

BY-LAWS OF APOGAEA INC.
A Colorado Nonprofit Corporation
Approved January 5, 2020

ARTICLE I

NAME AND PLACE OF BUSINESS

- Section 1. Name. Apogaea Inc. (the “Corporation”)
- Section 2. Place of Business. The principal office of the corporation shall be in the State of Colorado. The corporation may also conduct part of its business in other states, the District of Columbia, the territories and colonies of the United States and foreign countries. It may hold, purchase, mortgage, lease and convey real and personal property in any of such places. Meetings of the corporation and of the Board may be held either within or without the State of Colorado.

ARTICLE II

PURPOSES

- Section 1. Generally. The Corporation is organized and will be operated exclusively for charitable, religious, educational, and scientific purposes, 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, or the corresponding section of any future federal tax code.
- Section 2. Specific Purposes. The purposes for which Apogaea Inc. (the “Corporation”) is formed are:
 1. to maintain a community that cultivates interest in and pursuit of art, music, and artistic expression;
 2. to seek grants from public and private sources, including financial support, to the extent consistent with the requirements of Section 501(c)(3) of the Code, or any other applicable law or tax code, as amended;
 3. to provide, advise, educate, and cooperate with the active members in all matters pertaining to the welfare of the Corporation;
 4. to contribute to charitable organizations, and to buy, own, hold, lease, sell and convey such real or personal property, or both, as may be necessary or desirable in carrying out the full purpose of the Corporation to the extent consistent with the requirements of Section 501(c)(3) of the Code, or any other applicable law or tax code, as amended;
 5. to engage directly or indirectly in such activities as will qualify the Corporation for tax exemption under Section 501(c)(3) of the Code, or any other applicable law or tax code, as amended;
 6. to perform and carry on any lawful activity that the directors of the Corporation may deem proper and convenient in connection with any of the foregoing purposes;
 7. to have and to exercise all the powers conferred by the laws of the State of Colorado on corporations formed under the Colorado Nonprofit Corporation Act or any other applicable law or tax code, as amended.
 8. No part of the net earnings of the corporation shall inure to the benefit of,

or be distributable to its members, 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 otherwise set forth in Article II hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall 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 provision of these ByLaws, the corporation shall not carry on any other 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 the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

9. to perform and carry on any other activity consistent with applicable code, including tax codes.

ARTICLE III

OFFICES AND CORPORATE SEAL

- Section 1. Principal Office. The Corporation shall maintain a principal office, which shall be located at 1312 17th Street Suite 586 Denver, CO 80202.
- Section 2. Other Offices. The Corporation may also maintain offices at such other place or places, either within or without the State of Colorado, as may be designated from time to time by the Board of Directors, and the business of the Corporation may be transacted at such other offices with the same effect as that conducted at the principal office.
- Section 3. Corporate Seal. A corporate seal shall not be requisite to the validity of any instrument executed by or on behalf of the Corporation, but nevertheless if in any instance a corporate seal be used, the same shall be in a circle having on the circumference thereof "APOGAEA INC."

ARTICLE IV

MEMBERSHIP

- Section 1. Members. The membership of the Corporation ("Member" or "Members", collectively "Ignition") shall be composed of individuals who are affiliates of the Corporation, in good and regular standing, and shall include those individuals participating in the active operations of the Corporation as a member of the Board of Directors ("Director"), a corporate officer ("Officer), Burning Man Regional Representative ("Regional Rep."), Burning Man Liaison, and Department Lead ("Lead"), as such positions are defined from time to time by the Board of Directors.
- Section 2. Department Leads. Department Leads (collectively referred to as "Ground Control") shall be those members of the community that volunteer to

head reasonably substantial areas of operations for Apogaea's festival or other activities and are approved to lead such roles by the Apogaea Board of Directors and thereafter identified as members of the corporation in the records of the Secretary. Department Leads oversee, manage, and recruit volunteers and fill Ignition and other necessary volunteer positions (collectively referred to as "Sparks") in their respective departments. Department Lead and Burning Man Liaison terms shall terminate each year on October 31 unless re-ratified following the election of Directors. Department Leads and Regional Rep. shall be required to be ratified by the Directors, with such ratification taking place when and as the Directors deem appropriate. Returning Ignition and Ground Control members indicate to the Board intent to return for an additional one-year term prior to August 15, so recruitment for open positions may begin as soon as possible after Board elections conclude.

