

12 June 2018

English only

**Committee on the Peaceful
Uses of Outer Space**
Sixty-first session
Vienna, 20-29 June 2018

Request for observer status with the Committee on the Peaceful Uses of Outer Space: application of For All Moonkind, Inc.

Note by the Secretariat

1. At its thirty-third session, in 1990, the Committee considered guidelines for granting observer status with the Committee to international intergovernmental and non-governmental organizations. The possible criteria suggested by the Outer Space Affairs Division to the Committee at the time were the following:

(a) As part of its programme, the organization should be concerned with matters falling within the competence of the Committee on the Peaceful Uses of Outer Space;

(b) The aims and purposes of the organization should be in conformity with the spirit, purposes and principles of the Charter of the United Nations;

(c) The organization should be a recognized international organization and should have an established headquarters, an executive officer, and a constitution, a copy of which is deposited with the Secretary-General of the United Nations. In the case of a non-governmental organization, it should be a non-profit organization.

2. Having considered the matter, the Committee at its thirty-third session, agreed, that in the future non-governmental organizations which request observer status with the Committee should have consultative status with the Economic and Social Council (ECOSOC) and should, as part of their programmes, be concerned with matters falling within the competence of the Committee.

3. At its fifty-third session, in 2010, the Committee agreed that observer status would be granted to non-governmental organizations on a provisional basis, for a period of three years, pending information on the status of their application for consultative status with the Economic and Social Council. The Committee also agreed that the provisional observer status could be extended for an additional year, if necessary. The Committee further agreed that it would grant permanent observer status to such non-governmental organizations upon confirmation of their consultative status with the Council.

4. While the Committee's decision did not specifically include the elements referred to in 2 (c) above, it has been the practice of the Committee, since its decision in 1990, to have before it the constitution or statutes of the organization or entity requesting observer status.

5. On 6 June 2018 April the Office for Outer Space Affairs received an application for observer status with the Committee on the Peaceful Uses of Outer Space from For All Moonkind, Inc.. The following related correspondence received from For All Moonkind, Inc. is attached to this document:



- (a) Letter from For All Moonkind, Inc. containing a background information and justifying the intention to become a permanent observer of the Committee;
 - (b) Terms of Reference of For All Moonkind, Inc.;
 - (c) Articles of Incorporation of For All Moonkind, Inc.;
 - (d) Organizational By-Laws of For All Moonkind, Inc..
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June 7, 2018

Ms. Simonetta Di Pippo
Director
Office for Outer Space Affairs
United Nations Office at Vienna
Vienna International Center
Wagramerstrasse 5, 1220 Vienna, Austria

Dear Ms. Di Pippo,

I am writing on behalf of For All Moonkind, Inc. to formally apply for the status of Observer Organization to the United Nations Committee on the Peaceful Uses of Outer Space (COPUOS).

For All Moonkind is an international non-governmental not-for-profit organization constituted in the United States exclusively for charitable and educational purposes. The mission of the organization is to ensure our heritage in outer space, like Luna and Apollo lunar landing and similar sites, are recognized for their outstanding value to humanity and consequently preserved and protected for posterity by the United Nations and the international community as part of our common human heritage.

Underlying this mission are the same powerful themes that have resulted in the ratification of the Convention Concerning the Protection of the World Cultural and Natural Heritage (the "World Heritage Convention") by 193 nations since 1972. In short, to paraphrase the Honorable Russell Train, recognized as one of the founding fathers of the World Heritage Convention, the mission to preserve human heritage, whether here on Earth or in the reaches of space, is something more than simply helping to assure protection and quality management for unique cultural sites – as critically important as that goal is.

Above and beyond that goal, preserving human heritage provides an opportunity to convey the idea of a common heritage among nations and peoples everywhere. It is a compelling idea that can help unite people rather than divide them. It is an opportunity to build a sense of community among people on Earth today, and in space tomorrow.

For All Moonkind is the only organization in the world focused on preserving human cultural heritage in outer space. We are made up entirely of volunteers who truly believe that gaining

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international alignment on preservation will strengthen and nourish the international cooperation we need to successfully, sustainably and peacefully explore space and develop a space economy.

