



Nonprofit Organization Bylaws

Adopted July 19, 2012

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ARTICLE 1—PURPOSES

STEM-Trek Nonprofit is a grassroots initiative to support travel and education opportunities for place-bound Science, Technology, Engineering, and Mathematics (STEM) scholars who hope to use advanced technologies for their research. Beneficiaries are encouraged to volunteer in their home communities as technology evangelists who help job-seekers (specifically, veterans, people with disabilities, and aging workers) learn vocational technical skills. A global knowledge network will be developed. The program will educate scholars, promote multinational collaborations, improve jobseekers' vocational tech skills, and elevate awareness of how STEM research impacts lives.

STEM-Trek Nonprofit may therefore seek, apply for, and receive donations, grants, loans, and other funding from individuals, organizations, corporations, and others to support and conduct, in any manner, any lawful activities in furtherance of these charitable, scientific, and educational purposes.

STEM-Trek will not seek, apply for, or receive grants or donations from federal sources unless acting in partnership with one or more existing federally-funded initiatives to seek support that will benefit all parties.

Notwithstanding any other provision of these By-laws, the Corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); or a corporation under the Illinois General Not For Profit Corporation Act of 1986 (c) (805 ILCS 105/).

ARTICLE 2—MEMBERSHIP

The Corporation shall have no members, but will develop a community of subscribers who will voluntarily contribute to a knowledge network, job-skills database, and brain-share.

ARTICLE 3—BOARD OF DIRECTORS (ADVISERS)

3.1 General Powers

The management and control of the affairs of the Corporation shall be vested in its Board of DIRECTORS, (also referred to as Board of Advisers, Advisory Board, or the Board). Director/Advisers shall not be employees of the Corporation, nor otherwise be compensated for their duties except for out-of-pocket expenses as determined by the Board.

3.2 Number & Qualifications

The Board shall consist of no less than three (3) or more than fifteen (15) Advisers, the specific number to be set by resolution of the Board. Advisers must be at least eighteen (18) years of age. Advisers shall be sought who have experience or working interest in areas such as technology, vocational training, military science, data management, communication/dissemination, labor relations, labor law, disability support, event management, STEM research, and/or possess a specific skill necessary to chair and oversee the Community Committees of the corporation, and work with Community Committee members to arrive at agreed-upon proposals for presentation to the full Board. This corporation is

committed to a policy of fair representation on the Board of Advisers, which does not discriminate on the basis of national origin, race, physical handicap, gender, ancestry, religion, or sexual orientation.

3.3 Election & Term of Office

The initial Advisers named in the Articles of Incorporation shall serve until the first annual meeting. At the first annual meeting, one-third of Advisers shall be elected to one-year terms, one-third to two-year terms, and the remaining Advisers to three-year terms. At subsequent annual meetings, Advisers shall be elected to three-year terms. The term of office for newly elected Advisers shall commence at the succeeding Advisory Board meeting. Each Adviser shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

ARTICLE 4—OFFICERS

4.1 Number & Qualifications

The officers shall be President, Vice-President, Secretary, Treasurer, and such other Officers and assistant Officers as may be determined by the Advisory Board. The same person, except the office of President, may hold any two or more offices. Officers may also serve as Advisers.

4.2 Election & Term of Office

Officers are elected by the Advisory Board at the annual meeting each year. Each Officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

4.3 President

The President shall be the principal executive of the Corporation responsible for carrying out the directions and resolutions of the Board. He or she shall preside at all meetings of the Board and Executive Committee. Upon resolution of the Board, and not otherwise, he or she may sign with the Vice-President, Treasurer, or any other proper Officer authorized by the Board any deeds, mortgages, bonds, contracts, or other instruments (including acceptances of donations, conveyances, or contributions), except in cases where the signing and executing thereof is expressly delegated by these By-laws to some other Officer or agent of the Corporation, or is required by law to be otherwise signed and executed. The President shall in general perform all duties incident to the office of President and such other duties as may be assigned by the Board from time to time.

