintain the duties of care, loyalty, and obedience to BMS.

*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 (Article III, Section 7). The electoral body shall be composed of all active members of the BoD. Current BoD members, paid staff, and volunteers are eligible to nominate candidates for election to the BoD, with self nominations permitted. Nominees shall be at least 18 years of age and must also be in good standing within BMS and US law. Nominees are not required to be US citizens or permanent residents and need not reside in the US.

*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 Chair 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. Authorized officers are voting members of the BoD and hold three-year terms, which must be re-authorized by majority vote 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 Chair 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 BMS employees or volunteers 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 BoD 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 BoD members based on the duties of care, loyalty, and obedience to BMS. Directors appointed shall act in their own right and not as representatives of any interest or group.

*Section 8 — Election procedures:* New directors shall be elected by a majority (66% or greater) of voting members of the BoD. Elections will be scheduled and organized by one or more neutral coordinators that have been designated by the BoD. Directors so elected shall serve a term beginning on the first day of the next month.

*Section 9 — Vacancies:* When a vacancy on the BoD arises mid-term, the CEO must receive nominations for new members two weeks in advance of a scheduled election. These nominations shall be sent out to BoD 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. 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 BoD 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 BoD (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 Chair. A BoD member may be dismissed from the BoD by a 75% vote of the remaining directors due to excessive absence, lack of communication, or misrepresentation of the organization’s values as defined by its code of ethics, missions statement, and vision statement

*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, COO, and CFO, is 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 BoD that manages the operations and strategic planning of the organization.

*Section 2 — Standing Committees:* The Standing Committees are responsible for conducting the essential functions of the organization. These committees are permanent and cannot be disbanded without modifying these bylaws.

*Section 2.1 — Management Committee:* The COO is the chair of the 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 CEO. The Management Committee is responsible for the daily operation of the organization. All research grants and engineering proposals must be approved by the Management Committee before submission.

*Section 2.2 — Organizational Vision Committee:* The CEO is the chair of the Organizational Vision Committee. The members of the Organizational Vision Committee oversee the vision and purpose of BMS. All BoD members are automatically members of this committee. The Organizational Vision Committee is responsible for writing and updating the mission statement, vision statement, and strategic plan.

*Section 2.3 — Finance Committee:* The CFO is the chair of the Finance Committee. The Finance Committee 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 paid staff and the public.

*Section 2.4 — Governance Committee:* The chair of the Governance Committee is a BoD member appointed by the Chair of the BoD. The Governance Committee is responsible for board development and board evaluation.

*Section 3 — Ad-hoc Committees:* Any committees other than the Standing Committees are considered Ad-hoc Committees. The BoD may create and disband Ad-hoc Committees as needed.

## ARTICLE V — INITIATIVES

*Section 1 — Initiative Definition:* An Initiative is an action-item or program that serves to further the mission of BMS. Initiatives are proposed by employees or volunteers 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. **Initiatives are the visible front of BMS.**

*Section 2 — Requirements:* Each initiative shall select no more than one representative to serve as the initiative leader. The initiative leader serves as a liaison between the initiative and the BoD. Initiative leaders are required to 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 – The initiative leader 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, an Initiative may be deemed *abandoned* by the BoD due to prolonged lack of activity for at least two years.
- Submission of annual updates – Each Initiative leader should submit a one paragraph description of its major program activities, accomplishments, and deliverables at the end of each fiscal year to the BoD. Initiative leaders may also choose to present annual updates verbally at a BoD meeting.

## ARTICLE VI – 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 VII — 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 VIII — 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. All BoD members, paid staff, and volunteers should make known their connections with groups doing business with the organization.

*Section 2 — Policy:* Any BoD 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 in accordance with Article III, Section 10 above.

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

Upon receiving a request for the establishment of an IC, the BoD will first review the allegations to identify the specific breaches of the company's bylaws, handbook, or code of ethics by the parties involved. The BoD will recommend formation of an IC for any significant breach of its bylaws, handbook, or code of ethics by any of its members or volunteers. However, the BoD may not recommend formation of an IC for any conduct that occurred at another workplace or organization where BMS policies may not hold jurisdiction.

An IC is appointed by the BoD to investigate particular acts of delinquency or unethical conduct and consists of no fewer than three people. The IC may include BoD members, paid staff and volunteers, selected at the discretion of the BoD. 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 IX — 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, 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 paid staff or volunteer 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 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 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, no member of the BoD 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 paid staff or volunteer 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 paid staff. 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 X — 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 engage in lobbying activities that are substantial compared to the company's other program expenses. BMS will conduct either a substantial part test or a 501(h) expenditure test at the close of each fiscal year to ensure that lobbying activities remained insubstantial.

(b) BMS shall not participate or intervene in partisan political campaign activities, including the publishing or distribution of statements or printed materials that support or oppose specific candidates for public office.

*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 XI – INDEMNIFICATION

*Section 1 — Indemnification of BoD 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 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, care, or obedience 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 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 XII — AMENDMENTS

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

## CERTIFICATION

These bylaws were approved by the board of directors on 27 August 2021.



**Jacob Haqq-Misra**



**Sanjoy Som**



**Rafael Loureiro**



**Crystal Riley**