The lunar landing sites are ideal heritage sites, both in terms of significance to humanity as a whole and in terms of preservation. They memorialize perhaps the most remarkable achievements of humankind. Not only do we have the first sites, we also have a record of all the movements of our Moon pioneers – both human and robotic – preserved in the dust. The absence of a lunar atmosphere of any note means that all foot and track prints of the astronauts and rovers are preserved, providing a total record of the pioneering phases of human exploration of outer space. They illustrate exactly what happened, not what someone thinks happened. No sites on Earth are this pristine.

Yet these sites enjoy no protections under international law. For the last fifty years, this has been acceptable as the Moon remained out of reach for all but discreet trips by a few astronauts and rovers. That is about to change. The Moon is about to get crowded, and the all our historic lunar landing sites – hard and soft, crewed and robotic – will soon be in danger of being irrevocably disturbed.

For All Moonkind seeks to spur the development of international protection before disturbance occurs. Our organization believes recognizing and celebrating the lunar landing and other heritage sites in space also offers a unique and unifying educational opportunity. As such, For All Moonkind is engaged in a number of efforts to raise awareness, disseminate educational tools and study the legal problems associated with establishing human heritage sites in space.

For All Moonkind is engaged in:

1. Educating the public about outer space, starting with the archaeological value and cultural significance of the lunar landing sites and similar sites in outer space.
 - Too few realize just how much we depend on space for everything from communications to disaster relief. Humanity's impending return to the Moon offers us a tremendous opportunity to harness the emotion, hope and exhilaration of our first Moonshots.
 - Discussing universal heritage also provides the opportunity to describe and communicate to the public the important work of the COPOUS and the Office for Outer Space Affairs (OOSA).
2. Researching and developing opportunities for the United Nations or the international community to formally identify and designate the lunar landing as the heritage of all humankind and implementing formal guidelines to protect the sites from disruption or damage by future lunar missions and visitors.

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3. Contributing to the discourse regarding legal, commercial and ethical issues arising from space exploration and the potential development of a space economy by preparing and presenting thought-leadership papers at conferences and conventions around the world.
4. Partnering with private spacefaring organizations to support and raise awareness of human heritage in space.

We believe all of these efforts offer baseline contributions that:

1. Further the goals outlined in thematic priorities 1 (Global partnership in space exploration and innovation), 2 (Legal regime of outer space and global space governance: current and future perspectives), 3 (Enhanced information exchange on space objects and events) and 7 (Capacity-building for the twenty-first century);
2. Support the achievement of long-term sustainability in the exploration of space;
3. Strengthen the mandate of COPUOS as a unique platform for interrelationship between major spacefaring nations and emerging space nations; and
4. Ultimately, promote the attainability of the United Nation's Sustainable Development Goals.

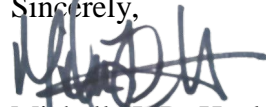
As such, the objectives of For All Moonkind fall within the competence of COPUOS, are in conformity with the spirit, purposes and principles of the Charter of the United Nations and in harmony with the mission of COPUOS. Furthermore, as a Permanent Observer to COPUOS, we will be in an even better position to support the pursuit of these goals, and the overarching goal of OOSA to promote international cooperation in the peaceful uses of outer space.

In support of our application, please find attached to this letter:

1. Terms of Reference
2. Articles of Incorporation
3. Organizational By-Laws

We would be grateful for your consideration of our application at the earliest opportunity. In the meantime, we remain at your disposal to provide any further information you may require.