- Section 3. Termination or Suspension. An individual's membership in the Corporation, other than by virtue of the individual's role as an Officer of the Corporation or as a Director, may be terminated or suspended only if:
 1. (a) The Board of Directors provides prior written notice of the suspension, or termination and the reasons therefore not less than fifteen (15) days prior; and (b) the member is given an opportunity to be heard, orally or in writing, not less than five days before the effective date of the suspension, or termination by a person or persons authorized to decide that the proposed termination, or suspension not take place; or
 2. The member's termination or suspension is fair and reasonable taking into consideration all of the relevant facts and circumstances and it is made in good faith.
 3. For purposes of this section, any written notice given by e-mail must be sent to the personal and Apogaea.com e-mail (if one exists) of the member in question OR mail must be given by first-class OR certified mail sent to the last address of the member shown on the corporation's records.
 4. Termination or suspension of individuals who are members of the Corporation by virtue of their role as an Officer or Director shall be handled as otherwise stated in these Bylaws.
- Section 4. Suspension and termination of Ignition members pre-event and during event. The Board of Directors authorizes Ground Control members to give an immediate temporary suspension to an Ignition member within their department for cause. The Board of Director Member on Duty or Department Liaison is required to ratify the decision within 24 hours. The Board of Directors will rule on removing the suspended member from the official membership of the organization within 2 weeks of the suspension.

ARTICLE V

MEMBERSHIP MEETINGS

- Section 1. Annual (Members) Meeting. There shall be an annual meeting of the membership, which shall be held at such place, date and hour as may be set by the Board of Directors each year, but shall be no later than second Sunday in

- September, for such business as may come before such annual meeting.
- Section 2. Financial Statement. At each annual meeting of the Corporation the Board of Directors shall present a financial statement of the Assets and Liabilities and Profits and Losses of the Corporation and report on the financial condition.
 - Section 3. Board Meetings. Regular Meetings of the Board of Directors are open to the public and Ignition. Regular Meetings of the Board of Directors shall be held during the year following the annual meeting of the Corporation. The day, time, and location for each monthly Board Meeting shall be determined by the Board at the August Board Meeting and notification of the scheduled meetings for the year shall be sent to Ignition, posted on Apogaea social media and Apogaea.com.
 - Section 4. Special Meeting, Town Hall, and Retrospective. A Special Meeting, Town Hall, or Retrospective of or by the membership may be held only a) upon the call of the Board of Directors OR b) if the nonprofit corporation receives one or more written demands for the meeting, stating the purpose or purposes for which it is to be held, signed and dated by member(s) requesting a Special Meeting. The Special Meeting shall be held at such place, date and hour as may be set by the Board of Directors and may be either public or private as the Board deems it. Special Meeting requests should be submitted for discussion or voting items that cannot be carried out during the Regular Board Meeting.
 - Section 5. Executive Session. An Executive Session of the Board of Directors may be called from time to time by the Directors to discuss matters of concern to the Organization privately. Executive Sessions include budget meetings, and Board Retreats. Dates and times to be set according to the event timeline.
 - Section 6. Notice. The Secretary shall e-mail to each member a written notice of the holding of any regular or special meeting at least seven (7) days prior to the time when such meeting is to be held. Such notice shall contain the date, time, location and specific business to be acted upon at the meeting. Notice shall also include a ballot for any action to be voted upon at the meeting.
 - Section 7. Ballots. Ballots shall include a statement of the proposed action and an opportunity to vote for or against said proposed action. Ballots shall also state the percentage of approvals necessary to approve each matter other than election of directors, state the time by which a ballot must be received by the Corporation in order to be counted; and be accompanied by written information sufficient to permit each member casting such ballot to reach an informed decision on the matter.
 - Section 8. Proxy At all meetings and in connection with any events requiring a vote by the membership, members may only vote on their own behalf. No proxies shall be permitted.
 - Section 9. Mail-In Voting. At all annual meetings, votes of the membership may be submitted by emailing a copy of the ballot from an Apogaea.com email address from the appropriate department, designating the vote of the member submitted by email response to the same. Such ballots must be received no later than three business days prior to the meeting.
 - Section 10. Quorum. A quorum necessary for the meetings of the Board of

- Directors shall be required and shall be a simple majority of the entire Board of Directors. Directors may participate in meetings by teleconference or video conference at the meeting of the Board of Directors. Any Directors not present at the meeting may approve any resolution requiring unanimous consent via electronic mail to the Secretary within seventy-two (72) hours of such meeting.
- Section 11. Majority Vote. A majority vote of all the Directors present shall be necessary to carry any motion except as provided herein.

