



Bylaws of the Initiative for Responsible Mining Assurance

Incorporated under the laws of the State of Washington, U.S.A.

Version 2.0

October 2021

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**Bylaws
Of the
Initiative for Responsible Mining Assurance
Version 2.0 October 2021**

ARTICLE I

Name, Location, and Offices

1.1 Name

The name of this corporation shall be “Initiative for Responsible Mining Assurance.”

1.2 Registered Office and Agent

The corporation shall maintain a registered office in the State of Washington and shall have registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the Washington Nonprofit Corporation Act.

1.3 Other Offices

The principal office of the corporation shall be located in the State of Washington. The corporation may have other offices at such place or places within or outside the State of Washington, as the Board of Directors may determine from time to time or the affairs of the corporation may require or make desirable.

ARTICLE II

Purposes and Governing Instruments

2.1 Nonprofit Corporation

The corporation shall be organized and operated as a nonprofit corporation under the provisions of the Washington Nonprofit Corporation Act.

2.2 Charitable Purposes

The purposes of the corporation, as set forth in the articles of incorporation, are exclusively charitable within the meaning of section 501 (c)(3) of the Internal Revenue Code. In furtherance of such purposes, the corporation shall have full power and authority:

- a) To make gifts, grants, and contributions for any charitable, scientific, or educational purpose within the meaning of section 501 (c)(3) of the Internal Revenue Code;
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- b) To receive and accept property, whether real, personal, or mixed, by way of gift, bequest, or devise, from any person, firm, trust, or corporation, to be held, administered, and disposed of in accordance with and pursuant to the governing instruments of the corporation, as the same shall be amended from time to time; and
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- c) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Directors in its discretion, to carry out any of the purposes of the corporation, as set forth in the articles of incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Washington Nonprofit Corporation Act (within and subject to the limitations of section 501 (c)(3) of the Internal Revenue Code).

2.3 Governing Instruments

The corporation shall be governed by its articles of incorporation and these bylaws.

ARTICLE III

Membership

3.1 Members

To become a regular member of IRMA, organizations and companies may apply for membership with affiliation in one of six sectors: Mining (mining companies), Purchasing/Downstream (wholesale/retail purchasers of mined products), Non-Governmental Organizations (environmental and social), Organized Labor (trade unions and labor rights organizations), Community Organizations (organizations and other entities representing mining affected communities), Finance/Investment (companies investing in mining and improvements to mining). Accepted member organizations shall designate a “registered representative” (lead employee or a formal associate) responsible for representing the organization during IRMA meetings and events. Members shall complete an application, affiliate with one of six sectors, agree to meet and comply with all policies set forth in IRMA’s Membership Policies and Procedures,

and pay dues and any other fees that the Board may establish. The Board of Directors may set fees in such amounts as it shall deem necessary, including, and without limitation, annual dues. The Board of Directors may from time to time add additional sectors to the current six.

3.2 Admission Procedure

Members shall only be admitted to membership as provided in IRMA's Membership Policies & Procedures as adopted by the Board of Directors.

3.3 Member Roles

Representatives of Member organizations participate in the work of IRMA in one of six sectors, as described in IRMA's Membership Policies and Procedures: (a) Mining Company (b) Downstream Purchaser; (c) Non-Governmental Organization; (d) Community Organization; (e) Organized Labor; and (f) Finance/Investment. IRMA seeks to achieve balanced representation of all six sectors through a variety of mechanisms (Board of Directors, committees and working groups) in all significant deliberations and decision-making. Unless otherwise determined by the Board of Directors, all working groups and committees of IRMA, whose work shall result in recommendations or work products on behalf of IRMA, shall ensure balanced representation by each of the Member sectors described in IRMA's Membership Policies and Procedures. Procedures for achieving equal representation of each Member sector are described in IRMA's Membership Policies and Procedures.

