

11/14/2019

ARTICLE I. NAME OF ORGANIZATION

Eterna Players Alliance (EPA)

ARTICLE II. ORGANIZATION PURPOSE

Section 1. Specific Purpose

The purpose of the Eterna Players Alliance is to ensure the continuing growth and success of Eterna, a gamified platform where anyone can contribute to cutting-edge research in synthetic RNA design and develop equitable and meaningful RNA-based solutions to pressing problems. We also seek to improve education, recognition, and appreciation of both RNA design and citizen science.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility for Membership

Application for voting membership shall be open to Eterna players who meet all of the following requirements

1. Time since creation of player account is at least 3 months
2. Player must have participated in at least 2 labs
3. Player must have a commitment to ongoing contribution to Eterna
4. Signature required at the time of application to become an EPA member

Membership is granted after completion and receipt of a membership application. Memberships will be verified by the Membership Committee.

Section 2. Annual Dues and Membership Renewal

Annual dues are constituted by suggested donation to the Eterna Commons Fund. The amount suggested for annual membership dues shall be \$18 each year for members under 18 years old, \$25 for members who are college students, and \$50 for adults, unless changed by a majority vote of the members at a meeting of the full membership. Neither the EPA nor Eterna are pay to play organizations and all EPA dues are only suggested donations.

Additionally, each year members must renew their membership.

Section 3. Rights of Members

Each member shall have the right to one vote at all meetings of the full membership. Each member shall have the right to nominate any member for a position on the board of directors

and vote for the board of directors during elections. Board of Directors meetings are open to members.

Section 4. Termination

A member can have their membership terminated by a majority vote of the Board of Directors.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Regular Meetings

Meetings of the members shall be held at least twice a year (once every six months) the specific date, time, and location of which will be designated by the President. At the meetings the members shall receive reports on the activities of the EPA and determine the direction of the organization for the coming six months. All meetings will allow virtual participation.

Section 2. Special Issues

A petition signed by five percent (5%) of the members may call a vote to address an issue in addition to any votes raised by the Board.

Section 3. Notice of Votes and Meetings

Notice of each meeting or vote shall be given to each voting member, by email, not less than one weeks prior to the meeting or vote. For votes, open access to information about the proposal will be provided in a central location.

Section 4. Voting

All issues to be voted on shall be decided by a simple majority of an electronic vote over the course of a minimum of two weeks and a maximum of four weeks, as decided by the Board of Directors.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the organization shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the organization.

Section 2. Number, Tenure, Requirements, and Qualifications

The number of Directors shall be 5 members including the following officers: the President, the Secretary/Treasurer, and the Eterna Commons Representative.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. Elections for Board members shall follow the instructions in Article IV. Each member shall receive a number of votes equal to the number of seats open for election, with a maximum of one vote per candidate. Nominations shall occur up to two weeks before voting occurs, and nominees must affirm their willingness to serve.

No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.

Each member of the Board of Directors shall be a member of the organization and shall hold office for the following time periods and with the following restrictions:

1. Initially 3 of 5 members will have 1-year terms and the other 4 will have 2-year terms. The first order of business of the board at the time of creation of the organization will be to decide who is a 1-year term and who is a 2-year term. After the first 1-year term all board members go to 2-year terms.
2. The election of board members will be held initially in 1 year from the start of the organization as a special election for a single year term and then the first regular election will be held 1 year later. This will be the first election for 2-year terms.

Each member of the Board of Directors shall attend a majority of meetings. All meetings will allow virtual participation.

Section 3. Regular and Annual Board Meetings

The Board of Directors shall meet at least quarterly as called by the President. The Board of Directors may provide by resolution the time and place for the holding of regular meetings of the Board. Special meetings of the Board of Directors may be called by any 2 members of the Board of Directors. Notice of regular and special meetings shall be sent to all members of the Board of Directors no less than ten (10) days, prior to the meeting date.

