

**BYLAWS**  
**of**  
**CREATIVE COMMONS CORPORATION**

As amended [*approved as of 12/6/2021*]

**ARTICLE 1**  
**General Provisions**

**Section 1.1 Name.** The name of this corporation is Creative Commons Corporation, and shall herein be referred to as the "corporation."

**Section 1.2 Offices.** The principal business office of the corporation shall initially be in the Commonwealth of Massachusetts as set forth in the Articles of Organization, and the directors may change the location of the principal business office in the Commonwealth of Massachusetts effective upon the filing of a certificate with the Secretary of the Commonwealth. The corporation may also have offices at such other places as the corporation may require.

**Section 1.3 Fiscal Year.** The fiscal year of the corporation shall begin on January 1 and end on the following December 31 of each year.

**Section 1.4 No Voting Members.** The corporation shall have no voting members. All powers of the corporation shall be held by the board of directors. Any action or vote required or permitted by any law, rule, or regulation to be taken by members shall be taken by action or vote of the same percentage of the board of directors of the corporation. No person now or hereafter designated by the corporation as a "member" for fundraising or other purposes shall be or be deemed to be a member for purposes of the Articles of Organization or Bylaws of the corporation nor shall such person have any voting or fiduciary rights or responsibilities of the corporation.

**Section 1.5 Articles of Organization.** The articles of organization of the corporation and all amendments thereto are incorporated in these bylaws in full by reference; in the event that there is a conflict between the articles of organization and these bylaws, the articles of organization shall control.

## ARTICLE 2

### Statement of Purposes

The corporation is organized and at all times shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue code of 1986 and the regulations thereunder, as now in force or hereafter amended or corresponding section of any future tax code (“Section 501(c)(3)”) including, but not limited to, designing methods and technologies that facilitate sharing of scientific, creative, and other intellectual works with the general public. The corporation may, as permitted by law, engage in any and all activities in furtherance of, related to, or incidental to these purposes which may lawfully be carried on by a corporation formed under Chapter 180 of the General Laws of Massachusetts and which are not inconsistent with the corporation's qualification as an organization described in Section 501(c)(3).

## ARTICLE 3

### Board of Directors

**Section 3.1 Authority.** The business and affairs of the corporation shall be controlled and governed by the board of directors (the “board” or “board of directors”), which shall have the right to exercise all powers of the corporation as permitted by law.

### **Section 3.2 Composition.**

(a) Directors. The board of directors shall determine the number and qualifications of the directors, provided however that the board shall comprise no fewer than 3 directors. The failure to satisfy the number of directors or fill any office identified in these bylaws shall not be grounds to invalidate any action duly approved by the board of directors as then constituted, at a duly held meeting, and the directors shall have and may exercise all of their powers notwithstanding the existence of one or more vacancies in their number.

(b) *Ex Officio* Director. The then-serving president/chief executive officer (referred to in these bylaws as the “CEO”) shall be a director on the board of directors with voting rights. The

CEO shall not be counted in the number of directors to be determined by the board pursuant to Section 3.2(a) above.

**Section 3.3 Terms of Office.** The board of directors shall determine the length and number of terms to be served by directors. To ensure continuity of policies and expertise, the board shall aspire to appoint approximately one-fourth of the directors each year and the length of terms may be adjusted to best assure such continuity.

**Section 3.4 Meetings.** The board of directors shall hold annual meetings each year, and may select the time and place for annual and other meetings of the board. Other meetings of the board of directors may be called by the chair, CEO or by a majority of the directors then in office by delivering notice in writing, of the date, time, place, and purpose of such meeting, to all directors at least three (3) days in advance of such meeting.

**Section 3.5 Notice in Writing.** Whenever notice in writing to one or more directors is required under these bylaws, and unless otherwise provided by applicable law, such notice may be delivered by hand-delivery, express or overnight delivery service, by regular mail, or by electronic mail ("email"), to the most recent physical or email address provided by that director, and it shall be the responsibility of each director to provide a current physical and email address to the secretary of the corporation and to update the addresses promptly when changes are made.

**Section 3.6 Quorum and Voting.** A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the board. At any meeting of the board of directors at which a quorum is present, a majority of those directors present at the meeting shall decide any matter, unless a different vote is specified by law, the Articles of Organization, or these bylaws.

