

# **BYLAWS OF EARTH RESOURCES INNOVATION INSTITUTE, INC.**

## **ARTICLE I: DEFINITIONS**

**Section 1. Definitions.** For purposes of these Bylaws, the following terms shall have the meanings indicated:

- (a) "***Institute***" means Earth Resources Innovation Institute, Inc., a Colorado nonprofit corporation.
- (b) "***Board***" or "***Board of Directors***" or "***Advisory Council***" means the governing body of the Institute.
- (c) "***Director***" means a voting member of the Board of Directors.
- (d) "***Officer***" means any person elected by the Board to carry out the administrative functions of the Institute, including Chair, Secretary, and Treasurer.
- (e) "***Executive Director***" means the chief executive officer of the Institute, responsible for day-to-day management.
- (f) "***Disinterested Director***" means a Director who does not have a financial interest in the matter under discussion or decision.
- (g) "***Conflict of Interest***" means a situation where a Director, Officer, or key employee has a personal or financial interest that could improperly influence their duties to the Institute.

## **ARTICLE II: NAME AND PURPOSE**

**Section 1. Name.** The name of the corporation is Earth Resources Innovation Institute, Inc. (the "Institute").

**Section 2. Purpose.** The Institute is organized exclusively for charitable, scientific, and educational purposes under Section 501(c)(3) of the Internal Revenue Code.

**Section 3. Mission.** The Institute's mission is to revitalize the minerals and mining workforce through hands-on, interdisciplinary training that connects education, innovation, and industry.

**Section 4. Founder Recognition.** The Institute gratefully acknowledges the vision, dedication, and contributions of its Founders, whose leadership and commitment laid the foundation upon which the organization was built. This recognition is honorary and does not confer any special governance authority, rights, or privileges beyond those provided in these Bylaws.

## **ARTICLE III: BOARD OF DIRECTORS**

**Section 1. Authority and Duties.** The Board shall have full power to govern, manage, and control the affairs and policies of the Institute and shall have authority to take any lawful action consistent with the Articles of Incorporation and these Bylaws.

**Section 2. Number and Qualifications.** The Board shall consist of no fewer than three (3) and no more than fifteen (15) voting Directors. Directors shall have demonstrated interest in the Institute's mission and the capacity to provide governance and support.

**Section 3. Election, Terms, and Reappointment.** Directors shall be elected by a majority vote of the Board. Directors may serve a maximum of three (3) years and two (2) consecutive terms. After a one-year absence, a former Director may be eligible for reappointment. Terms shall be staggered to preserve institutional continuity.

**Section 4. Removal and Resignation.** A Director may be removed for cause by a two-thirds (2/3) vote of the Board. Cause includes but is not limited to: (i) violations of the Conflict of Interest Policy, as outlined in Appendix A, (ii) criminal conduct that materially damages the Institute's reputation or operational integrity, or (iii) breach of fiduciary duty. A removal vote requires at least ten (10) days' notice and an opportunity for the Director to respond before the Board votes. Any Director may resign at any time by giving written notice to the Board.

**Section 5. Vacancies.** Vacancies on the Board shall be filled by a majority vote of the remaining Directors.

**Section 6. Meetings.** The Board shall meet at least quarterly, with additional meetings as needed. At the beginning of any Board or committee meeting, all Directors and Officers must disclose any potential conflicts of interest related to agenda items. The Board is responsible for enforcing compliance with this requirement. The Secretary shall document disclosures in minutes.

Meetings of the Board of Directors may be held in person, virtually, or in a hybrid format, provided that all Directors participating can hear each other simultaneously. Participation by videoconference, teleconference, or other real-time electronic means shall constitute presence in person at the meeting for all purposes, including quorum and voting. The notice of any meeting conducted in whole or in part by electronic means shall specify the manner in which Directors may participate.

The Board may adopt reasonable procedures to verify the identity of Directors participating electronically and to ensure the security and integrity of votes cast. Technical failures that prevent one or more Directors from participating shall not invalidate actions taken at a meeting where a quorum was otherwise maintained.