Sincerely,



Michelle L.D. Hanlon
President

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ATTACHMENTS TO THE APPLICATION OF FOR ALL MOONKIND, INC. FOR THE STATUS OF OBSERVER ORGANIZATION TO THE UNITED NATIONS COMMITTEE ON THE PEACEFUL USES OF OUTER SPACE

ATTACHMENT 1
TERMS OF REFERENCE

VISION

The UNESCO World Heritage Convention protects our human heritage here on Earth in part because it is well-understood that global recognition helps to build a sense of community among peoples throughout the world. Today, the human civilization on this Earth needs space and its resources to survive. As we put our children on a path to a future in, or at the least inexorably tied to space, we need unity more than ever. Identifying, recognizing and celebrating cultural heritage in outer space as our shared human heritage will build unity and universality. Only by protecting our first steps in space and properly garnering the invaluable lessons of our forebears, will we be able to help our spacefaring descendants continue our migration into space with purpose, peace, cooperation and humanity.

MISSION

The mission of For All Moonkind is to ensure historic lunar landing and similar sites in outer space are recognized for their outstanding value to humanity and consequently preserved and protected for posterity by the United Nations and the international community as part of our common human heritage.

In so doing, we want to remind people that human beings are an incredible, persistent and innovative species; that space is our future; that we have done many great things in space; and that we stand at the ready to do so much more. As we work to enshrine the footsteps of yesteryear, we are paving the path for the footsteps of tomorrow. And, hopefully, building a new platform for cooperation.

STRUCTURE

For All Moonkind is an international, non-governmental, not-for-profit organization. It is managed by a President and a Treasurer who answer to the Board of Directors.

The entirely volunteer team of space lawyers, archaeologists, policymakers, industry stakeholders, scientists, engineers and communicators from around the world are working to develop reasonable and practical protocols that will balance development and preservation and include systems to select, manage and study historic sites in space.

Our members are organized into six main groups:

1. The Leadership Board includes stakeholders, influencers and innovators who are recognized thought leaders in their professional fields.
2. The Legal Council is made up of experienced space lawyers and policymakers who are working together to research and develop strategies for the preservation of human heritage in space.
3. The Education and Awareness Council includes marketing and communications executives who have raised awareness of some of the most well-known brands in the world.
4. The Archaeology, Science and Heritage Council hosts space archaeologists – who are championing preservation efforts – as well as scientists and engineers who seek to balance protective measures with opportunities to conduct important research on certain sites.
5. Our youth group is made up of primarily college and young graduate students who are interested in space issues.
6. For All Moonkind encourages individuals of all ages, from all walks of life and from everywhere in the world to join our mission and stays in contact with its diverse members via a monthly newsletter.

None of the members of For All Moonkind are compensated for their services.

IMPLEMENTATION

At the core of For All Moonkind's philosophy is the recognition that global – and off-world – issues are best solved through international collaboration. As such, the organization works from grassroots to build multilateral relationships at the public, private and individual level.

Present activities are split into two main categories, Education/Awareness and Legal Research:

1. Education/Awareness includes educating the public about the universality and accessibility of outer space, starting with the archaeological value and cultural significance of the lunar landing sites and similar sites in space.
 - a. Members travel to conferences and symposiums around the world to introduce the mission and concept of the organization both in formal presentations and informal discussions.
 - b. Members actively engage with both technical and mainstream journalists to share the goals and progress of the organization and comment on current and potential space activities.
 - c. For All Moonkind is partnering with universities around the world to offer lectures and presentations on space law and policy. In particular, the organization sponsors space development activities and research at the undergraduate level to encourage students to consider a future in a space-related field.
 - d. For All Moonkind has published the first in a series of booklets regarding the Moon and human interaction with the lunar surface. It is anticipated this series will encompass all aspects of Moon exploration and potential settlement, as well as Moon history and myths. These books will be available for purchase. Proceeds will directly support further education efforts – including plans to distribute the books without charge where necessary.
 - e. For All Moonkind will also develop a series of children’s books designed to ignite an interest in space and STEM from a young age. These books will be available for purchase. Proceeds will directly support further education efforts – including plans to distribute the books without charge where necessary.
 - f. Ultimately, For All Moonkind seeks to work with schools and local governments to assure the inclusion of space in educational curriculum from an early age.