3.4 Resignation / Termination

There are no refunds for membership dues. Resignation or termination of membership shall not relieve a Member of responsibility for any financial obligations, including dues and other amounts due, accrued up to the effective date of membership termination. Membership in IRMA may be terminated as follows:

- a) Voluntary. The Member voluntarily resigns membership. In the event of such resignation, dues already paid for the current year shall not be refunded. If membership is terminated by Member resignation, and for no other basis, the Member may rejoin IRMA.
- b) Dues Shortfall. The Member has not paid dues or other financial obligations to IRMA as of the expiration date and after the expiration of any grace period as may be further set forth in IRMA's Membership Policies and Procedures. Termination of membership for failure to pay dues is automatic and no further process shall be afforded a Member in such instance. If membership is terminated by failure to pay dues, the Member may rejoin IRMA.

- c) Expulsion. The Member is expelled for actions which the IRMA Executive Committee determines are prejudicial to the welfare, interest or character of IRMA, including but not limited to the following:
1. **Willful violation of these Bylaws;**
 2. **Extending member benefits to individuals other than those individuals who are employees or otherwise formally affiliated with the member organization;**
 3. **Continued misuse of IRMA intellectual property (ex. logos, claims, propriety tools, etc.) after receiving a demand to cease and desist;**
 4. **Re-sale of information purchased or received from IRMA at the Member discounted rate unless explicitly authorized by IRMA;**
 5. **Falsely representing relationship with IRMA (for example, stating that IRMA certifies a member organization's mining operation, processing operation or product);**
 6. **Publishing false information about IRMA;**
 7. **Failure to adhere to IRMA's policies; and**
 8. **Failure to adhere to the Code of Conduct as described in IRMA's Membership Policies and Procedures.**

When IRMA's Secretariat staff believes a Member should be expelled, they shall make this recommendation to the full Board of Directors. If the IRMA Board of Directors support the Secretariat staff recommendation, then IRMA shall provide notice to the Member's registered representative by email and mail (at the email address and mailing address last provided by Member to IRMA), with a copy to the Member's CEO/Senior Executive or, if an individual Member, directly to the Member, notifying the Member of the alleged basis for expulsion.

The Member may appeal the Board decision to IRMA's Executive Committee (see Article 5.10) by making a written appeal within 30 calendar days of notification of the decision. Such appeal shall be sent by email with receipt confirmed by IRMA. The written appeal should detail the reasons the Member believes the Board decision to have been in error and/or should request sanctions other than those determined by the Board. IRMA's Executive Committee shall consider such a request at its next regularly scheduled meeting. The Member may request the opportunity to participate in the meeting. In its sole discretion, the Executive Committee shall determine whether to permit the Member to make an oral presentation to the Executive Committee and at which meeting such presentation shall occur. The Executive Committee shall make a decision on the appeal within 20 days of the later of the meeting at which it reviewed the appeal or the Member presentation occurred and shall cause its decision to be rendered to the Member in writing. The decision of the Executive Committee is final and may not be further appealed.

3.5 Review

The Board shall evaluate all IRMA membership requirements periodically and remove or enact requirements as appropriate for achieving the mission of IRMA.

ARTICLE IV

Membership Meetings and Voting

4.1 Representation

Each Member shall be entitled to one vote. The registered representative shall be responsible for casting the Member's vote.

4.2 Annual Meeting

An annual meeting of the membership for business or other purposes—as may be stated in the notice of the meeting—shall be held once a year at a time, place and date to be determined by the Board of Directors. Upon the approval of the Board of Directors, the annual meeting may be held by means of the Internet or other electronic communications technology in a fashion pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, and make comments.

4.3 Notice

Written notice of a meeting, annual or special, stating the place, date and hour of the meeting, (and in cases of a special meeting, stating the purpose or purposes for which the meeting is called) shall be given to each Member entitled to vote at such meeting, not less than 20 days nor more than 50 days before the date of the meeting. Notice may be given by mail, courier, facsimile, or email. Notice shall be deemed given if it is sent to the last address, fax number or email address, as applicable, provided by the Member to IRMA.

