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**BYLAWS**  
**OF**  
**START International, Inc.**

**A Delaware**  
**Nonprofit Corporation**

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**OF**  
**START International, Inc.**

**SECTION 1 ORGANIZATIONAL STRUCTURE**

**1.1 START.**

- (A) The START International Inc. comprises the Board of Directors, its standing committees, and the operating structures under the International START Secretariat. The Board of Directors includes At-Large members, with one At-Large member serving as the President of the Corporation, and Ex-Officio Members.
- (B) START is cosponsored by the International Human Dimensions Program, the International Geosphere-Biosphere Program, and the World Climate Research Program.

**SECTION 2 OFFICES**

**2.1 Principal Office.**

- (A) The principal office of the Corporation shall be located at the International START Secretariat, 2000 Florida Ave., Suite 200, Washington, DC, 20009, USA.
- (B) The principal office may be moved to any other such place, either within or outside the District of Columbia, as designated by the Board of Directors.

**2.2 Additional Offices.** The Corporation may maintain additional offices at other locations as designated by the Board of Directors.

**2.3 Registered Office and Agent.**

- (A) Registered Office. The Corporation must maintain a registered office within the State of Delaware at 1209 Orange Street, Wilmington, New Castle County, Delaware 19801, USA.
- (B) Registered Agent. The registered agent at the registered office is The Corporation Trust Company.
- (C) Changes. The registered office and registered agent of the Corporation may be changed by resolution of the Board of Directors.

### SECTION 3 MEMBERS

3.1 **Members.** The Corporation has no members.

### SECTION 4 BOARD OF DIRECTORS

4.1 **Powers.** The Board of Directors of the Corporation shall supervise, manage, and control all of the affairs, business activities, and policies of the Corporation.

4.2 **Number of Directors.**

- (A) The number of Directors constituting the Board of Directors must be no fewer than three (3) and no more than nine (9).
- (B) The exact number of Directors must be fixed from time to time by a resolution adopted by the affirmative vote of a majority of the Directors then in office.

4.3 **Initial Board of Directors.**

- (A) Those Directors named by the Incorporator constitute the initial Board of Directors (the "Initial Directors").
- (B) The Initial Directors are eligible to serve an additional term of 2 years beyond their initial term of 3 years.

4.4 **Election of Directors.** The incumbent Directors shall elect their successors at each annual meeting of the Board of Directors.

4.5 **Term.**

- (A) Each Director holds office for a term of three (3) years at the end of which his or her successor will be duly elected, or earlier in the event of his or her death, resignation, or removal.
- (B) Directors may be renewed for a term of two additional years.

4.6 **Resignation.** A Director may resign at any time by:

- (A) giving written notice of his or her resignation to the President or the Secretary of the Corporation; or
- (B) presenting his or her written resignation in person at a meeting of the Board of Directors.

4.7 **Removal.**

- (A) A Director may be removed, with or without cause, at an annual or special meeting of the Board of Directors by the affirmative vote of a majority of the

Directors then in office.

- (B) Such action must be taken at a meeting of the Board of Directors for which written notice of the purpose is given in accordance with Section 5.3 of these Bylaws.

4.8 **Vacancies and Newly Created Directorships.**

- (A) Vacancies on the Board of Directors resulting from the death, resignation, or removal of a Director or an increase in the authorized number of Directors must be filled by an affirmative vote of a majority of the Directors then in office.
- (B) The Director elected to fill any such vacancy or newly created directorship holds office until the next election of Directors and until his or her successor has been elected and has accepted the position.

4.9 **Compensation.**

- (A) Directors may not receive salaries for their services as Directors. However, by resolution of the Board of Directors, travel and incidental costs directly related to a Director's attendance at an annual or special meeting of the Board of Directors may be reimbursed.
- (B) No provision of these Bylaws may be construed to preclude any Director from serving the Corporation in any other capacity, including but not limited to as an officer of the Corporation, and receiving reasonable compensation for such service.

## **SECTION 5 MEETINGS OF THE BOARD OF DIRECTORS**

5.1 **Annual Meeting.** The Board of Directors shall hold an annual meeting each fiscal year, at such place as may be selected by the Directors. The purpose of the meeting will be to decide on any Board governance issues, such as electing or appointing Directors and Officers for the following year, and for the transaction of other relevant matters before the Board. Chairpersons of the START Scientific Steering Committee and the START Development Committee, as ex-officio, non-voting members, will be invited to all annual meetings of the Board of Directors. Likewise, the Director of the International START Secretariat, as ex-officio, will also be invited to every Board of Directors meeting.