ARTICLE VI

ELECTIONS

- Section 1. Board of Directors. There shall be at least three and no more than nine Directors of the Corporation. The members shall hold an annual election to fill seats on the Board of Directors that will become empty due to the end of Directors' terms.
- Section 2. Nomination of Directors. A nomination period shall commence each year beginning on July 15 (unless approved to begin earlier or later by a majority of the Board of Directors, but in no event later than 45 days after June 14). The nomination period shall terminate on August 1 of that same year (unless approved to terminate earlier or later by a majority of the Board of Directors, but in no event less than 14 days after the commencement of such nomination period). The Election Supervisor shall receive the nominations during the nomination period and each nominee shall be added to the election roster.
- Section 3. Eligibility for Nomination as Board of Director. Any person submitting an application for nomination for the Board of Directors or Officer election must have attended one Apogaea event or served as a member of Ignition or Ground Control for one year prior to the Board nomination. Application materials must indicate the applicant's understanding of the 10 Principles and 'Burner' culture.

Former Board of Directors Members or Officers who failed to complete a previous term must be approved as a nominee by the current Board of Directors prior to nomination to a new Board term or Officer position.

Former Board of Directors Members or Officers alleged to have committed fraud or financial malfeasance related to their service to Apogaea, Inc., regardless of whether their previous term was completed, must be approved as a candidate by the current Board of Directors prior to nomination to a new Board term or Officer position.

- Section 4. Voting for Directors. Following current Board of Directors' review and approval of nominees for Board of Directors, The final slate of nominees shall be submitted to the Election Supervisor. The Election Supervisor shall circulate the final ballot to each member of the Corporation for voting. Election of Directors may be held by electronic or hard copy ballot and shall be conducted by the Election Supervisor, as appointed by the Board of Directors from time to time for that purpose. Each member shall be entitled to one vote for each Board position that will be filled in the election and in a manner consistent with a procedure approved by the Board of Directors. Cumulative voting shall not be allowed.

Voting members may not vote for the same candidate more than once in each election. The voting period shall last for two weeks. The winners shall be that number of candidates equal to the number of positions to be filled who receive the most votes. In the event of a tie in any election described herein, a vote by the Board of Directors shall serve as the final tie-breaker. The results of such Election of Directors shall be circulated to the members within twenty-four (24) hours following the last day of the voting period. The term of each elected Director shall begin the day following the date of the election.

- Section 5. Qualification for Voting Rights. For purposes of voting for Directors in any given year, the members qualified to vote shall include all members actively serving at that time, who meaningfully participated in the operation of the Apogaea festival during the same calendar year, as determined by the Board of Directors.

ARTICLE VII

BOARD OF DIRECTORS

- Section 1. Management. The business and property of the Corporation shall be managed by the Board of Directors who shall be selected as provided herein and shall serve until the election and qualification of their successors.
- Section 2. Term. The term of office for Directors shall be three (3) years. The term of each elected Director shall begin the day after the date of the election.
- Section 3. Mentoring Period. The three (3) month period immediately following the election of Directors shall be utilized by the Board of Directors as a mentoring period, during which active and outgoing Directors may educate and direct incoming Directors on the management of the Corporation.

Directors who have previously been appointed to a position on the Board of Directors of the Corporation may join the Board of Directors as a Director via election immediately following the term of their appointment. This completed appointment term, followed by a completed elected term have the same meaning as two (2) regular, elected consecutive terms. These Directors may seek appointment or reelection after at least a one (1)-year sabbatical period.