2. Legal research involves developing strategies to formally identify and designate heritage sites in space.

Unfortunately, the path to preservation is complicated. Pursuant to Article VIII of the Outer Space Treaty, items left on the Moon – everything from the Lunar Roving Vehicles, to cameras, to the photo left by astronaut Charles Duke of his family – remain under the jurisdiction, ownership and control of the nation that was responsible for putting them there. Article IX of that treaty requires all activities in outer space be conducted with “due regard to the corresponding interests of all other States Parties,” which, arguably, suggests that other States should not interfere with or otherwise despoil the objects of another. And, indeed, Article V of the Return and Rescue Agreement, is clear that any such object removed from the Moon, must be returned to the State of origin. But the research value of the landing sites requires that the objects strewn within their bounds be observed and scrutinized in situ. Which raises a whole different slew of issues as leaving the objects in situ essentially results in perpetual occupation of the

surface upon which they rest. This runs afoul of the principle of non-appropriation encapsulated in Article II of the Outer Space Treaty. Leaving any of the lunar landing sites untouched gives rise to the appearance that those sites belong to a sovereign state.

They do not. They represent the shared heritage of all humankind and should be celebrated and preserved accordingly.

For All Moonkind anticipates a four-step process: 1) mapping, 2) identification, 3) recognition and 4) voluntary protocols or guidelines leading to multilateral agreement. With this in mind:

- a. Members of our Legal Council are engaged in legal research activities, using the rich history of the United Nations and the model of our most successful multilateral treaties and conventions to design and test possible heritage preservation solutions.
- b. Members of our Archaeology, Science and Heritage Council are joining with the Legal Council to develop a blockchain registry of human items on the lunar surface.
- c. Members are involved in the development of nonbinding preservation guidelines by which commercial spacefaring entities may volunteer to abide.
- d. Members are also contributing to the discourse regarding legal, commercial and ethical issues arising from space exploration and the potential development of a space economy by preparing and presenting thought-leadership papers at conferences and conventions around the world.
- e. Partnering with private spacefaring organizations to support and raise awareness of human heritage in space and why important sites must be identified, recognized and preserved.

For All Moonkind also enters into strategic partnerships with industry stakeholders who agree to align with and abide by preservation-driven protocols in the implementation of space activities.

In this way, For All Moonkind champions and promotes the use of space as a tool for achieving the 2030 Agenda for Sustainable Development and the 17 Sustainable Development Goals while also advocating for the unifying goal of recognizing and protecting our shared heritage on the Moon and beyond.



ATTACHMENTS TO THE APPLICATION OF FOR ALL MOONKIND, INC. FOR THE STATUS OF OBSERVER ORGANIZATION TO THE UNITED NATIONS COMMITTEE ON THE PEACEFUL USES OF OUTER SPACE

ATTACHMENT 2
ARTICLES OF INCORPORATION OF FOR ALL MOONKIND, INC.

ARTICLE 1
NAME OF CORPORATION

The name of this corporation shall be For All Moonkind, Inc. The corporation is nonprofit and shall not have or issue shares of stock or make distributions.

ARTICLE 2
MEMBERS

The corporation shall not have members.

ARTICLE 3
APPOINTMENT OF REGISTERED AGENT

The registered agent of For All Moonkind, Inc. shall be Michelle L. Hanlon. The street address of the initial registered office of the corporation is:

110 Sleepy Hollow Road
New Canaan, Connecticut 06840

ARTICLE 4
THE NATURE OF ACTIVITIES TO BE CONDUCTED OR THE PURPOSES TO BE PROMOTED BY THE CORPORATION

For All Moonkind, Inc. is a nonprofit corporation organized exclusively for charitable, educational and scientific purposes under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

The corporation seeks to ensure the six Apollo Lunar Landing and similar sites in outer space are recognized for their outstanding value to humanity and consequently preserved and protected for posterity by the United Nations and the international community as part of our common human heritage.

ARTICLE 5
PROHIBITED ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (1) by any organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, or (2) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

For All Moonkind, Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocable dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, For All Moonkind, Inc. shall not, except to an insubstantial degree, engage in

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any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

No part of the net earnings, or properties of the corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 4.

