



AI Procurement Lab, Inc.

(a Women-Led Non-Profit)

BYLAWS

Updated:

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AIPL Bylaws

Article I: Identification

Section 1: Name. The name of the Corporation shall be the “AI Procurement Lab” (AIPL), hereinafter the Corporation.

Section 2: Offices. The principal office of the Corporation shall be located in such place as shall be specified by the Board of Directors. The Corporation may also have offices at such other places as designated by the Board of Directors.

Section 3: Purposes. This corporation is an exempt, non-stock, nonprofit corporation and is not organized for the private gain of any person. It is organized under the State of Delaware Nonprofit Corporation Law for scientific and educational purposes in the field of artificial intelligence to promote research in, and responsible use of, artificial intelligence.

Section 4: Limitations on Corporate Activities. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on:(i) by a corporation exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code or(ii) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code.(iii) No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

Section 4: Seal. The corporate seal of the Corporation shall be in such form as the Board of Directors may select, and shall bear the name of the Corporation, the year, and the place of its incorporation. Said seal may be used by causing it, or a facsimile thereof, to be impressed or affixed or otherwise reproduced.

Section 5: Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

Article II: Membership

The Corporation shall have a self-perpetuating Board of Directors, as set forth in ARTICLE IV of these By-Laws, and the Corporation may have members with varying rights as determined by the board.

Article III: Meeting of Members

Section 1: Initial Meeting of The Board. The Board has conducted and completed the initial meeting necessary to begin the business operations of the Corporation, including the adoption of these Bylaws. At the initial meeting of the Board, the initial directors were appointed to their respective terms.

Section 2: Annual Meeting. An annual meeting of the voting membership of the shall be held on such date, time, and place, within or outside the state of incorporation, as the Board

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of Directors may determine. Failure to hold an annual business meeting shall not indicate any forfeiture or dissolution of the Corporation. The purpose of the Annual Meeting shall be to elect members to the Board of Directors of the Corporation, if applicable, and such other purposes as may be specified in the notice of the meeting.

Section 3: Special Meetings. Special meetings of the members shall be called by the Chair at any time upon the written request by a majority of the Board. Such meetings shall be held within sixty (60) days of call or receipt of request and may be convened within or outside the state of incorporation.

Section 4: Notice of Meeting. Notice of the time and place and purpose of each special meeting shall be served by electronic mail upon each voting member of the Corporation not less than thirty (30) nor more than forty-five (45) days before the meeting. Notice of the time and place of the annual business meeting should not be less than thirty (30) days before the meeting. Said notices shall be served by electronic mail to the member's email address as it appears on the books and records of the Corporation.

Section 5: Quorum. A quorum shall consist of 10% (ten) of the Members of the Corporation and who are present at the annual meeting or a special meeting, or who, in the case of a ballot vote, respond by ballot. Such a quorum may, by majority vote of the voting members present, transact any business stated in the call for the meeting, except as otherwise provided by statute, in the Articles of Incorporation, or elsewhere in the Bylaws. The Board of Directors may in its discretion add a proxy provision to voting, which provision would grant each member the option of giving the Chair (or the Chair's designee) the member's proxy to vote on all other matters coming before the annual business meeting as the Chair deems appropriate. In such event, all members who opted to provide such a proxy to the Chair would be deemed to be present at the annual business meeting for quorum and all other purposes; provided that to be valid the proxy must have been completed and returned to the office of the Corporation no later than thirty (30) days after the mailing of the proxies to the members.

Section 6: Presiding Officer. At all meetings of the members, the Chair, or if absent, the Vice Chair shall preside as Chair. In the absence of said officers, the President/CEO shall call the meeting to order and chair pro tem shall be elected by a majority of the members present.

Article IV: Board of Directors

Section 1: Number. The Board of Directors shall be composed of up to fifteen (15) voting Directors. The Directors shall consist of the Chair, Officers, and at-large Board members. The Board of Directors shall determine prospectively the number of at-large Board members to be elected each year.

Section 2: Elected Term of Office. Each elected Director shall assume office on the day following the election date and shall hold office for the three (3) or four (4) year term to which elected, except that the term for Chair shall be two (2) years. It is desirable that the terms of at-large Directors shall be staggered as is practical so that all at-large Directors are not serving concurrent terms.