4.4 Proxies

At any meeting of the membership, a Member entitled to vote may vote by proxy executed in writing by the Member or their duly authorized representative. A proxy is valid for only one meeting. The number of Members that a proxy represents shall be limited to one.

4.5 Voting

A Member may vote in-person in an IRMA meeting, in a web-based electronic-hosted meeting, by email, or any other means of electronic communications technology.

ARTICLE V

Board of Directors

5.1 Authority and Responsibility of the Board of Directors

The supreme authority of the corporation and the government and management of the affairs of the corporation shall be vested in the Board of Directors; and all the powers, duties, and functions of the corporation conferred by the articles of incorporation, these bylaws, state statutes, common law, court decisions, or otherwise, shall be exercised, performed, or controlled by or under the authority of the Board of Directors.

The governing body of the corporation shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the management, affairs and property of the corporation; shall determine its policies or changes therein; and shall actively pursue its purposes and objectives and supervise the disbursement of its funds. The Board of Directors may adopt such rules and regulations for the conduct of its business and the business of the corporation as shall be deemed advisable and according to Article 6.6. Under no circumstances, however, shall any actions be taken which are inconsistent with the articles of incorporation and these bylaws; and the fundamental and basic purposes of the corporation, as expressed in the articles of incorporation and these bylaws, shall not be amended or changed.

The Board of Directors shall not permit any part of the net earnings or capital of the corporation to inure to the benefit of any member, Director, officer, trustee, or other private person or individual.

The Board of Directors is authorized to employ such person or persons, including an executive Director, or officers, attorneys, trustees, agents, and assistants, as in its judgement are necessary or desirable for the administration and management of the corporation, and to pay reasonable compensation for the services performed and expenses incurred by any such person or persons.

5.2 Composition

The regular Board of Directors of the corporation shall consist of not less than four (4) Directors; and at all times shall have no more than two representatives per sector, plus three At-Large Directors. Sectors with more than five members shall be represented by a Board-Appointed Director and a Member-Elected Director. Sectors with less than five members shall be represented by two Board-Appointed Directors. At-Large Directors may not be affiliated with any of IRMA's five sectors. The Executive

Director/President/CEO, shall serve, ex-officio, as a non-voting member of the Board of Directors. The Board of Directors is authorized to fix the precise number of Directors by resolution adopted from time to time by following the acceptable voting process outlined in Article 6.6.

5.3 Manner of Appointment and Term of Office

The Board of Directors shall elect the Board-Appointed Directors for each sector and also any At-Large Directors by a vote of the Board of Directors as provided in Article 5.4 of these bylaws. Member-Elected Directors representing their sector shall be elected according to procedures outlines in Article 5.4 and the IRMA Membership Policies & Procedures.

Each Director shall take office at the time and on the date specified by the Board of Directors and shall continue in office for a term of three (3) years and thereafter until his or her successor has been elected and has qualified or until his or her earlier death, resignation, retirement, or removal. Once IRMA is established as an independent organization per US 501(c)3, Directors may serve two consecutive terms for up to six years.

5.4 Eligibility and Election

Nominations for Board-Appointed Directors representing a sector and At-Large Directors shall be prepared by the Governance and Nominations Committee. Anyone nominated as a Board-Appointed Director representing a sector must be the registered representative of a qualified IRMA Member organization in good standing. The Governance and Nominations Committee shall be responsible for reviewing all nominees to ensure that they meet any eligibility requirements approved by the Board of Directors. Nominations for Board-Appointed Directors representing a sector and At-Large Directors shall be shared with the Board of Directors at least 45 days in advance of the meeting in which the Directors are to be elected.

The Governance and Nominations Committee is responsible for calling for nominations for Member-Elected Directors from the members within a sector. Nominees must be the registered representative of a qualified IRMA Member organization in good standing. The Governance and Nominations Committee shall be responsible for reviewing all nominees to ensure that they meet any eligibility requirements approved by the Board of Directors. The Governance and Nominations Committee shall share a ballot of qualified nominees for the Member-Elected Director with the members within the sector that meet the Member Policies and Procedures and make clear the timeline for the election (i.e. what is deadline for ballots to be returned, and then counted to

determine results).