Section 4. Notice

Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 5. Quorum

A majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors at a meeting at which a quorum exists shall be the act of the Board of Directors, unless the act of a greater number is required by law.

Section 6. Vacancies

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

Section 7. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors unless this rule is changed by a majority vote of the player members of the organization.

Section 8. Confidentiality

Board meetings shall be open to player members and discussions shall be generally recorded in minutes available to player members unless the Board enters into a confidential executive session.

Directors shall not discuss or disclose information about the EPA or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the EPA's purposes, or can reasonably be expected to benefit the EPA. Directors shall use discretion and good business judgment in discussing the affairs of the EPA with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the EPA, including but not limited to accounts on deposit in financial institutions.

Section 9. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

Section 10. Removal.

Any member of the Board of Directors or members of a committee may be removed with or without cause, at any time, by vote of 5 of the members of the Board of Directors if in their judgment the best interests of the EPA would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance

of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board, and are not entitled to the removal procedure outlined in Section 10 of this Article.

Section 11. Records of Proceedings

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

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.

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.

ARTICLE VI. OFFICERS

The officers of this Board shall be the President, the Secretary/Treasurer, and the Eterna Commons Representative. All officers must be members of the Board. It is the responsibility of all officers to report any potential conflicts of interest to the Board.

Section 1. President

The President shall preside at board and membership meetings. The President shall have the following duties:

- a. General and active management of the business of the EPA.
- b. Report on the operations of the EPA to the general membership at the annual meetings, and from time to time, shall report to the Board all matters that may affect this organization.
- c. Act as the Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

Section 2. Secretary/Treasurer

The Secretary shall attend all meetings of the Board of Directors, and all meetings of members, and assisted by a staff member, will act as a clerk thereof. The Secretary's duties shall consist of:

- a. Record all votes and minutes of all proceedings, and in concert with the President shall make the arrangements for all meetings of the organization.
- b. Send notices of all meetings to the members of the Board and shall take reservations for the meetings.
- c. Perform all official correspondence from the Board.
- d. Submit to the Board a budget and for approval of all expenditures of funds raised and proposed capital expenditures by the staff of the agency.
- e. Oversee the financial life of the EPA and recommend financial systems as required.

Section 3. Eterna Commons Representative

The Eterna Commons Representative will represent the EPA and player interests at Eterna Commons. They shall perform the duties specified in the Eterna Commons document. If the Eterna Commons charter changes, the Board will review the responsibilities of the Eterna Commons Representative.

Section 4. Election of Officers

Those officers elected shall serve a term of one (1) year, voted on at the first meeting of the Board after Board elections. Officers shall be eligible for up to three (3) consecutive terms for any given position. They shall be re-eligible after absence for one term.

Section 5. Removal of Officer

The Board with the concurrence of 4 of the members voting at a meeting may remove any officer of the Board of Directors from their position and elect a successor for the unexpired officer term. No officer of the Board of Directors shall be removed without an opportunity to be heard and notice of such motion of removal shall be given to the member ten (10) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such removal.

Section 6. Vacancies

The Board shall also be responsible for electing persons to fill vacancies of officers, in accordance with section 4 of this article (though with election held at the earliest opportunity). The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

ARTICLE VII. COMMITTEES

The board of directors may establish committees to handle routine or specialized affairs. The members of the committees do not have to be members of the board of directors. The chair of each committee will be designated by the board of directors by a majority vote.

The following standing committees will be created at the start of the organization

1. Eternacon Committee
2. Membership Committee
3. Scientific Development and Outreach Committee

ARTICLE XI. RECORDS

The EPA shall keep complete records of the proceedings of the Board of Directors.

ARTICLE XII. AMENDMENTS

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors. The player members may amend the bylaws by a two-third majority vote. The bylaws amended by the players will take effect immediately.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors of this organization, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the ## preceding pages, as the Bylaws of this organization.

ADOPTED AND APPROVED by the Board of Directors on this ____ day of _____, 20__.