4.4 Vice-President

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform the duties of the President and when so acting shall have all the powers, and be subject to, the restrictions placed on the President. The Vice-President shall in general perform all duties incident to the office of Vice-President and such other duties as may be assigned by the President or the Board from time to time.

4.5 Secretary

The Secretary shall: (a) keep the minutes of the meetings of the Board; (b) see that all notices are duly given in accordance with the provisions of these By-laws or as required by law; and (c) in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Board from time to time.

4.6 Treasurer

If required by the Board, the Treasurer shall give a bond, at the expense of the Corporation, for faithful discharge of his or her duties in such sum and with such sureties as determined by the Board. The Treasurer shall: (a) have custody of and be responsible for all funds and securities of the Corporation; (b) receive contributions to the Corporation and receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation into such banks, credit unions, trust companies, or depositories as selected by the Board in accordance with the provisions of these By-laws; and (c) in general perform all duties incident to the office of Treasurer and such other duties as may be assigned by the President or the Board from time to time.

ARTICLE 5—COMMITTEES

5.1 Executive Committee

The Executive Committee shall consist of all Officers of the Corporation. The Committee shall have the power to act on behalf of the Corporation subject to final ratification of its acts by the Board. Any Officer may call a meeting of the Executive Committee.

5.2 Other Committees

The President and Board may establish and empower such standing Community Committees and ad hoc committees as it deems necessary, and may solicit and approve participation by members of the general public. An Adviser shall chair every committee. Committee chairs shall perform all duties incident to their office as determined by the President or Board. Committee decisions must be approved by the Board prior to enactment.

ARTICLE 6—PROCEDURE

6.1 Meetings

The first organizational meeting was held Thursday, July 19, 2012 in Chicago, Illinois. The first annual meeting, and subsequent meetings of the Board shall be held in November (co-located with the annual Supercomputing conference, beginning with SC'13) for the purpose of electing Advisers and Officers, and transacting such business as may properly come before the meeting. Regular Board teleconferences shall be at least quarterly on a date and time established by the President. Special meetings of the Board may be called by or at the request of the President, any two Advisers, or a majority of paid staff of the corporation. No business shall be transacted at a special meeting except that mentioned in the notice. All meetings shall be held at a location that is convenient to the majority of board members, officers, and special guests. Attendance at meetings of the Board may, in special situations, be by telephonic or electronic means.

6.2 Notice

Unless otherwise stated in these By-laws, notice of all meetings shall be given to the appropriate Advisers and committee members not less than ten (7) days prior to the date of the meeting, by or at the direction of the President, Secretary, or committee chair calling the meeting. Notice for all meetings

concerning the removal of an Adviser or Officer, amendment to these By-laws, or dissolution of the Corporation, shall be given to the appropriate Advisers or committee members not less than fifteen (15) days prior to the date of the meeting, by or at the direction of the President, Secretary, or committee chair calling the meeting. Any notice required under the provisions of these By-laws or as otherwise required by law shall be given in person or by mail. If mailed, such notice shall be deemed delivered when deposited in the United States mail addressed as it appears in the records of the Corporation, with postage thereon prepaid.

6.3 Quorum

Three members of the Board shall constitute a quorum for the purposes of conducting business at any meeting of the Board. For sub-committee meetings, the majority of members should be present and every effort should be made to include all members in a teleconference, if a face-to-face meeting is not possible. With the exception of the annual board meeting, electronic quarterly and committee meetings, including the electronic (real-time) presence of a board or committee member, via telephone, or other technological means, is allowed. A quorum, once attained, shall continue until adjournment despite the voluntary withdrawal of enough members to leave less than a quorum.

6.4 Procedure

All meetings shall be conducted according to a standard parliamentary procedure. The Board shall seek to make decisions through consensus of everyone present. If consensus cannot be reached in a reasonable period of time, the President may hold the decision until the next meeting or ask that a decision be made by a vote where simple majority rules. Each Board or committee member shall be entitled to one vote. Members not present may vote by written proxy submitted to the President before or at the meeting. Unless otherwise provided for in these By-laws, the act of those present in person or by proxy at a meeting at which a quorum has been attained shall be the act of the body so meeting. Except upon motion properly passed to conduct an executive session, all meetings of the Board shall be open to the public. Executive sessions may exclude anyone not designated in the motion for executive session, but shall be only for personnel matters, property acquisition, and communication with legal counsel.