5.2 **Special Meetings.**

- (A) Special meetings of the Board of Directors may be called at any time by the President and must be called by the President or the Secretary at the request of any two Directors.

- (B) Special meetings may be held at such place, either within or outside the State of Delaware, and at such time as specified in the notice of meeting.

5.3 **Notice of Board Meetings.**

- (A) **Notification.** Notice of the time and place of meetings of the Board of Directors must be communicated to each Director by telephone, electronic mail, facsimile transmission, or mail or personally delivered to each Director, charges prepaid, addressed to him or her at his or her address as shown in the records of the Corporation. Neither the business to be transacted nor the purpose of any meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.
- (B) **Notice Period.**
  - (i) If notice is mailed, it must be deposited in the U.S. mail at least thirty (30) days prior to the date of the meeting.
  - (ii) If notice is delivered personally or communicated by telephone, electronic mail, or facsimile, it must be delivered or communicated at least twenty-one (21) days prior to the meeting.

5.4 **Conducting Business/Usual Manner of Acting.**

- (A) **Quorum.** A simple majority of the number of Directors then in office constitutes a quorum for the transaction of business at any meeting of the Board of Directors. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting to another time without further notice.
- (B) **Voting.** The action of a majority of the Directors present at a meeting at which a quorum is present is the action of the Board of Directors, except as otherwise provided by law, the Corporation's Certificate of Incorporation, or these Bylaws.
- (C) **Formalities.** Any action required by law to be taken by members of the Corporation may be taken by the Directors of the Corporation without any further formalities.

5.5 **Conduct of Meetings.**

- (A) **Presiding Officer.** The President or his or her designee shall preside over meetings of the Board of Directors.
- (B) **Secretary.** The Secretary or his or her designee shall act as secretary of the meeting.

5.6 **Action Without Meeting.**

- (A) Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, without prior notice and without a vote, if a consent or consents, setting forth the action so taken:
  - (i) in writing is signed by all of the Directors then in office; or
  - (ii) by electronic transmission is approved by all of the Directors then in office.
- (B) Such consents must be filed with the minutes of the proceedings of the Board of Directors in a manner in accordance with the General Corporation Law of the State of Delaware.

5.7 **Telephonic Meetings.**

- (A) A Director may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.
- (B) Participation in a meeting pursuant to this Section 5.7 constitutes presence in person at the meeting.

**SECTION 6 COMMITTEES**

6.1 **Committees of the Board of Directors.**

- (A) The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may designate one or more committees, each consisting of one or more directors.
- (B) Committees, to the extent provided in said resolution and not restricted by law or Section 6.3 of these Bylaws, have and may exercise the authority and act on behalf of the Board of Directors in the management of the Corporation, including but not limited to actions specified in these Bylaws as requiring the approval of the Board of Directors.
- (C) The Board of Directors may appoint Standing Committees to review and advise on its scientific and strategic programs; such committees may be the START Scientific Steering Committee and the START Development Committee.

6.2 **Advisory Committees.**

- (A) The Board of Directors may appoint Advisory Committees of distinguished individuals to advise the Corporation on the matters set out in a resolution of

the Board of Directors.

- (B) The Advisory Committees may be comprised entirely of individuals who are not members of the Board of Directors.
- (C) The Advisory Committees do not possess any of the authority of the Board of Directors or any Committee of the Board of Directors.

6.3 **Limitations on Committee Powers.** No committee may:

- (A) amend the Corporation's Certificate of Incorporation;
- (B) adopt an agreement of merger or consolidation;
- (C) amend the Bylaws of the Corporation;
- (D) approve the dissolution of the Corporation;
- (E) approve the sale or exchange of any assets of the Corporation; or
- (F) elect, appoint, or remove any director or any member of a committee.

6.4 **Term of Office.** The typical tenure for committee membership shall be no more than three years or shorter if the Committee is terminated sooner, or until his or her earlier death, resignation, or removal. A committee member may be reappointed once.

6.5 **Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as the original appointments.

6.6 **Committee Chair.** One member of each committee must be appointed chair of the committee.

6.7 **Quorum and Voting.**

- (A) **Quorum.** A majority of the whole committee constitutes a quorum, unless otherwise stated by resolution of the Board of Directors in designating the committee.
- (B) **Voting.** The act of a majority of the members present at a meeting in which a quorum is present is considered to be an act of the committee.

6.8 **Alternate Committee Members.**

- (A) The Board of Directors may designate one or more Directors as alternate members of any such committee to replace any absent or disqualified member at any meeting of the committee.