ARTICLE 6
CORPORATION EMAIL ADDRESS

The corporation email address is michelle@forallmoonkind.org.

ARTICLE 7
INCORPORATOR

The name and address of the Incorporator is:

Michelle Hanlon
110 Sleepy Hollow Road
New Canaan, Connecticut 06840

ARTICLE 8
DURATION

The corporation shall have perpetual existence.

ARTICLE 9
PERSONAL LIABILITY AND INDEMNIFICATION

No officer or director of this corporation shall be personally liable for the debts or obligations of For All Moonkind, Inc. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of debts or obligations of this corporation.

For All Moonkind, Inc. does indemnify any directors, officers, employees, incorporators, and members of the corporation from any liability regarding the corporation and the affairs of the corporation, unless the person fraudulently and intentionally violated the law and/or maliciously

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conducted acts to damage and/or defraud the corporation, or as otherwise provided under applicable statute.

ARTICLE 10
DISSOLUTION

Upon the termination or dissolution of For All Moonkind, Inc., after paying or making provisions for the payment of all the legal liabilities of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE 11
PRINCIPAL OFFICE

The physical address of the corporation is:

110 Sleepy Hollow Road
New Canaan, Connecticut 06840

ARTICLE 12
MAILING ADDRESS

The mailing address of the corporation is:

110 Sleepy Hollow Road
New Canaan, Connecticut 06840



ATTACHMENTS TO THE APPLICATION OF FOR ALL MOONKIND, INC. FOR THE STATUS OF OBSERVER ORGANIZATION TO THE UNITED NATIONS COMMITTEE ON THE PEACEFUL USES OF OUTER SPACE

ATTACHMENT 3
BY-LAWS OF FOR ALL MOONKIND, INC.

ARTICLE 1
OFFICES

Section 1. Principal Office

The principal office of the corporation is located in the County of Fairfield, in the State of Connecticut.

Section 2. Change of Address

The designation of the county or state of the corporation's principal office may be changed by amendment of these bylaws.

Section 3. Other Offices

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

ARTICLE 2
NONPROFIT PURPOSES

Section 1. IRC Section 501(c)(3) Purposes

For All Moonkind, Inc. is a nonprofit corporation organized exclusively for charitable, educational and scientific purposes under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

Section 2. Specific Objectives and Purposes

The specific objectives and purposes of this corporation shall be: to obtain international recognition, protection and preservation of the Apollo Lunar Landing and similar sites in outer space as common human heritage of outstanding value to humanity. In order to meet this goal, For All Moonkind, Inc. will: 1) educate the public regarding the archaeological value and cultural significance of the Lunar Landing and similar sites in outer space; and 2) develop a legal plan or process to petition the United Nations to formally designate the Apollo Lunar Landing Sites and similar sites in outer space as the heritage of all humankind and implement formal guidelines to protect the sites and related artifacts from disruption or damage by future lunar missions and visitors.

ARTICLE 3
DIRECTORS

Section 1. Number

The corporation shall have no less than three Directors and collectively they shall be known as the Board of Directors.

Section 2. Qualifications

Directors shall be of the age of majority in the State of Connecticut.

Section 3. Powers

Subject to the provisions of the laws of the State of Connecticut and any limitations in the articles of incorporation and these bylaws, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 4. Duties

It shall be the duty of the Board of Directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;
- c. Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
- d. Meet at such times and places as required by these bylaws;
- e. Register their addresses with the secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

Section 5. Term of Office

Each Director shall hold office for a period of two years and until his or her successor is elected and qualifies.

Section 6. Compensation

Directors shall serve without compensation. However, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to Directors shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 9 of these bylaws.

Section 7. Place of Meetings

Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board or at such other place as may be designated from time to time by resolution of the Board of Directors.

Section 8. Regular Meetings

Regular meetings of Directors shall be held on an annual basis at such time as the Directors may, from time to time, determine.

At the regular meeting of Directors, Directors shall be elected by the Board of Directors. Voting for the election of Directors shall be by written ballot. Each Director shall cast one vote per

candidate, and may vote for as many candidates as the number of candidates to be elected to the Board. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected to serve on the Board.

