

# **World Transhumanist Association Constitution and By-Laws**

**Adopted 12/17/2001, Amended 1/29/2002, Amended 3/20/2002, Amended 4/14/2009**

## **Article I. Name**

The name of this organization shall be the World Transhumanist Association (which may be abbreviated WTA), a not-for-profit corporation; and our doing-business-as name is Humanity+ (HumanityPlus when the "+" is not available on the platform in use), which may also be abbreviated H+.

## **Article II. Purpose**

The goal of the World Transhumanist Association is to support discussion and public awareness of emerging technologies, to defend the right of individuals in free and democratic societies to adopt technologies that expand human capacities, and to anticipate and propose solutions for the potential consequences of emerging technologies.

## **Article III Members**

Section 1. Membership shall be open to every person generally supportive of the outlook of the Humanity+ as represented by its Mission Statement and Declaration, and its ongoing activities.

Section 2. Every applicant for membership shall petition the Organizational Secretary for membership directly or through the Humanity+ website.

Section 3. There shall be two membership statuses, basic and full. Basic members are eligible to receive the quarterly Humanity+ news and to participate in the general Humanity+ discussion list. Full members however, who pay annual dues determined by the Board of Directors, may additionally participate in the Humanity+ decision-making list, and vote for and become a part of the Humanity+ Board of Directors. Applicants become full members upon receipt of their dues.

Section 4. Local chapters of Humanity+ are autonomous, and members of Humanity+ chapters do not have to join the Humanity+. However, to be recognized by Humanity+ as a Humanity+ chapter, groups must appoint a liaison or liaisons to Humanity+ and submit a charter defining the goals of the group and the geographic area to be served (if any). Members of Humanity+ are not automatically members of any local chapters of Humanity+, who may have additional membership dues and requirements.

Section 5. The amount of membership dues of individuals shall be set by the Board of Directors. The Board of Directors shall establish various levels of membership fees, including but not limited to: a) an

amount for employed residents of developed nations, b) a sustainer and/or sponsor amount, which shall confer no extra rights or privileges, but the names of whom may be made public with the permission of each sustainer or sponsor; and c) amounts for students, the unemployed and the retired, and for people in developing countries.

Section 6. The right of members to post messages to Humanity+ email lists may be revoked by a majority vote of the Board of Directors or by an official invested by the Board with the authority to revoke posting privileges; in the latter case the official shall notify the Executive Director and the Board that posting privileges have been revoked.

Section 7. All members of Humanity+ attest by joining that they are generally supportive of the outlook of the Humanity+ as represented by its Mission Statement and Declaration, and its ongoing activities.. Members, both basic and full, can be excluded from membership if they are found, by a two-thirds vote of the Board of Directors, to be substantially unsupportive of the outlook of the Humanity+ as represented by its Mission Statement and Declaration and ongoing activities, or if they consistently engage in disruptive behavior. Members facing expulsion must receive written notice of charges against them and must be given the opportunity to respond to the Board of Directors.

#### **Article IV. Board of Directors**

Section 1. The highest decision-making body of the Humanity+ shall be the Board of Directors. The Humanity+ Board of Directors is charged with establishing the overall direction and short-term and long-term goals of the Humanity+. The Board is also charged with fundraising activities with support and implementation from the Executive Director. The Board shall select, appoint, and support the Executive Director and shall review on an annual basis the performance of the Executive Director.

Section 2. The Humanity+ Board of Directors shall have ten members. In the event that the Board has less than ten members, Humanity+ members may nominate themselves or be nominated, and elections arranged on Humanity+ decision-making list by the Organizational Secretary, until all ten positions are filled.

Section 3. Half of the Humanity+'s Board of Directors will be elected by full individual members of the World Transhumanist Association in the January of even numbered years (e.g. 2002, 2004, 2006) to serve a two-year term. The other half of the Board of Directors will be elected in the January of odd-numbered years (e.g. 2003, 2005, 2007) to serve a two-year term. Only full Humanity+ members in good standing, as determined by the Organizational Secretary, are eligible to serve on the Humanity+ Board of Directors.

