

RESTATED BYLAWS
OF
BURNING MAN PROJECT
A CALIFORNIA PUBLIC BENEFIT CORPORATION

JULY 24, 2014

BYLAWS OF BURNING MAN PROJECT
A CALIFORNIA PUBLIC BENEFIT CORPORATION

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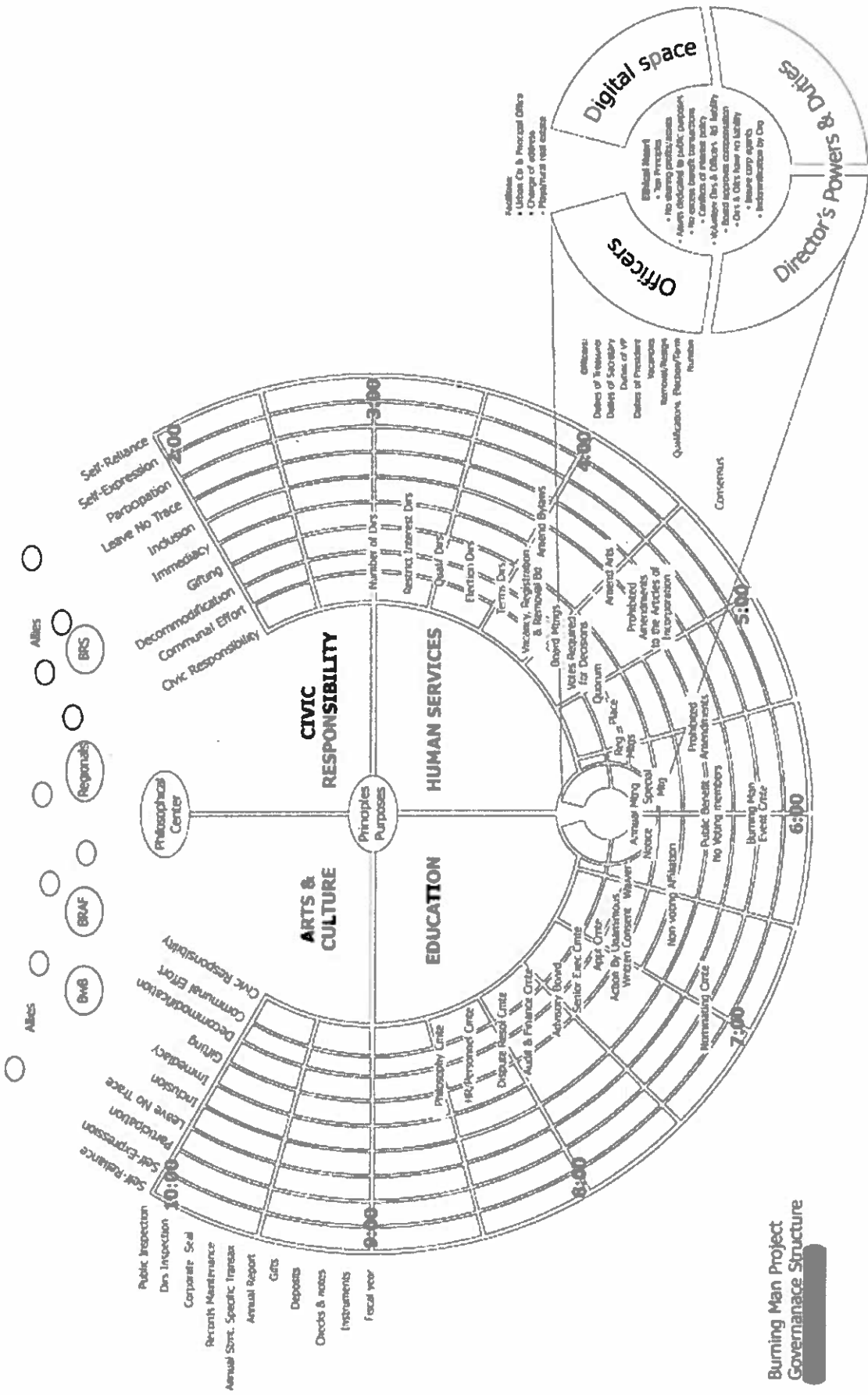
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BURNING MAN PROJECT GOVERNANCE CHART