Section 9. Special Meetings

Special meetings of the Board of Directors may be called by the chairperson of the Board, the president, the secretary, by any two Directors, or, if different, by the persons specifically authorized under the laws of the State of Connecticut to call special meetings of the Board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

Section 10. Notice of Meetings

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- a. **Regular Meetings.** No notice need be given of any regular meeting of the Board of Directors.
- b. **Special Meetings.** At least one week prior notice shall be given by the secretary of the corporation to each Director of each special meeting of the Board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by email or by facsimile machine, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of email or facsimile notification, the Director to be contacted shall acknowledge personal receipt of the email or facsimile notice by a return email message or telephone call within twenty-four hours of the first email or facsimile transmission.
- c. **Waiver of Notice.** Whenever any notice of a meeting is required to be given to any Director of this corporation under provisions of the articles of incorporation, these bylaws, or the law of this state, a waiver of notice in writing signed by the Director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 11. Quorum for Meetings

A quorum shall consist of three members of the Board of Directors.

Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

Section 12. Majority Action as Board Action

Every act or decision done or made unanimously by the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the articles of incorporation, these bylaws, or provisions of law require different voting rules for approval of a matter by the Board.

Section 13. Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the chairperson of the Board, or, if no such person has been so designated, by a chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Section 14. Action by Directors Without a Meeting.

Action required or permitted to be taken at a meeting of the Directors may be taken without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action so taken, are signed by all of the Directors. Such consents may be executed with PDF or facsimile signature in any number of counterparts, each of which when executed and delivered shall constitute a duplicate original, but all counterparts together shall constitute a single consent.

Section 15. Vacancies

Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any Director, and (2) whenever the number of authorized Directors is increased.

Any Director may resign effective upon giving written notice to the chairperson of the Board, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of the State of Connecticut.

Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, vacancies on the Board may be filled by approval of the Board of Directors. If the number of Directors then in office is less than a quorum, a vacancy on the Board may be filled by approval

of a majority of the Directors then in office or by a sole remaining director. A person elected to fill a vacancy on the Board shall hold office until the next election of the Board of Directors or until his or her death, resignation, or removal from office.

Section 16. Nonliability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 17. Indemnification by Corporation of Directors and Officers

The Directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

Section 18. Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a Director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

ARTICLE 4 **OFFICERS**

Section 1. Designation of Officers

The officers of the corporation shall be as the Board of Directors determines from time to time and which may, but does not need to include a President, a Secretary and a Treasurer.

Section 2. Qualifications

Any person may serve as an officer of this corporation.

Section 3. Election and Term of Office

Officers shall be elected by the Board of Directors, at any time, and 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.

Section 4. Removal and Resignation

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

Section 5. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

Section 6. Duties of President

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as chairperson of the Board of Directors, the president shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

Section 7. Duties of Secretary

The Secretary shall:

- a. Certify and keep at the principal office of the corporation the original, or a copy, of these bylaws as amended or otherwise altered to date.

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- b. Keep at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- c. Ensure that the minutes of meetings of the corporation, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be contemporaneously recorded in the corporate records of this corporation. "Contemporaneously" in this context means that the minutes, consents, and supporting documents shall be recorded in the records of this corporation by the later of (1) the next meeting of the Board, committee, membership, or other body for which the minutes, consents, or supporting documents are being recorded, or (2) sixty (60) days after the date of the meeting or written consent.
- d. See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
- e. Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these bylaws, to duly executed documents of the corporation.
- f. Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.
- g. Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the bylaws, the membership book, and the minutes of the proceedings of the Directors of the corporation.
- h. In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 8. Duties of Treasurer

The Treasurer shall:

- a. Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- b. Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

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- c. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- d. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- e. Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.
- f. Render to the president and Directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation.
- g. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- h. In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 9. Compensation

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation. All officer salaries shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 9 of these bylaws. Notwithstanding anything herein to the contrary, any officer who is also a director shall not receive a salary.