- (B) In the absence or disqualification of a member of a committee and his or her alternate, the member or members of the committee present at any meeting and not disqualified from voting, whether or not he or she or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

6.9 **Rules.** Each committee may adopt rules for its own government not inconsistent with these Bylaws.

## SECTION 7 OFFICERS

### 7.1 **Officers.**

- (A) The officers of the Corporation are an Executive Director, a President, a Secretary, a Treasurer, and such other officers as may be elected or appointed by the Board of Directors.
- (B) Officers whose authority and duties are not prescribed in these Bylaws have the authority to perform the duties prescribed by resolution of the Board of Directors.
- (C) Any two or more offices may be held by the same person.

### 7.2 **Term of Office.**

- (A) The term of office of all officers is two (2) years.
- (B) An officer may serve any number of terms.
- (C) An Officer may resign by giving written notice to the Corporation. The resignation is effective upon its receipt by the Corporation or at a subsequent time specified in the notice of resignation.

7.3 **Compensation.** The Officers of the Corporation may receive reasonable compensation for their service as determined by the Board of Directors.

7.4 **Removal.** Any Officer elected or appointed by the Board of Directors may be removed by the Board of Directors for any reason, but such removal is without prejudice to the contract rights, if any, of the person so removed.

### 7.5 **Vacancies.**

- (A) A vacancy in any office must be filled by the Board of Directors without undue delay at its annual meeting or at a special meeting called for that purpose.
- (B) In the event of the absence or disability of any officer of the Corporation, the



Board of Directors may delegate his or her powers and duties to any other officer or officers.

7.6 **Executive Director.**

- (A) The Board of Directors shall appoint an Executive Director who shall be a nonvoting and ex-officio member of the Board of Directors and will act as Executive Director of the International START Secretariat.
- (B) The Executive Director shall be excused from all meetings wherein the Board of Directors reviews the performance of the Executive Director and/or determines the compensation of the Executive Director.
- (C) The Board of Directors shall review the performance of the Executive Director at least every two years. The Board of Directors may increase the frequency of such review as it deems necessary.
- (D) The term of the Executive Director shall be for five years or earlier in the event of death, resignation, or removal by the Board of Directors. The term of the Executive Director may be renewed after the initial five year term has ended, upon approval of the Board of Directors.
- (E) The primary responsibility of the Executive Director in his or her capacity as Executive Director of the International START Secretariat is to implement the START program of research, capacity building and policy outreach; coordinate efforts across the START network to implement the program; raise funds to support START projects and the START network; and link START's work to the agendas of START's scientific and financial sponsors and relevant international, regional and national scientific and policy organizations, and development assistance agencies.
- (F) The Executive Director shall report to and advise the Board of Directors on all matters pertaining to the accomplishment of the Corporation's scientific, charitable, educational, and other exempt purposes.
- (G) The Executive Director is the chief executive officer of the Corporation. Accordingly, the Executive Director has charge of the business and affairs of the Corporation, subject to the direction and control of the Board of Directors, and shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which responsibility is assigned to some other person by the Board of Directors.
- (H) The Executive Director is authorized to appoint and terminate all personnel employed by the International START Secretariat other than officers elected by the Board of Directors, and shall be responsible for keeping the Board of Directors informed of staff performance as it relates to the accomplishment of the Corporation's exempt purposes.

- (I) The Executive Director may execute on behalf of the Corporation any contracts or other instruments which the Board of Directors has authorized to be executed, and he or she may accomplish such execution either under or without (outside of) the seal of the Corporation and either individually or with the Secretary or any other Officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument, except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board of Directors.
  
- (J) The Executive Director may vote all securities that the Corporation is entitled to vote except to the extent such authority shall be vested in a different officer or agent of the Corporation by the Board of Directors.

7.7 **President.**

- (A) The President shall preside at all meetings of the Board of Directors.
- (B) The President shall have the general and active management of the affairs of the corporation in consultation as appropriate with other at-large members of the Board of Directors.
- (C) The President shall see that all orders and resolutions of the Board of Directors are carried into effect.

7.8 **Secretary.**

- (A) The Secretary shall attend all meetings of the Board of Directors of the Corporation and record all votes and the minutes of all proceedings in the minute book of the Corporation.
- (B) The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors of the Corporation for which notice may be required.
- (C) The Secretary shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision the Secretary acts.