6.5 Resignation

Any Adviser, Officer, or committee member may resign at any time by delivering written notice to the President, Secretary, or appropriate committee chair, or by giving oral or written notice at any meeting. Such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof.

6.6 Removal

The Board may remove any Adviser, Officer, or committee member if they have knowingly violated the rules and policies of the Corporation or carried out activities without Board authorization that have legal or financial consequences for the Corporation. Such termination may take place at any Board meeting. If removal of an Adviser is proposed, all Advisers shall be notified of the meeting and the cause for the proposed termination.

6.7 Vacancies

A vacancy on the Board or any committee, or in any office, may be filled by approval of the Board for the duration of the unexpired term. If the number of Advisers in office is less than the minimum required by these By-laws, a vacancy may be filled by the President.

ARTICLE 7—ADMINISTRATION**7.1 Fiscal Year**

The fiscal year shall be June 30, or such other period as determined by the Board.

7.2 Books & Records

The Corporation shall keep correct and complete books and records of accounts, minutes of the meetings of the Board and committees having any authority of the Board, and the names and addresses of the Advisers and Officers on a secure and shared electronic repository (GoogleDocs). All books and records shall be open for public inspection for any proper purpose at any reasonable time.

7.3 Contracts

The Board may authorize any Officer or agent of the Corporation to enter into any contract or to execute and deliver any instruments on behalf of the Corporation.

7.4 Loans

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness issued in its name unless so determined by the Board. No loans shall be made to any Adviser or Officer.

7.5 Checks & Drafts

All checks, drafts, or other orders for the payment of money or other evidences of indebtedness issued on behalf of the Corporation shall be signed by such Officer or agent of the Corporation in such a manner as determined by the Board.

7.6 Deposits

All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as determined by the Board.

ARTICLE 8—MISCELLANEOUS**8.1 Offices**

STEM-Trek is a matrix organization without a 'bricks and mortar' place of business. The Board and officers will conduct business in virtual spaces that are enabled by the World Wide Web using securely shared electronic means. The annual Board meeting, and additional business and activities, may take place at any physical location as the Board may, from time to time, designate.

8.2 Indemnification

The Corporation may indemnify to the fullest extent permitted by Illinois State law any person who was or is a party to or who is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that the person is or was a director, officer, employee, or agent of the Corporation against expenses (including attorneys' fees), judgments, fines, penalties, damages, and any amounts paid in settlement actually or reasonably incurred by him or her in connection with the action, suit, or proceeding. In addition, the Corporation may pay for or reimburse the reasonable expenses of a Director, Officer, employee, or agent of the Corporation who is a party to a proceeding to the extent and under the circumstances permitted by Illinois State law.

8.3 Amendment

These By-laws may be amended by a simple majority vote of the Directors at any meeting of the Board provided all Directors have been notified of this purpose, and that as amended the By-laws shall not contain any provision that permits the Corporation to carry on activities not permitted by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax code, or by a corporation incorporated under the Illinois General Not For Profit Corporation Act of 1986 (c) (805 ILCS 105/).

8.4 Dissolution

The Corporation may voluntarily dissolve and cease to operate upon the affirmative vote of a simple majority of the Directors at any meeting of the Board, provided all Directors have been notified of this purpose. Upon dissolution, any net assets of the Corporation shall be distributed in accordance with the provisions of the Articles of Incorporation.

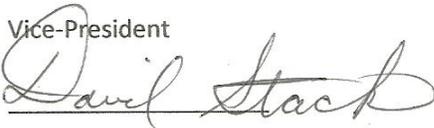
ADOPTION OF BY-LAWS

STEM-Trek Nonprofit Board of Directors on 7/19/12 adopted the forgoing By-laws.

President



Vice-President



Secretary