- Section 5. Staggered Terms. No more than 1/3 of the Board of Directors may have terms that end in the same year. The Board of Directors may, by a majority vote, extend or lessen the term of designated Directors by no more than one year to meet this requirement.
- Section 6. Vacancy. Any vacancy occurring in the Board of Directors by reason of the resignation, removal or inability to act on the part of any Director may be filled by the majority vote of the remaining Directors. The term for such vacancy shall end on August 31, post-event. The appointee may run for a regular Board seat at that time.
- Section 7. Dismissal and Removal of Directors. Ignition and Ground Control members and Regional Rep.) votes to The membership of the corporation may remove only for cause, one or more of those Directors elected by them or those Directors appointed to fill a vacancy (Art. VII, Sec. 6). A Director may be removed only if a simple majority of the current members (ratified) remove that

Director for cause. A Director may be removed by the membership only at a meeting called for the purpose of removing that Director, and the meeting notice shall state that purpose, or one of the purposes, of the meeting is removal of the Director. The entire Board of Directors may be removed for cause under this Section.

- Section 8. Resignation. A Director may resign from the Corporation at any time by delivering written notice to the corporation at its principal place of business. A Director shall be deemed to have resigned if s/he does not attend three (3) consecutive meetings of the Board of Directors, or if s/he fails to carry out their duties as directed from time to time by the Board of Directors. If the Director fails to attend such meetings or meet such obligations, the remaining Board of Directors may, by vote, confirm the resignation of the Board Member and such failure to attend or meet obligations shall be effective as a resignation at the time of such vote of the board.
- Section 9. Election of Officers. At the annual meeting of the Board of Directors a President, Vice President, Secretary and a Treasurer shall be elected by a simple majority of the current Board of Directors to serve for the ensuing year and until the election and qualification of their respective successors. Any vacancies that may occur among the officers or committees may be filled by the Board of Directors for a term to end at the same time as the term of the officer or committee member who is being replaced.
- Section 10. Statutory Powers. The Board of Directors, in addition to the powers and authority herein expressly and specifically conferred upon them, may exercise any and all such powers and do such other things as they may be lawfully authorized to do by the laws of the State of Colorado.
- Section 11. Resolution by E-mail. The Board of Directors may pass any resolution within their powers by a majority vote of the Board by electronic mail. Such resolution shall be lawful and binding provided that the Secretary shall receive any such email at the email address specified by the Secretary. Any resolution passed by email shall be announced within a reasonable time to Ignition via email.

ARTICLE VIII

OFFICERS & DUTIES

- Section 1. Officers. The officers of the Corporation shall be President, Vice President, Secretary and Treasurer, who shall be elected by the Directors. Officers may be, but are not required to be, Directors. Said Officers shall be elected at the annual meeting of the Board of Directors and shall hold office for one year. Where circumstances dictate the advisability of doing so, a single individual may hold more than one office, except that the offices of President and Treasurer may not be held by the same person.
- Section 2. Emeritus Board Advisor (“Advisor”). The Directors may, at their discretion and as necessary, appoint by a simple majority vote of the Directors, an Emeritus Board Advisor. The Emeritus Board Advisor shall serve a one (1)-year term and shall have formerly served a complete term on the Board of Directors or as an Officer and shall have separated from their previous Director or Officer duties as a member in good standing. The Emeritus Board Advisor may be

- removed by a simple majority vote of the Directors for good cause. The Emeritus Board Advisor would assist with mentoring, training, onboarding, and advising the current Board of Directors. The Advisor would be in a position of trust in the Organization, but would not be required to attend all meetings or perform usual Officer duties, but may take on additional duties as agreed upon and necessary.
- Section 3. Removal of Officers. The Directors may, at any time, by a simple majority vote, remove from office any Officer, agent or employee of the Corporation. Upon such removal, the Board of Directors shall elect his successor for the unexpired term.
 - Section 4. Bonds. The Directors may, by resolution, require any or all of said Officers of the Corporation to give bonds or bond to the Corporation with good and sufficient security, for the faithful performance of their respective duties and offices, but the Corporation shall pay the necessary premiums of such bonds.
 - Section 5. Duties. The duties of the Officers of the Corporation shall include the duty to regularly attend regular and special meetings of the Directors, in addition to the specific duties, as follows:

PRESIDENT:

- a. The President shall preside at all meetings of the members of the Corporation, and at all meetings of the Board of Directors.
- b. The President shall have general supervision and direction over all other officers of the Corporation and shall see that their duties are properly performed.
- c. The President shall execute, acknowledge and deliver in the name of the Corporation all deeds, certificates, contracts, or other instruments necessary in carrying on the affairs of the Corporation when he shall be so specifically authorized by vote of the Board of Directors. S/he shall also have the power to attach the seal of the Corporation to any instrument requiring such seal.
- d. The President shall also perform such duties as may be assigned to her/him by the Board of Directors or by amendment to these By-Laws.