5.5 Removal

Any Director may be removed, either for or without cause, at any regular, special, or annual meeting of the Board of Directors, according to Article 6.6. Notice of the intention to act upon such a matter shall have been given in the notice calling such meeting. A removed Director's successor may be elected at the same meeting to serve the unexpired term.

5.6 Vacancies

Any vacancy in the Board of Directors arising at any time and from any cause, including the authorization of an increase in the number of Directors, may be filled for the unexpired term at any meeting of the Board of Directors following decision making procedures outlined in Article 6.6. Upon expiration of that term, each Director so elected shall be given opportunity to be nominated to participate in an election for a following term of three years.

5.7 Compensation

Nothing contained in the governing instruments of the corporation shall be construed to prevent any Director from serving the corporation in any other capacity and receiving reasonable compensation for services rendered to, and in furtherance of the purposes and functions of, the corporation. No stated salary shall be paid to Directors, as such, for their services, but any Director may receive reimbursement for expenditures incurred on behalf of the corporation.

5.9 Committees

The Board of Directors can create and dissolve standing and temporary committees as it sees fit following the decision-making process outlined in Article 6.6.

5.10 Standing Committees

The membership of all Standing Committees shall be approved by the Board of Directors following the decision-making process outlined in Article 6.6 and shall reflect the multi-stakeholder mandate of IRMA.

(a) The Executive Committee is to include the officers of the corporation. The role of the Executive Committee is to:

- Hire and oversee the Executive Director/President/CEO
- Lead the work of the Board of Directors
- Review and assure accuracy of Minutes
- Review financial statements and budgets
- Affirm IRMA’s mandate to the multi-stakeholder mission
- Review appeals when a Member is being considered for expulsion for not following IRMA principles and membership guidelines (as described in Article 3.4)

(b) Standards Committee: The members of the Standards Committee shall be approved by the Board of Directors and shall reflect the multi-stakeholder mandate of IRMA. The role of the Standards Committee is to:

- Provide substantive feedback on questions regarding the IRMA Standard for Responsible Mining and other associated standards hosted by the organization
- Provide guidance on when and how revisions to the Standard for Responsible Mining and other associated standards are made
- Stay at the fore of “best practice” as technology and information change
- Maintain the trust and confidence of IRMA’s stakeholders

(c) Governance and Nominations Committee: Up to five (5) members, each representing a different sector of IRMA. The role of the Governance and Nominations Committee is to:

- Maintain an eligible roster of potential directors
- Manage nominations and elections procedures
- Prepare the slate of Board-Appointed Directors for approval by the Board of Directors
- Prepare the slate of Member-Appointed Directors for approval by the Members within a Sector

5.11 Initial Composition and Terms

The initial Directors of the corporation shall be the four (4) persons whose names and addresses appear in the articles of incorporation of the corporation filed with the Secretary of State of Washington.

Mining: Jonathan Samuel, Anglo American
Downstream: Samara Rudolph, Tiffany & Co.
NGO: Payal Sampat, Earthworks
Labor: Doug Olthuis, United Steelworkers

These four individuals shall serve as the initial Board of Directors until they have

appointed a new Board of Directors that includes a least one representative from four of IRMA's six sectors.

This initial Board of Directors shall have responsibility for appointing IRMA's first regular Board of Directors to include no more than two representatives from each of the six sectors for a total of twelve Directors. The terms of the sector representatives shall be staggered with the first director appointed from the sector given a two-year term and the second given a three-year term. The Initial Directors shall serve until a regular Board of Directors has been elected in the manner provided in this Article 5.11. The four individuals who serve as the initial Board of Directors are eligible to serve on the regular Board of Directors.

The Executive Director/President/CEO shall also serve, ex-officio, as a non-voting member of this Initial Board of Directors.