Section 4. The Board of Directors will elect from among its own members each year the following officers: Chair, Vice-Chair, Secretary and Treasurer. The duties of the officers shall include the following: a) The Chair and Vice-Chair shall be the overall coordinators of Humanity+ activities, and will convene and coordinate the deliberations of the Humanity+ decision-making and Board of Directors lists. b) The Organizational Secretary shall collect membership dues, maintain membership records, and maintain contact with local chapters. The Organizational Secretary will report on Humanity+ membership to the Humanity+ Board of Directors twice a year. c) The Treasurer shall oversee the funds of the Humanity+, present the Humanity+ Board of Directors with an annual budget, and report to the

Humanity+ Board of Directors on Humanity+ finances twice a year. It is possible for one person to function as more than one officer, but the Chair and the Treasurer must be different persons.

Section 5. For the purpose of all votes held by the Humanity+, both by the full membership and by the Board of Directors, a majority shall constitute one vote more than 50% of all votes cast, and two-thirds shall be one vote more than 66.66% of all votes cast. The number of all votes cast shall include formal abstentions.

#### **Article V. Executive Director**

The Executive Director is the highest executive officer of the Humanity+. The Executive Director shall be selected, appointed, and supported by the Board of Directors, and the Board of Directors will review the performance of the Executive Director on an annual basis. The Executive Director shall establish and manage the day-to-day operations and internal processes of Humanity+, including establishing employee requirements and managing employees.

#### **Article VI. Dissolution**

In the event of the dissolution of the World Transhumanist Association, all remaining funds and assets are to be released to such other organizations that are organized for purposes congruent with the Transhumanist Declaration.

#### **Article VII. Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the organization in all cases to which they are applicable and in which they are consistent with the conduct of electronic decision-making and this Constitution.

#### **Article VIII. Amendments**

This Constitution may be amended by a two-thirds vote of the full members of the Humanity+ provided that amendments have been posted on the Humanity+ decision-making email list for thirty days.

-----

**Adopted by the discussion list wtaWtahall@yahoogroups.com 12/17/2001**

**Amended 1/29/2002, 3/20/2002, 4/14/2009**

# **BYLAWS**

## **OF**

### **World Transhumanist Association Inc.**

## **ARTICLE 1**

### **OFFICES**

#### **SECTION 1. PRINCIPAL OFFICE**

The principal office of the corporation is located in Tolland County, 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. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an 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**

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

#### **Section 2. SPECIFIC OBJECTIVES AND PURPOSES**

The specific objectives and purposes of this corporation shall be: to support discussion and public awareness of emerging technologies and their consequences.

## **ARTICLE 3 DIRECTORS**

### **SECTION 1. NUMBER**

The corporation shall have 10 directors and collectively they shall be known as the Board of Directors.

### **SECTION 2. QUALIFICATIONS**

Directors shall be of the age of majority in this state. Other qualifications for directors of this corporation shall be as follows: all directors shall be full members in good standing with the World Transhumanist Association Inc.

### **SECTION 3. POWERS**

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, 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 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 the Executive Director of the corporation

(c) Set the overall priorities of the corporation, and communicate these to the Executive Director

(d) Meet at such times and manner as required by these Bylaws;

(e) Register their email and physical addresses with the Secretary of the corporation, and notices of meetings emailed to them shall be valid notices thereof.

### **SECTION 5. TERM OF OFFICE**

Each director elected in the regular board election each January shall hold office for a period of two years and until his or her successor is elected and qualifies. Five of the ten members of the board shall be up for election each January. Board members elected in by-elections, to replace Board vacancies, shall serve until the completion of the term of their predecessor.

## **SECTION 6. COMPENSATION**

Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

## **SECTION 7. REGULAR MEETINGS AND THE CONDUCTING OF BUSINESS**

Meetings shall be held via email and other electronic fora, and all business will be conducted on-line. Meetings shall be conducted in an ongoing fashion, stopping before the election of a new Board, and resuming after the election of each new Board.

Board members shall be elected by the full members of the Humanity+, using electronic balloting.