**Section 7. Quorum and Voting.** A quorum requires at least 51% of Directors in office, excluding vacant seats. If quorum is lost during a meeting, business may continue; however, all actions taken must be ratified at the next meeting where a quorum is present.

**Section 8. Action Without a Meeting.** Any action may be taken without a meeting if all Directors consent in writing.

**Section 9. Officers.** The Officers of the Institute shall consist of a President (or Chair), Secretary, and Treasurer, each of whom must be a Director. Officers shall be elected annually by the Board and serve one-year terms or until their successors are elected. Additional officers may be created by Board resolution as needed. Officers shall not be employees of the Institute and shall recuse themselves from any discussion or vote involving matters in which they have a financial or personal conflict of interest, consistent with the Conflict of Interest Policy (Appendix A).

**Section 10. Executive Director Participation.** The Executive Director shall serve as the chief executive officer of the Institute and as an ex officio, non-voting member of the Board. The Executive Director may attend and participate in Board meetings and discussions, but shall not vote or be present for deliberations relating to their own compensation, evaluation, or employment terms.

**Section 11. Compensation.** Directors shall serve without compensation for their Board service but may be reimbursed for reasonable expenses. Compensation for any employee, including the Executive Director, shall be reviewed and approved annually by a committee of disinterested Directors using appropriate benchmarking and documented in the minutes.

#### **ARTICLE IV: OFFICERS**

**Section 1. Officers.** The Institute shall have at a minimum a Chair, Secretary, and Treasurer, each elected from among the Board of Directors. The same person may not hold more than one office. The Board may, by resolution, establish additional officer positions as needed.

**Section 2. Election and Term.** Officers shall be elected by a majority vote of the Board and shall serve one-year terms or until their successors are elected. Officers may be re-elected for successive one-year terms, provided they continue to serve as Directors. No individual may serve as an Officer beyond the expiration of their Board term unless reappointed as a Director in accordance with Article III.

**Section 3. Duties.** (a) The Chair shall preside over meetings and ensure effective governance, and acts as the liaison between the Board and the Executive Director. The Chair ensures the Board fulfills its governance responsibilities and upholds the organization's mission. (b) The Secretary shall maintain records of meetings, ensure proper notice of meetings, and safeguard official documents. (c) The Treasurer shall oversee financial matters, ensure proper accounting, and present financial reports to the Board.

Additional Officers established by resolution shall have duties defined by the Board at the time of their creation.

**Section 4. Removal and Vacancies.** Any Officer may resign at any time by written notice to the Board. Officers may be removed, with or without cause, by a majority vote of the Board. Vacancies shall be filled by majority vote of the Board for the unexpired term.

**Section 5. Conflict of Interest and Compensation.** Officers shall not receive compensation for their service as Officers. Officers must comply with the Conflict of Interest Policy and recuse themselves from any vote or discussion in which they have a personal or financial interest.

## **ARTICLE V: EXECUTIVE LEADERSHIP**

**Section 1. Appointment and Authority.** The Executive Director shall serve as the chief executive officer of the Institute, appointed by and accountable to the Board. The Executive Director shall be responsible for overall operations, financial management, and execution of Board-approved strategy and policies. The Executive Director may organize and supervise staff, contractors, and volunteers as necessary to fulfill the Institute's mission. The Executive Director shall serve as an ex officio, non-voting participant in Board and committee meetings, except during executive sessions or deliberations concerning the Executive Director's performance, compensation, or employment status. The Executive Director shall not serve as a Director or Officer of the Institute.

**Section 4. Board Oversight.** The Board shall delegate to the Executive Director such powers as it deems appropriate while retaining ultimate fiduciary and governance authority. The Board shall evaluate the performance and compensation of the Executive Director at least annually and may appoint an interim Executive Director in the event of a vacancy. All delegation of authority must be consistent with Board-approved policies and budgets.

## **ARTICLE VI: COMMITTEES**

**Section 1. Establishment.** The Board may establish standing or ad hoc committees as necessary. Committees shall report to the Board and operate under its direction. Committee members may be, but are not required to be, members of the Board, except where these Bylaws explicitly require Board representation. The Board may appoint one or more Directors to serve on a committee when appropriate to ensure adequate oversight of organizational strategy.