ARTICLE VI

Meetings

6.1 Place of Meetings

Meetings of the Board of Directors may be held at any place within or outside the State of Washington as set forth in the notice thereof or, in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver., or if no place is so specified, at the principal office of the corporation. Meetings of the Board of Directors may also take place electronically, via conference call, webinar, or other electronic distance means.

6.2 Annual Meetings; Notice

An annual meeting of the Board of Directors shall be held at the principal office of the corporation, or by electronic meeting means, or at such other place as the Board of Directors may determine on such day and at such time as the Board of Directors shall designate. Unless waived as contemplated in Article 7.2, notice of the time and place of such annual meeting shall be given by the Secretary, in accordance with Article 6.1, not less than twenty (20) days before such meeting.

6.3 Regular Meetings; Notice

Regular meetings of the Board of Directors may be held from time to time at such times and at such places as the Board of Directors may prescribe. Unless waived as contemplated in Article 7, notice of the time and place of any regular meeting shall be given by the Secretary, in accordance with Article 6.1, not less than thirty (20) days nor more than ninety (90) days before such meeting.

6.4 Special Meetings; Notice

Special meetings of the Board of Directors may be called by or at the request of the Chairperson or by any three (3) of the Directors in office at that time. Unless waived as contemplated in Article 7, notice of the time, place, and purpose of any special meeting of the Board of Directors shall be given by the Secretary, in accordance with Article 6.1, at least seventy-two (72) hours before such meeting.

6.5 Quorum

At meetings of the Board of Directors, a minimum of 4 Directors each representing a different sector plus a number of additional Directors to achieve no less than 66% of the total number of voting Directors must be present (attending by phone, electronic conference or in person, depending on the meeting structure) to achieve quorum and be considered an official Board of Directors meeting.

6.6 Vote Required for Action

Except as otherwise provided in these bylaws or by law, the IRMA Board of Directors shall strive to make decisions by consensus (defined as absence of strong objections of any member of the IRMA Board). When consensus is not attainable, decisions move to a vote according to the following procedure:

- a) For a vote to take place a quorum as defined in Section 6.5 must be present.
- b) A decision of at least 75% of the voting Directors present at a meeting at which a quorum is present shall be a decision of the IRMA Board of Directors (except for the caveat in “c” below).**
- c) If there are two ‘No’ votes from the same sector on a decision presented to the Board for action, the action is vetoed and no decision is made.
- d) If not all the Directors from a particular sector are able to participate in the vote then they will have up to one week following the meeting to review the decision and affirm or object to the vote. If no action is taken within a week, the absent Directors forgo their right to vote.
- e) If an entire sector is missing from the vote, they must be consulted with and given the one week described above to affirm or object to the vote before the vote is final. If no action is taken within a week, the absent Directors forgo their right to vote.
- f) Votes concluding in a veto will be re-examined by the Board of Directors during a subsequent meeting.

Adoption, amendment and repeal of a bylaw are provided for in Article 14 of these bylaws. Vacancies in the Board of Directors may be filled as provided in Article 8.5 of these bylaws.

6.7 Presumption of Assent

A Director who is present at a meeting of the Board of Directors when action is taken is deemed to have assented to the action unless (a) the Director objects to holding or transacting business at the beginning of the meeting or promptly upon the Director's arrival; (b) the Director's dissent or abstention from action taken is entered in the minutes of the meeting; or (c) the Director delivers written notice of the Director's dissent or abstention to the person acting as Secretary of the meeting before its adjournment. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

6.8 Action by Directors Without a Meeting

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent, in the form of a record, including an electronic record, setting forth the action so taken, is made in writing by all of the Directors then in office. Such consent shall have the same force and effect as an affirmative vote at a meeting duly called.