## **SECTION 8. QUORUM FOR ONLINE MEETINGS**

A quorum of an online Board meeting shall exist if two thirds of the members of the Board of Directors are receiving their email, and have not informed the Chair or Secretary that they will be unable to read their email for the specified period. 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 receiving their email, or otherwise electronically participating, and the only motion which the Chair shall entertain at such a meeting is a motion to adjourn.

## **SECTION 9. MAJORITY ACTION AS BOARD ACTION**

Every act or decision done or made by a majority of the voting 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 a greater percentage or different voting rules for approval of a matter by the board.

## **SECTION 10. CONDUCT OF MEETINGS**

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, in his or her absence, by the Vice Chair of the Board or, in the absence of each of these persons, 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. Meetings shall be governed by Roberts Rules of Order insofar as such rules are not inconsistent with or in conflict with the practice of electronic democracy, the Articles of Incorporation, these Bylaws, or with provisions of law.

## **SECTION 11. 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 this state.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by a by-election from among the full members of the Humanity+. A person elected to fill a vacancy on the board shall hold office until the end of the term of the person they are replacing, or until his or her death, resignation or removal from office.

## **SECTION 12. NONLIABILITY OF DIRECTORS**

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

## **SECTION 13. 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 14. 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 a Chair, a Vice Chair, a Secretary, and a Treasurer. The corporation may also have other such officers with such titles as may be determined from time to time by the Board of Directors.

### **SECTION 2. QUALIFICATIONS**

Any full member of the World Transhumanist Association may serve as 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 Chair 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 Chair, such vacancy may be filled temporarily by appointment by the Chair until such time as the Board shall fill the vacancy through a by-election among the full members. 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 CHAIR**

The Chair shall be the coordinator of the activities of the Board of Directors 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 Chair shall preside at all meetings of the Board of Directors and, if this corporation has members, at all meetings of the members. 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. The Chair may also delegate any of his or her duties to the Vice Chair as he or she deems appropriate, in each case notifying the Board regarding which duties are being thus delegated.

### **SECTION 7. DUTIES OF VICE CHAIR**

In the absence of the Chair, or in the event of his or her inability or refusal to act, the Vice Chair shall perform all the duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chair. The Vice Chair shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

## **SECTION 8. DUTIES OF SECRETARY**

The Secretary shall:

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.

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.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

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.

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.

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.

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 9. DUTIES OF TREASURER**

The Treasurer shall:

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.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

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.

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.

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.

Render to the Chair 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.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

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 10. DUTIES OF THE EXECUTIVE DIRECTOR**

The Executive Director 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 its agents and employees.

It shall be the duty of the Executive Director to:

- (a) Perform any and all duties imposed on him or her collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- (b) Supervise all agents and employees of the corporation to assure that their duties are performed properly;
- (c) Manage the day-to-day operations of the organization and perform any other tasks and duties that are in accordance with the job as Executive Director as determined by the Board of Directors.

## **ARTICLE 5 COMMITTEES**

### **SECTION 1. EXECUTIVE COMMITTEE**

The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of three board members and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

### **SECTION 2. OTHER COMMITTEES**

The corporation shall have such other 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 3. 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 Chair 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 record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;

(d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

**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 4. MEMBERS' INSPECTION RIGHTS**

Each and every full member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a full member:

(a) To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon written demand on the Secretary of the corporation, which demand shall state the purpose for which the inspection rights are requested.

(b) To obtain from the Secretary of the corporation, upon written demand on, and payment of a reasonable charge to, the Secretary of the corporation, a list of the names, addresses and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The

demand shall state the purpose for which the list is requested. The membership list shall be made within a reasonable time after the demand is received by the Secretary of the corporation or after the date specified therein as of which the list is to be compiled.

(c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the Secretary of the corporation by the member, for a purpose reasonably related to such person's interests as a member.

Members 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 510(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 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 AMENDMENT OF BYLAWS**

### **SECTION 1. AMENDMENT**

Subject to the power of the members, if any, of this corporation to adopt, amend or repeal the Bylaws of this corporation and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

## **ARTICLE 10 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.

## **ARTICLE 11 MEMBERS**

### **SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS**

The corporation shall have only two classes of members, basic and full. No member shall hold more than one membership in the corporation. Basic membership shall be free, and does not include voting privileges. Full membership requires payment of dues, and confers voting rights. Except as expressly provided in or authorized by the Articles of Incorporation, the Bylaws of this corporation, or provisions of law, all full memberships shall have the same rights, privileges, restrictions and conditions.