VICE PRESIDENT:

- e. The Vice President shall, in absence of the President, be vested with all his powers and have authority to perform all his duties. S/he shall also act as an ex officio member on all standing and special committees of the Corporation.

SECRETARY:

- f. It shall be the duty of the Secretary to keep the records and proceedings of all meetings of the Corporation and of the Board of Directors.
- g. The Secretary shall have the custody and be charged with the - of all records, papers, documents, and books of the Corporation.
- h. The Secretary shall serve notices required either by law or by the Bylaws of this Corporation.
- i. The Secretary shall keep and maintain at all times a current list of the members of the Corporation, and such list when certified by the Secretary,

shall be prima-facie evidence to the right of the persons named therein to participate in the affairs of the Corporation as members thereof.

TREASURER:

- j. It shall be the duty of the Treasurer to keep a full and accurate account of the receipts and disbursements of the Corporation on the books belonging to the Corporation and he shall deposit in such bank or banking institution as may from time to time be selected by the Board of Directors, all funds and moneys and other valuable effects of the Corporation in the name and to the credit of the Corporation.
 - k. The Treasurer shall be the chief disbursing officer of the Corporation. He shall make proper vouchers and receipts for such disbursements and shall render to the Board of Directors at least annually and more often, if required, a complete and accurate account of such transactions.
 - l. The Treasurer shall keep the President advised of any expenditures to be incurred or funds to be provided, in order that the President may make arrangements of the consummation of such financial matters.
 - m. The Treasurer shall also perform such other duties as the Board of Directors may, from time to time, direct.
- Section 6. Appointment of Replacement Officer. In the event of the absence, inability or refusal to act as an Officer of this Corporation, the Board of Directors may appoint one of their number to perform the office's duties for the remainder of the officer's term.

**ARTICLE IX
DISSOLUTION**

- Section 1. Dissolution. The Corporation shall be dissolved in the event that the full Board of Directors unanimously agrees to such dissolution in accordance with the laws of the State of Colorado, and any other applicable laws, including tax codes. Upon the time of dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.
- Section 2. Disposal. Any such assets not so distributed, shall be disposed of by a Court of competent jurisdiction of the County in which the principal office of the Corporation is then located, exclusively such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.
- Section 3. Charitable Gifts. Unless otherwise amended pursuant to Article X, below, any monies collected as charitable gifts under Section 501(c)(3) of the U.S. Internal Revenue Code shall be transferred to an appropriately qualified charitable organization pursuant to the recommendation and approval of a majority of the full Board of Directors, which approval shall be given either in person at a Corporation meeting or by telephone.

ARTICLE X

AMENDMENTS

These Bylaws may be amended at any time by a two-thirds (2/3) vote of the full Board of Directors. All modifications shall be recorded in the proper minutes of the meeting of the Board of Directors.

ARTICLE XI

ADDITIONAL PROVISIONS

- Section 1. Severability. If any provision or part of these Bylaws is held to be invalid or unenforceable by any court of competent jurisdiction, then the remaining provisions shall continue in full force and effect. Further, any provision of the Bylaws so invalidated shall be automatically reformed to be enforceable and consistent with the law, and to give maximum effect permitted by law to its original intention and content.
- Section 2. Governing Law. These Bylaws shall be construed, interpreted, enforced, and the legal relation between the parties determined in accordance with the laws of the State of Colorado.
- Section 3. Jurisdiction and Venue. Exclusive jurisdiction and venue for any action or proceeding involving the parties hereto, including but not limited to enforcement or interpretation of this Agreement, shall be in state court in the City and County of Denver, Colorado.