7.9 **Treasurer.**

- (A) The Treasurer shall:
  - (i) have custody of the funds and securities of the Corporation;
  - (ii) keep full and accurate accounts of receipts and disbursements in financial books of the Corporation, in which duty the Treasurer shall receive the full cooperation of the other officers of the Corporation; and
- (B) The Treasurer is charged with oversight over the disbursement of funds and the deposit of receipts of the Corporation, including without limitation distributions or receipts authorized by the Board of Directors in furtherance of the charitable purposes of the Corporation.
- (C) The Treasurer shall render to the President and to the Board of Directors, whenever they may require it, an account of all his or her transactions as Treasurer; of any disbursements, receipts, or other transactions of the Corporation during his or her tenure as Treasurer; or of the financial condition of the Corporation.

7.10 **General Powers as to Negotiable Paper.** The Board of Directors shall prescribe the manner of signature or endorsement of checks, drafts, notes, acceptances, bills of exchange, obligations, and other negotiable paper or other instruments for the

payment of money and designate the officers or agents who are authorized to make, sign, or endorse the same on behalf of the Corporation.

7.11 **Powers as to Other Documents.**

- (A) The Board of Directors may authorize any officer or agent to enter into any contract or execute or deliver any instrument in the name of the Corporation. Such authority must be in writing and may be general or confined to specific instances.
- (B) When the execution of any contract or instrument has been authorized without specifying the exact officers authorized to execute such contract or instrument, it may be executed on behalf of the Corporation by the President.

## SECTION 8 INDEMNIFICATION AND INSURANCE

- 8.1 **Indemnification.** The Corporation shall, except as provided in or limited by Sections 8.3 and 8.4 of these Bylaws, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a Director, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another Corporation, partnership, limited liability company, joint venture, trust, or other enterprise, and shall advance expenses to such person reasonably incurred in connection therewith, to the fullest extent permitted by the relevant provisions of the General Corporation Law of the State of Delaware, as such law presently exists or may hereafter be amended. The Corporation shall be required to indemnify a person in connection with a proceeding initiated by such person only if the proceeding was authorized by the Board of Directors.
- 8.2 **Insurance.** The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another Corporation, partnership, limited liability company, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Section 7.
- 8.3 **Certain Limitations on Indemnification.** In no case may the Corporation indemnify or reimburse any person for any taxes on such individual under section 4958 or section 4941 of the Internal Revenue Code of 1986, as it presently exists or may hereafter be amended (the "Code"), or under the comparable or corresponding provisions of any future U.S. internal revenue laws.
- 8.4 **Indemnification from Other Sources.** The Corporation's obligation, if any, to

indemnify any person who was or is serving at its request as a Director, Officer, employee, or agent of another Corporation, partnership, limited liability company, joint venture, trust, or other enterprise must be reduced by any amount such person collects as indemnification from such other Corporation, partnership, limited liability company, joint venture, trust, or other enterprise.

## SECTION 9 MISCELLANEOUS PROVISIONS

- 9.1 **Books and Records.** The Corporation must keep:
- (A) correct and complete books and records of account; and
  - (B) minutes of the proceedings of its Board of Directors.
- 9.2 **Fiscal Year.** The fiscal year of the Corporation shall be the calendar year.
- 9.3 **Seal.** The Corporation's seal must have inscribed thereon the name of the Corporation, the year of its incorporation, and the words "Corporate Seal, State of Delaware."
- 9.4 **Waiver of Notice.**
- (A) **Waiver in Writing.** Whenever any notice is required to be given under the provisions of the General Corporation Law of the State of Delaware, the Corporation's Certificate of Incorporation or these Bylaws, a written waiver of notice, signed by the person or persons entitled to such notice, whether before or after the time stated therein, is equivalent to the giving of such notice.
  - (B) **Waiver by Attendance.** Attendance of any Director at a meeting constitutes waiver of notice of such meeting, except when such director attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.
- 9.5 **Amendments.**
- (A) **Certificate of Incorporation.** The Certificate of Incorporation of the Corporation may be amended in whole or in part by a majority vote of the directors then in office pursuant to the procedure set out in section 242(b)(3) of the General Corporation Law of the State of Delaware.
  - (B) **Bylaws.**
    - (i) These Bylaws may be amended, altered, or repealed, and new Bylaws may be adopted at any meeting of the Board of Directors by an affirmative vote of a majority of the Directors then in office.

- (ii) Such action must be taken at a meeting of the Board of Directors for which written notice of the purpose is given in accordance with Section 5.3 of these Bylaws.

*{Certification on next page.}*

I certify that the foregoing Bylaws of START International, Inc. were adopted by the Initial Board of Directors on 7 October 2009, and that they are currently in effect.

A handwritten signature in black ink, appearing to read "Gordon McBean". The signature is written in a cursive, flowing style.

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Gordon McBean, President