### **SECTION 2. QUALIFICATIONS OF MEMBERS**

The qualification for membership in this corporation is general support of the outlook of the corporation as represented by its Mission Statement and Declaration, and its ongoing activities.

### **SECTION 3. FEES AND DUES**

The annual dues payable by full members of the corporation shall be determined by the Board.

### **SECTION 4. NUMBER OF MEMBERS**

There is no limit on the number of members the corporation may admit.

### **SECTION 5. MEMBERSHIP BOOK**

The corporation shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the corporation's principal office.

### **SECTION 6. NONLIABILITY OF MEMBERS**

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

## **SECTION 7. NONTRANSFERABILITY OF MEMBERSHIPS**

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

## **SECTION 8. TERMINATION OF MEMBERSHIP**

The membership of a member shall terminate upon the occurrence of any of the following events:

(1) Upon his or her notice of such termination delivered to the Chair or Secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.

(2) If this corporation has provided for the payment of dues by members, upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the Secretary of the corporation. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the member's receipt of the written notification of delinquency.

(3) After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation. Any person expelled from the corporation shall receive a refund of dues already paid for the current dues period.

All rights of a member in the corporation shall cease on termination of membership as herein provided.

## **ARTICLE 12 MEETINGS OF MEMBERS**

### **SECTION 1. ONLINE MEETINGS**

Meetings of full members shall be held online in a continuous electronic fashion.

### **SECTION 2. ONLINE ELECTIONS**

An election shall be held each January among full members through electronic balloting for the purpose of electing the Board of Directors. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each voting member shall cast one vote, with voting being by electronic ballot or polling.

### **SECTION 3. NOTICE OF ONLINE DECISION-MAKING**

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, notice stating the need to conduct an online discussion and decision-making shall be delivered not less than three days before the conducting of said discussion and polling.

The notice of any meeting of members at which directors are to be elected shall also state the names of all those who are nominees or candidates for election to the board at the time notice is given.

#### **SECTION 4. QUORUM FOR ONLINE MEETINGS**

A quorum for purposes of the electronic decision-making of the Humanity+ shall consist of 51% of the full members of the corporation being subscribed to the electronic forum in which the discussion and decision takes place.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the members 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 5. MAJORITY ACTION AS MEMBERSHIP ACTION**

Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater number.

#### **SECTION 6. VOTING RIGHTS**

Each full member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held online meetings, including election of the Board of Directors, shall be conducted electronically.

#### **SECTION 7. CONDUCT OF MEETINGS**

Meetings of members shall be presided over by the Chairperson of the Board, or, if there is no Chairperson or, in his or her absence, by the Vice Chair or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members, present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Roberts Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the practice of electronic democracy, the Articles of Incorporation, these Bylaws, or with provisions of law.

## ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of 15 preceding pages, as the Bylaws of this corporation.

Dated: January 24, 2002

---

**Chair** Nick Bostrom Ph.D., Philosophy Dept., Yale University, New Haven CT 06520 USA

---

**Vice-Chair** Eugene Leidl, Fasanenstr. 18, D-82008 Unterhaching, Germany

---

**Secretary** James Hughes Ph.D., 56 Daleville School Rd., Willington CT 06279 USA

---

**Treasurer** Mike Treder , 327 Baldwin Ave, Apt 8, Jersey City, NJ, 07306 USA

---

**Publications Director** Mark Walker Ph.D., 168 Mothers St., Hamilton, ON M5H 4E7 Canada

---

David Pearce, 7 Lower Rock Gardens, Brighton BN2 1PG, United Kingdom

---

Ziana Astralos, c/o 13428 Maxella, #273, Marina del Rey, CA 90292 USA

---

Anders Sandberg, Hagalundsgatan 7 14 tr. S-169 65 Solna, Sweden

---

Eliezer S. Yudkowsky, 878 Peachtree St. NE #528, Atlanta, GA 30309 USA