**Section 3.7 Meetings by Remote Communication.** One or more directors may attend any annual, regular, special, or committee meeting of the board through telephonic, electronic, or other means of communication by which all directors have the ability to fully and equally participate in all discussions and voting on a substantially simultaneous basis. Such participation shall constitute presence in person at such meeting.

**Section 3.8 Action Without a Meeting By Unanimous Written Consent.** Any action required or permitted to be taken at any board meeting may be taken without a meeting if all the directors consent to the action in a writing setting forth the action to be taken, which may be signed in counterparts, and the written consents are filed with the records of the meetings of directors. Such written consent, when signed by all the then-serving directors, shall be treated for all purposes as a vote at a meeting of the board of directors.

**Section 3.9 Waiver of Notice for Meetings.** Whenever any notice of a meeting is required to be given to any director under the Articles of Organization, these bylaws, or the laws of Massachusetts, 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 3.10 Committees.** The board of directors shall create an executive committee and may create such other standing and special committees as it determines to be in the best interest of the corporation. The board of directors shall determine the duties, powers, and composition of such committees, except that the board shall not delegate to such committees those powers which by law may not be delegated. Each such committee shall submit to the board of directors at such meetings as the board may designate, a report of the actions and recommendations of such committees for consideration and approval by the board of directors. Any committee may be terminated at any time by the board of directors.

**Section 3.10.1 Executive Committee.** The executive committee shall comprise the chair, CEO, and at least 2 other directors. The executive committee shall have the power to act for the full board of directors on all matters between meetings, except for such matters as are specified in Massachusetts General Laws Section 55 of Chapter 156B or other applicable law. The delegation of authority to the executive committee shall not operate to relieve the board of directors or any director from any responsibility imposed by law.

**Section 3.11 Advisory and Honorary Directors.** The board of directors may designate certain persons or groups of persons as advisory or honorary directors or other such title as the Board may deem appropriate. Such persons shall serve in an honorary capacity and shall have no right to notice of or to attend or vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities of the

Corporation. Advisory or honorary directors shall provide advice to the board of directors and perform such duties as the board from time to time may request.

**Section 3.12 Compensation.** Directors as such shall not receive any compensation for their services on the board, but directors shall not be precluded from serving the corporation in any other capacity and receiving reasonable compensation.

**Section 3.13 Resignation.** Any director may resign by delivering a written resignation to the corporation at its principal office or to the chair or secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time.

**Section 3.14 Removal.** Any director may be removed, with or without assignment of cause, by a vote of two-thirds of the entire board of directors at any meeting of the board of directors. Notwithstanding the notice provision of Section 3.4 above, written notice shall be delivered to all directors at least fourteen (14) days in advance of a meeting at which removal is sought.

**Section 3.15 Vacancies.** Any vacancy occurring in the board of directors may be filled by the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

## **ARTICLE 4**

### **Officers**

**Section 4.1 Officers.** The officers of the corporation shall be chair, vice chair, president/chief executive officer, treasurer, and secretary (having the powers of clerk) of the board of directors and such other officers as the board may determine, which other officers shall be elected in accordance with the provisions of this Article. Other than the chair and vice chair who must be directors on the board of directors, an officer may, but need not be, a director on the board of directors. Any two or more offices may be held by the same person, except that the president/chief executive officer may not serve simultaneously as the treasurer or secretary. Each officer shall have in addition to the duties and powers as specifically set forth in these

bylaws, such duties and powers as are customarily incident to the office in question, and such duties and powers as the directors may from time to time designate.

**Section 4.2 Election.** Other than the chair and vice chair who shall serve for a term as set forth in Section 4.6 of these bylaws, the officers of the corporation shall be elected annually by the board of directors at the annual meeting. Each officer shall hold office until a successor shall have been duly elected and qualified.

**Section 4.3 Vacancies.** A vacancy in any office because of death, resignation, disqualification, or otherwise may be filled by the board of directors for the unexpired portion of the term.

**Section 4.4 Resignation.** An officer may resign by delivering a written resignation to the chair of the board of directors, or to the CEO or secretary. Such resignation shall be effective upon receipt or upon such date (if any) as is stated in such resignation, unless otherwise determined by the board of directors.