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Section 3: Vacancies. Any vacancy in the Board shall be filled for the unexpired term by majority vote of the Board. Such Interim Board of Directors shall have all authority of a regular Board of Directors under these bylaws and law within the state of incorporation.

Section 4: Board Meetings. The Board shall meet at least three (3) times each year. It is expected that elected Directors will attend all Board meetings. Elected Directors must attend at least two (2) meetings annually to remain in good standing.

Section 5: Special Meetings. The Chair may call special meetings of the Board by written request of twenty-five percent (25%) of the members of the Board.

Section 6: Notice of Meetings. Written notice of each Board meeting shall be given or mailed to each Director at least fifteen (15) days before such meeting.

Section 7: Quorum. A majority of the existing Board membership shall constitute a quorum for the transaction of business. The act of a majority of the then entire number of voting Directors shall be the act of the Board, unless a greater number is required by statute, the Articles of Incorporation or elsewhere in the Bylaws.

Section 8: Presiding Officer. At all meetings of the Board, the Chair, or if absent, the Viced Chair if any, or the Immediate Past Chair shall preside as Chair. In the absence of these three (3) officers, the President/CEO shall preside.

Section 9: Powers and Duties.

- (a) The President/CEO shall manage and control the property, business and affairs of the Corporation, subject to Board of Directors' oversight, control and direction, and the Board of Directors or the President/CEO shall exercise all powers of the Corporation not reserved to the members by statute or by the Bylaws or the Articles of Incorporation.
- (b) The Board of Directors is the ultimate governing body of the Corporation. The Board is also responsible for approving the policies of the Corporation. More specifically, and without limitation, the Board performs the following functions:
 - i. Approves an annual strategic plan, as presented by the President/CEO, and monitors its implementation;
 - iii. Sets policies which it determines to be consistent with the Corporation's vision, mission and key objectives;
 - iv. Takes appropriate action to invest, preserve, expand, and utilize the reserves of the Corporation consistent with the strategic plan;
 - v. Approves an annual budget and operating plan that is aligned with the approved strategic plan and designed to further what it determines to be the Corporation's objectives and monitors the success or failure of planned objectives;
 - vi. Establishes the Corporation's Bylaws and amends them from time to time as appropriate in accordance with Article XIV of these Bylaws;

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- vii. Further defines the Corporation's volunteer organizational structure and sets forth terms and conditions of affiliation for its regions, State Councils, and chapters consistent with these Bylaws;
 - viii. Selects the Corporation's President/CEO, sets terms and conditions of employment, evaluates his/her performance, and makes plans for succession;
 - ix. Reviews and approves any operational item in excess of 5% outside the budget or which it determines will have a pronounced and long-term impact on the Corporation, such as the Corporation's location and physical plant; and
- (c) The Board may function as a whole in fulfilling its responsibilities or refer matters to standing or ad hoc committees. Committees shall be subject to the control and direction of the Board; and the Board shall hold all committees responsible for specified outcomes.
- (d) The Board, in reaching decisions, will make good-faith efforts to ensure that appropriate information, available at the time and relevant to a matter, is considered. All Board members should feel free to volunteer any information and/or raise any question in furtherance of this objective in a climate of professionalism with due respect for opposing views. Board decisions, once made, are, however, decisions of the Board and all Board members are expected to accept those decisions and be supportive of them.

Section 10: Compensation. Members of the Board of Directors shall not receive any compensation for their services as Board Members, but nothing herein contained shall be construed to preclude any Board Members from serving the corporation in any other capacity and receiving compensation, thereof. Members of the Board may be reimbursed for expenses incurred in connection with their services as Board Members.

Section 11: Removal of Directors and Officers. Any Director or officer other than the President/CEO may be removed from office, with or without cause, upon an affirmative vote of two-thirds (2/3) of the then entire number of voting Directors taken at a duly constituted Board of Directors meeting. The President/CEO may be removed by majority vote of the then entire number of voting Directors, subject to any contract, if any, between the Corporation and the President/CEO.

Section 12: Indemnification. No director of the corporation has any liability to the corporation or its members for monetary damages for breach of such director's fiduciary duty as a director. The preceding sentence does not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the corporation or its members, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (c) under Section 174 of the Delaware General Corporation Law or (d) for any transaction from which the director derived an improper personal benefit.