6.9 Telephone and Electronic Meetings

Directors may participate in and hold a meeting by means of conference telephone or similar electronic communication (e.g. Zoom, Teams, WebEx, etc.) by means of which all persons participating in the meeting can hear each other at the same time. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

6.10 Adjournments

A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the Directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

ARTICLE VII

Notice and Waiver

7.1 Procedure

Whenever these bylaws require notice to be given, the notice shall be given in accordance with this Article 7.1. Notice under these bylaws shall be in writing and shall most often be transmitted by electronic transmission (such as email and in supporting calendar notices), unless a Director indicates that they need to be informed by other methods (e.g. by telephone, by mail, or private carrier) Written notice, if in a comprehensible form, is effective at the earliest of the following:

- a) When received or when delivered, properly addressed, to the addressee's last known principal place of business or residence or email;
- b) Five (5) days after its receipt by email, or deposit in the mail, as evidenced by the postmark, if mailed with first-class postage prepaid and correctly addressed;
- c) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee;
- d) When successfully transmitted, if sent by electronic transmission to an address, location or system designated by the recipient for such purpose; or
- e) When posted on an electronic network and a separate posting has been delivered to the recipient with comprehensible instructions regarding how to obtain access to the posting.

In calculating time periods for notice, when a period of time measured in days, weeks, months, years, or other measurement of time is prescribed for the exercise of any privilege or the discharge of any duty, the first day shall not be counted but the last day shall be counted.

7.2 Waiver

Any notice may be waived before or after the date and time stated in the notice. Except as provided herein, the waiver must be in writing or in an electronic transmission, executed by the person entitled to the notice, and delivered to the corporation for inclusion in the minutes or filing with the corporate records. A person's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless such person at the beginning of the meeting (or promptly upon his or her arrival) objects to holding the meeting or transacting business at the meeting and does not

thereafter vote for or assent to action taken at the meeting.

ARTICLE VIII

Officers

8.1 Number and Qualifications

The executive officers of the corporation shall consist of a Chairperson, Vice Chairperson, Secretary, Treasurer and Executive Director/President/CEO. The Board of Directors may from time to time create and establish the duties of such other officers or assistant officers, including one or more Vice Chairpersons, as it deems necessary for the efficient management of the corporation, but the corporation shall not be required to have at any time any officers other than a Chairperson, Vice Chairperson, Secretary, Treasurer and Executive Director/President/CEO. Any two (2) or more offices may be held by the same person, except the offices of Chairperson and Secretary.

8.2 Appointment and Term of Office

The executive officers of the corporation shall be elected by the Board of Directors and shall serve for terms of three (3) years and thereafter until their successors have been elected and have qualified, or until their earlier death, resignation, removal, retirement, or disqualification.

8.3 Other Agents

The Board of Directors may appoint from time to time such non-voting agents as it may deem necessary or desirable, each of whom shall hold office at the pleasure of the Board of Directors, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.

8.4 Removal

Any officer or agent elected by the membership or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation shall be served thereby. However, any such removal shall be without prejudice to the contract rights, if any, of the officer or agent so removed. Election or appointment of an officer or agent shall not itself create contract rights.

8.5 Vacancies

A vacancy in any executive office arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board of Directors. A vacancy in any other office arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board of Directors.

8.6 Chairperson

The Chairperson shall see that all orders and resolutions of the Board of Directors are carried into effect. The Chairperson shall preside at the board meetings, meetings of the members of the Corporation and at meetings of the executive committee of the board. The Chairperson position may be held by two persons as Co-Chairpersons with the division and delegation of tasks of the Co-Chairpersons being agreed to by the Board of Directors and the Co-Chairpersons.

8.7 Vice Chairperson

The Vice Chairperson, shall perform the duties and have the authority and exercise the powers of the Chairperson in the absence or disability of the Chairperson. The Vice Chairperson shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

8.8 Secretary

The Secretary shall attend all meetings of the Board of Directors and record all votes, actions and the minutes of all proceedings in a book to be kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors. The Secretary shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

8.9 Treasurer

The Treasurer shall use reasonable business judgment to safeguard the funds of IRMA and ensure that accurate accounts of receipts and disbursements are prepared. The Treasurer shall also review, annually, the budget submitted by the Executive Director/President/CEO to be discussed and approved by the Board of Directors. The Chairperson may appoint an Assistant Treasurer to assist the Treasurer, and who may perform the same duties as the Treasurer. The Treasurer shall fulfill the duties of the Treasurer as set forth in Board-approved policies.