ARTICLE 5 **COMMITTEES**

Section 1. Committees

The corporation shall have such committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.

Section 2. Meetings and Action of Committees

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance

with the provisions of these bylaws concerning meetings of the Board of Directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

ARTICLE 6

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1. Execution of Instruments

The Board of Directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the treasurer and countersigned by the president of the corporation.

Section 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.

Section 4. Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

ARTICLE 7
CORPORATE RECORDS, REPORTS AND SEAL

Section 1. Maintenance of Corporate Records

The corporation shall keep at its principal office:

- a. Minutes of all meetings of Directors, committees of the Board, and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- c. A copy of the corporation's articles of incorporation and bylaws as amended to date.

Section 2. Corporate Seal

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. Directors' Inspection Rights

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation, and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

Section 5. Right to Copy and Make Extracts

Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

Section 6. Periodic Report

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared

and delivered within the time limits set by law.

ARTICLE 8

IRC 501(c)(3) TAX EXEMPTION PROVISIONS

Section 1. Limitations on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, Directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3. Distribution of Assets

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Section 4. Private Foundation Requirements and Restrictions

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation (1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal

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Revenue Code; (2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; (3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; (4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and (5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE 9

CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES

Section 1. Purpose of Conflict of Interest Policy

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

- a. **Interested Person.** Any director, principal officer, member of a committee with Board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.
- b. **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - i. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement;
 - ii. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement; or
 - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate Board or committee decides that a conflict of interest exists.

Section 3. Conflict of Interest Avoidance Procedures

- a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with Board delegated powers considering the proposed transaction or arrangement.
- b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest.**
 - i. An interested person may make a presentation at the Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - ii. The chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - iii. After exercising due diligence, the Board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
- d. **Violations of the Conflicts of Interest Policy.**
 - i. If the Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to

disclose.

- ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Board and Board Committee Proceedings

The minutes of meetings of the Board and all committees with Board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation.

- a. A voting member of the Board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Compensation Approval Policy.

When approving compensation for Directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the Board or a duly constituted

compensation committee of the Board shall also comply with the following additional requirements and procedures:

- a. the terms of compensation shall be approved by the Board prior to the first payment of compensation;
- b. all members of the Board who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each Board member or committee member approving a compensation arrangement between this organization and a “disqualified person” (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):
 - i. is not the person who is the subject of the compensation arrangement, or a family member of such person;
 - ii. is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement;
 - iii. does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement;
 - iv. has no material financial interest affected by the compensation arrangement; and
 - v. does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the Board or committee member.
- c. the Board shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
 - i. compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. “Similarly situated” organizations are those of a similar size, purpose, and with similar resources;
 - ii. the availability of similar services in the geographic area of this organization;
 - iii. current compensation surveys compiled by independent firms;
 - iv. actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement.
 - v. As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the Board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

- d. the terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the Board or compensation committee that approved the compensation. Such documentation shall include:
 - i. the terms of the compensation arrangement and the date it was approved;
 - ii. the members of the Board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each Board or committee member;
 - iii. the comparability data obtained and relied upon and how the data was obtained;
 - iv. If the Board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the Board or committee shall record in the minutes of the meeting the basis for its determination;
 - v. If the Board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the Board or committee meeting;
 - vi. any actions taken with respect to determining if a Board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement);
 - vii. The minutes of Board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next Board or committee meeting or 60 days after the final actions of the Board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the Board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next Board or committee meeting following final action on the arrangement by the Board or committee.

Section 7. Annual Statements.

Each director, principal officer, and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:

- a. has received a copy of the conflicts of interest policy;

- b. has read and understands the policy;
- c. has agreed to comply with the policy; and
- d. understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 8. Periodic Reviews.

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Section 9. Use of Outside Experts.

When conducting the periodic reviews as provided for in Section 7, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE 10 AMENDMENT OF BYLAWS

These bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted by approval of the Board of Directors.

ARTICLE 11 CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these bylaws and the articles of incorporation of this corporation, the provisions of the articles of incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.