**Section 2. Scholarship Committee.** The Board may appoint a Scholarship Committee to oversee application review and award decisions. Members shall disclose and recuse from any conflicts of interest. Selection criteria and award process shall be documented.

**Section 3. Technical Advisory Committee.** The Board may appoint a Technical Advisory Committee to oversee educational and research programs. Members shall disclose and recuse from any conflicts of interest.

**Section 4. Founders Circle.** The Board may, by resolution, establish a *Founders Circle* to recognize and engage the Founders of the Corporation as valued advisors and ambassadors for the mission. Members of the Founders Circle shall serve in an honorary and advisory capacity only and shall have no governing authority, fiduciary duty, or voting rights on the Board of Directors. The Founders Circle may provide historical context, community engagement support, and strategic insight at the request of the Board or Executive Director. The composition,

activities, and term of the Founders Circle shall be determined by the Board of Directors and may be modified or discontinued by resolution of the Board at any time.

**Section 5. Committee Authority and Limitations.** Committees shall act in an advisory or operational capacity as delegated by the Board, but no committee shall have the authority to 1) exercise the powers of the Board of Directors, 2) approve or adopt budgets, strategic plans, or organizational policies except as expressly delegated; 3) hire, fire, or set compensation for the Executive Director or any staff; 4) bind the Corporation to any contract or financial obligation unless expressly authorized by the Board; and 5) take any action that is inconsistent with the Articles of Incorporation, these Bylaws, or applicable law. Committees may make recommendations, but all binding decisions must be approved by the Board, unless the Board explicitly delegates limited authority in a written resolution.

#### **ARTICLE VII: CONFLICT OF INTEREST**

**Section 1. Policy.** The Conflict of Interest Policy (Appendix A) is incorporated herein and applies to all directors, officers, and key employees, who must annually sign a disclosure statement. Violations may result in disciplinary action, including removal.

#### **ARTICLE VIII: INDEMNIFICATION**

**Section 1. General.** The Institute shall indemnify directors, officers, employees, and committee members to the fullest extent permitted by Colorado law for actions taken in good faith, provided such conduct was not grossly negligent, willfully unlawful, or in material violation of these bylaws or the COI Policy.

#### **ARTICLE IX: RECORDS AND TRANSPARENCY**

**Section 1. Books and Records.** The Institute shall maintain correct and complete books and records of account, minutes of the proceedings of its Board and committees, and a record of the names and addresses of its Directors and Officers.

**Section 2. Public Inspection.** The Institute shall make its annual Form 990, application for tax exemption, and other documents required by the IRS available for public inspection.

#### **ARTICLE X: NONDISCRIMINATION**

**Section 1. Policy.** The Institute shall not discriminate on the basis of race, color, religion, gender, gender identity, sexual orientation, age, national origin, disability, or any other protected class in any of its activities or operations.

#### **ARTICLE XI: AMENDMENTS**

**Section 1. Amendment of Bylaws.** Amendments to these Bylaws, including Appendix A (COI Policy), Appendix B (Document Retention), and Appendix C (Whistleblower Protection), require a two-thirds (2/3) vote. Proposed amendments must be distributed in writing (email acceptable) at least 10 days prior to the vote, except in emergencies requiring immediate action to address legal, financial, or operational risks, as determined by a two-thirds (2/3) vote and ratification at the next regular meeting.

## **ARTICLE XII: DISSOLUTION**

**Section 1. Dissolution of the Institute.** Upon the dissolution of the Institute, all remaining assets, after payment of all debts and liabilities, shall be distributed exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to a nonprofit organization or organizations that are organized and operated exclusively for charitable, educational, or other tax-exempt purposes. Such distribution shall be determined by the Board of Directors. Priority shall be given to organizations serving similar purposes through comparable methods. If the Board is unable to determine distribution, the assets shall be distributed as directed by a court of competent jurisdiction in accordance with applicable law, prioritizing organizations aligned with the Institute's mission.