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Article X: Officers

Section 1: Number. The five (5) designated officers of the Corporation are: Chair, Vice Chair, Treasurer, Secretary, and President/CEO. The same person may hold one or more such offices. Each Officer, unless discharged, removed, or retired, shall continue to hold office after the expiration of his or her appointed or elected term until a successor is elected and qualified. If upon election or appointment no term is specified for any Officer, he or she shall serve until replaced, discharged, removed, or retired.

Section 2. Qualification. All candidates for office must be qualified Members of the Corporation in good standing at the time of nomination or appointment. All Officers shall be subject to removal, with or without cause, by majority vote of the Board of Directors then in office. A two-thirds (2/3) vote of the then entire Board may remove an officer.

Article IX: Duties of Officers

Section 1: Chair. The Chair shall serve as the presiding officer at meetings of the members and of the Board and shall have the right to attend any meetings of any Committee of the Board.

Section 2: Vice Chair. The Vice Chair shall serve as the supporting officer to the Chair at meetings of the members and of the Board and shall have the right to attend any meetings of any Committee of the Board.

Section 3: Treasurer. The Treasurer shall be responsible for the financial affairs of the Corporation, subject to ultimate oversight of the Board of Directors. This responsibility shall include the preparation, interpretation, and dissemination of periodic financial reports to the Board and shall also perform such other duties as the President/CEO or Chair may determine.

Section 4: Secretary. The Secretary shall be responsible for the preparation of a record of the proceedings of all meetings of the Board and of any other business meeting of the Corporation and shall also perform such other duties as the President/CEO or Chair may determine.

Section 5: President/CEO. The President/CEO shall be the chief executive officer of the Corporation; and shall (a) be appointed by the Board and serve at its pleasure; (b) be an ex officio, voting member of the Board and of relevant Committees of the Board; and (c) have general charge and supervision of the affairs and business of the Corporation, subject to Board of Directors' oversight, control, and direction. Each year, the President/CEO shall submit a written report to the members summarizing the activities and accomplishments of the Corporation during the previous fiscal year. The President/CEO shall report to the Board through the Chair.

Section 7: Delegation of Authority. In the case of the absence of any officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may delegate the powers or duties of such officers to any other officer or to any Director.

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Section 8: Special Corporate Acts. All deeds, mortgages, leases, and all other written contracts and agreements to which the Corporation, as authorized by the Board, shall be a party, upon authorization by the Board of Directors or in accordance with budgets or procedures approved by the Board, shall be executed in its name by Board officers or others authorized by the Board of Directors.

Article X: Committees

Section 1: Committees. The Board of Directors may from time to time designate additional committees of the Board, with such lawfully delegable powers and duties as it thereby confers, to serve at the pleasure of the Board and shall, for those committees and any others provided for herein, elect a Director or Directors to serve as the member or members, designating, if it desires, other Directors as alternate members who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of any member of any committee and any alternate member in his place, the member or members of the committee present at the meeting and not disqualified from voting, whether or not he or they constitute a quorum, may by unanimous vote appoint another member of the Board of Directors to act at the meeting in the place of the absent or disqualified member. The Board of Directors may, from time to time, suspend, alter, continue, or terminate any committee or the powers and functions thereof.

Article XI: Amendments

Section 1. Methods. The method named in Section 2 of this Article shall be used to change the Bylaws of the Corporation, unless the Board of Directors determines that in a particular situation the method in Section 3 of this Article shall be used.

Section 2.

- (a) The Bylaws shall be altered, amended, or repealed and new Bylaws made by a majority vote of the Directors present at a duly constituted meeting of the Board of Directors, provided at least a majority of the then entire number of voting Directors vote in the affirmative, and provided such proposed amendment is circulated in writing at least five (5) days prior to such meeting of the Board.
- (b) Unless otherwise specified such amendments shall become effective on the date of the vote.

Article XII: Terms Used

Section 1: Gender. As used in these Bylaws, feminine or neuter pronouns shall be substituted for those of the masculine form, and the plural shall be substituted for the singular number in any place wherein the context may require such substitution or substitutions.

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Article XIII: Records

Section 1: Confidentiality. The Board of Directors may declare any meeting minutes, or portion thereof, or any other corporate records as confidential and not reviewable by the public or members upon a finding that it is in the best interests of the Corporation to do so. The Board shall exercise this power, if at all, judiciously.