8.10 President/CEO/Executive Director

The Executive Director/President/CEO is first the chief executive officer, a staff position without term limits. The Executive Director/President/CEO also serves ex-officio on the Board of Directors as President in a non-voting capacity.

- a) The Executive Director/President/CEO, subject to the control of the Board of Directors shall be authorized to sign checks, drafts, and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, and statements and reports required to be filed with government officials or agencies; and he or she shall be authorized to enter into any contract or agreement and to execute in the corporate name, along with the Secretary, any instrument or other writing.
- b) The Executive Director/President/CEO shall have the right to supervise and direct the management and operation of the corporation and to make all decisions as to policy and otherwise which may arise between meetings of the Board of Directors, and the other officers, employees, if any, and agents of the corporation shall be under his or her supervision and control during such interim.
- c) The Executive Director/President/CEO shall see that all orders and resolutions of the Board of Directors are carried into effect. The Executive Director/President/CEO shall keep the Board of Directors and all officers and committees of the corporation fully informed as to the business and affairs of the corporation and shall consult freely with them concerning the business and affairs of the corporation.
- d) The Executive Director/President/CEO shall employ, discharge, supervise and determine the compensation of employees of the corporation who are not employed by the Board of Directors itself or whose employment is not otherwise provided for; and the CEO shall have general charge of all operating functions and activities of the corporation.
- e) The Executive Director/President/CEO shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

ARTICLE IX

Board of Advisors

9.1 Appointment

The Board of Directors may appoint such persons as it reasonably deems necessary or desirable to act as the Board of Advisors of the corporation. To the extent possible, the Board of Advisors should consist of individuals whose integrity, capability, experience, knowledge of the communities and institutions served by the corporation, and community standing shall help the Board of Directors carry out its functions. The number of persons appointed to constitute the Board of Advisors shall be determined in the sole discretion of the Board of Directors, and the Board of Directors may pay

reasonable compensation for the services performed and may reimburse reasonable expenses incurred by any member(s) of the Board of Advisors. Such advisory boards may serve for a short term for a specific task/purpose or may serve as a long term entity.

9.2 Purpose

It shall be the function and purpose of the Board of Advisors to advise the Board of Directors on matters relating to the business and affairs of the corporation, and to suggest or be available for consultation with regard to projects, activities or grants which the corporation may undertake, consistent with its exempt purposes, in furtherance of its goals and objectives. The Board of Advisors shall have such duties and powers as the Board of Directors of the corporation may from time to time prescribe or delegate.

ARTICLE X

Distributions and Disbursements

10.1 Distributions and Disbursements

At least annually the Board of Directors shall adopt a budget that sets forth the corporation's distributions, expenses and other fiscal items.

10.2 Vote Required for Determinations

All such determinations shall be made according to Article 6.6, unless otherwise expressly provided in these bylaws or by direction of the donor as a condition of the gift.

10.3 Distribution of Capital

Determinations may be made by the Board of Directors to distribute capital from funds given without directions as to principal or income, as well as pursuant to directions expressly permitting use of principal; but the Board of Directors shall inform the trustee, custodian, or agent having custody of the funds of the corporation as far in advance as the Board of Directors deems practicable so as to permit the trustee, custodian, or agent to adjust its investment policies accordingly, and may, upon advice from the trustee, custodian, or agent as to how the desired distribution and any necessary liquidation of investment can be accomplished most economically, adjust its directions for distributions so far as it deems practicable accordingly.

10.4 Determination of Effective Agencies and Means for Carrying Out the Charitable Purposes of the Corporation

The Board of Directors shall gather and analyze fact and conduct such investigation and research as from time to time may be necessary or desirable in order to determine the most effective agencies and means for carrying out the charitable purposes and functions of the corporation, and may direct disbursements for such fact gathering and analysis, investigation, and research from funds given for such purposes or from funds given without designation as to purpose. Disbursements for other proper administrative expenses incurred by the Board of Directors, including salaries for such professional and other assistance as it from time to time deems necessary or desirable, shall be directed to be paid so far as possible, first from any funds designated for such purposes, and any balance out of income of the funds of the corporation or such of its principal as is not specifically restricted against such use.