**Section 4.5 Removal.** Any officer may be removed with or without assignment of cause, by a vote of a majority of the entire board of directors at any meeting of the board of directors. Notwithstanding the notice provision of Section 3.4 above, written notice shall be delivered to all directors at least fourteen (14) days in advance of a meeting at which removal is sought.

**Section 4.6 Chair and Vice Chair.** The directors shall elect a chair to preside at all meetings of the board of directors, and a vice chair to preside at meetings in the absence of the chair. The chair and the vice chair shall serve for one four-year term, which term may be extended once for an additional two-year term upon approval of the board of directors, and neither may serve beyond his/her tenure as a director. The chair and vice chair shall be elected from among the current directors. A vacancy in the office of chair or vice chair shall be filled by a majority vote of all directors for the unexpired portion of the current term. The chair, and/or other proper officers or agents of the corporation authorized by the board of directors, may sign any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed. The chair shall perform all duties incident to the office of chair, and such other duties as may be prescribed by the board of directors from time to time.

**Section 4.7 President/Chief Executive Officer.** The president/chief executive officer (referred to as “CEO” in these bylaws) shall serve as an *ex officio* director with voting rights on the board of directors. The CEO, and/or other proper officers or agents of the corporation authorized by these bylaws or by the board of directors, may sign any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed. The CEO shall perform all duties incident to the offices of president and chief executive officer and such other duties as may be prescribed by the board of directors from time to time.

**Section 4.8 Treasurer.** The treasurer, or other proper officer or agent of the corporation authorized by the board of directors, shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipt for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors; and in general perform all of the duties incident to the office of treasurer and such others as may from time to time be assigned by the board of directors.

**Section 4.9 Secretary.** The secretary (who shall have the powers of clerk as set forth in Massachusetts General Laws, Chapter 180) shall keep the minutes of the meetings of the board of directors in one or more books provided for that purpose; ensure that all notices are given in accordance with the provisions of these bylaws; be custodian of the corporate records; and in general perform all such duties as may from time to time be assigned by the board of directors.

## **ARTICLE 5**

### **Corporate Transactions**

**Section 5.1 Contracts.** The board of directors may authorize any officer or officers, agent or agents of the corporation in addition to the officers so authorized by these bylaws, 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 by specific instances.

**Section 5.2 Indebtedness.** All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by the CEO or treasurer, or such other officer or agent of the corporation as from time to time may be determined by the board of directors. In the absence of such determination of the board, such instruments shall be signed by the CEO or treasurer of the corporation.

**Section 5.3 Deposits.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, brokerages, or other depositories as the board of directors shall select.

**Section 5.4 Contributions.** The board of directors or any authorized officer or agent may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

## **ARTICLE 6**

### **Books and Records**

The corporation shall keep correct and complete books and records of account; minutes of the proceedings of board of directors; and a register of the names and addresses of the directors of the corporation. All books and records of the corporation may be inspected by any director, or agent or attorney thereof, for any proper purpose at any reasonable time.

## **ARTICLE 7**

### **Restrictions on Activities**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, 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 the corporation. Except to the extent permitted by the Internal Revenue Code, whether pursuant to an election under



Section 501(h) or otherwise, 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 neither participate nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

## **ARTICLE 8**

### **Dissolution**

In the event of dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation to the extent assets of the corporation permit, dispose of all the assets of the corporation exclusively for the purposes of the corporation, as the board of directors shall determine, in such manner as required by section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue law) and in accordance with the statutes of the Commonwealth of Massachusetts.

## **ARTICLE 9**

### **Conflicts of Interest**

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval. In addition to compliance with this section, the board shall approve and adopt a conflict of interest policy that is consistent with this section and that includes a requirement that each director shall provide an annual disclosure of interests, on a form provided by the corporation, and each director shall be required to update the form as necessary during the year.

## **ARTICLE 10**

### **Personal Liability**

No officer or director of the corporation shall be personally liable to the corporation for monetary damages for or arising out of a breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by applicable law (i) for a breach of the officer's or director's duty of loyalty to the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the officer or director derived an improper personal benefit.

## **ARTICLE 11**

### **Indemnification**

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or director of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which such officer or director may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which such officer or director shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This Article constitutes a contract between the corporation and the indemnified persons. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

## **ARTICLE 12**

### **Amendments to Bylaws**

These bylaws may be amended or repealed by a majority vote of the entire board of directors.

(End of Bylaws)