10.5 Furtherance of Charitable Purposes

In furtherance of the charitable purposes and functions of the corporation, when needs therefore have been determined and with appropriate provisions to assure use solely for such purposes, the Board of Directors may direct distributions to such persons, organizations, governments, or governmental agencies as in the opinion of the Board of Directors can best carry out such purposes and functions or help create new qualified charitable organizations to carry out such purposes and functions.

ARTICLE XI

Contracts, Checks, Deposits and Funds

11.1 Contracts

The Board of Directors shall have the power to authorize or make expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees.

The Board of Directors shall have the power to enter into a trust arrangement with a trust company for the purposes of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interests of the Corporation in accordance with such terms as the board may prescribe.

11.2 Checks, Drafts, Notes, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation and in such other manner as may from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer of the corporation.

11.3 Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

11.4 Gifts

The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

11.5 Funds

The Board of Directors of the Corporation may, without authorization of the members,

- a) borrow money on the credit of the Corporation;**
- b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;**
- c) give a guarantee on behalf of the Corporation; and**
- d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.**

ARTICLE XII

Insurance

12.1 Insurance, Contracts and Funding

The corporation may maintain insurance, at its expense, to protect itself and any Director, officer, employee or agent of the corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the Washington Business Corporation Act as it has been made applicable to nonprofit corporations.

ARTICLE XIII

Miscellaneous

13.1 Books and Records

The corporation shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of the Board of Directors. The corporation shall keep at its registered or principal office a record giving the names and addresses of the officers and Directors and any other information required under Washington and federal law.

13.2 Fiscal Year

The Board of Directors is authorized to fix the fiscal year of the corporation and to change the same from time to time as it deems appropriate.

13.3 Internal Revenue Code

All references in these bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue law and to all regulations issued under such sections and provisions.

13.4 Construction

Whenever the context so requires, the masculine shall include any gender, and the singular shall include the plural, and conversely. If any portion of these bylaws shall be invalid or inoperative, then, so far as is reasonable and possible, the remainder of these bylaws shall be considered valid and operative; and effect shall be given to the intent manifested by the portion held invalid or inoperative.

13.5 Definitions

“Electronic transmission” means an electronic communication (i) not directly involving the physical transfer of a record in a tangible medium and (ii) that may be retained, retrieved and reviewed by the sender and recipient thereof, and that may be directly reproduced in a tangible medium by a sender and recipient. A “record” means information inscribed on a writing, a copy of a writing, a facsimile, or a physical reproduction, each on paper or other tangible medium or contained in an electronic transmission.

13.6 Table of Contents; Headings

The table of contents and headings are for organization, convenience and clarity. In interpreting these bylaws, they shall be subordinated in importance to the other written material.

13.7 Relation to Articles of Incorporation

These bylaws are subject to, and governed by, the articles of incorporation of the corporation, as they may be amended from time to time.

ARTICLE XIV Amendments

The Board of Directors shall have the power to alter, amend, or repeal these bylaws or adopt new bylaws by following the decision process outlined in Section 6.6.

ARTICLE XV Tax-Exempt Status

The affairs of the corporation at all times shall be conducted in such a manner as to assure the corporation's status as an organization qualifying for exemption from taxation pursuant to section 501(c)(3) of the Internal Revenue Code.

ARTICLE XVI Adoption of Bylaws

These bylaws were adopted by resolution of the Board of Directors of the corporation, and became effective, as of 1 October 2021.

APPROVED:

By:

A handwritten signature in black ink, appearing to read 'Jennifer Krill', with a stylized, cursive script.

Jennifer Krill
Executive Director of Earthworks
IRMA Founding Member