Burning Man Project
Governance Structure

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**ARTICLE 1: PURPOSES AND TEN PRINCIPLES OF
BURNING MAN PROJECT**

The mission of Burning Man Project is to facilitate and extend the culture that has issued from the Burning Man event into a larger world. In order to do this, Burning Man Project will uphold and manifest the values described in the Ten Principles of Burning Man, specifically: Radical Inclusion, Gifting, Decommmodification, Radical Self-reliance, Radical Self-expression, Communal Effort, Civic Responsibility, Leaving No Trace, Participation, and Immediacy, as fully set out in Exhibit A attached and incorporated by reference. Burning Man Project shall provide the philosophical and educational tools, curriculum, and organizational structure that will allow people to apply the Ten Principles in many communities and spheres of endeavor. These Ten Principles are integral to one another, nothing short of all of them combined will really do. The principled means that serve our mission shall always be inherent in our goals and projects. "Burning Man" shall be understood as referring to a way of life lived consistently with these Ten Principles. "Community" as referred to in these principles applies to any human community.

In addition, Burning Man Project is organized to do all such other acts as are necessary or appropriate to accomplish any of the purposes for which this organization is formed to the fullest extent as is permitted to nonprofit public benefit corporation under the laws of California, as expressly limited in the Articles of Incorporation and by Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 2: BYLAWS STRUCTURE REFLECTS BURNING MAN MAP

The organizational structure of these Bylaws reflects numbering that is consistent with a twelve-hour clock, with radial "streets" going from 12:00 noon through 3:00, 6:00, 9:00, and back to 12:00 again, and with annular "streets" named in alphabetical order after the Ten Principles of Burning Man. This organizational structure is modeled after the widely-recognized map of the event commonly known as "Burning Man." The annular streets are: Civic Responsibility, Communal Effort, Decommmodification, Gifting, Immediacy, Radical Inclusion, Leaving No Trace, Participation, Radical Self-Expression, and Radical Self-Reliance. A chart depicting this organizational structure is attached to these Bylaws immediately behind the Table of Contents and is incorporated here fully by reference.

ARTICLE 3: THE BURNING MAN COMMUNITY

6:00 & INCLUSION: THE PUBLIC BENEFIT; NO VOTING MEMBERS

This organization shall serve the public benefit. There shall be no voting members of Burning Man Project. Pursuant to Section 5310(b) of the Nonprofit Public Benefit Organization Law of the State of California, any action which would otherwise, under law or the provisions of the Articles of Incorporation or Bylaws of this organization, require approval by a majority of all members or approval by the members, shall require the approval of the Board of Directors, except as otherwise required by applicable law or these Bylaws.

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6:30 & INCLUSION: NON-VOTING AFFILIATION

This organization may have a non-voting group of members who desire to affiliate themselves with Burning Man Project and identify themselves as a part of the Burning Man community.

ARTICLE 4: FACILITIES

10:00 & CENTER CAMP CIRCLE: THE PLAYA AND RURAL REAL ESTATE

Burning Man Project may own, lease, or manage rural real estate and facilities and improvements thereon, including but not limited to land commonly referred to in the Burning Man community as the "Playa." Nothing herein requires the organization to continue using the Playa for any purpose, and it is referenced merely for the purposes of illustration. The organization may own, develop, and preserve natural resources, support environmental preservation and the use of renewable energy and resources, and create destination sites where people can learn about and enjoy nature. Burning Man Project may own, lease, manage, and otherwise invest in rural facilities, real estate and improvements thereon, within or outside the State of California, without restriction except the requirement that such real estate holdings, ventures, and practices be consistent with applicable law.

11:00 & CENTER CAMP CIRCLE: CHANGE OF ADDRESS

The county of the organization's principal office set out below can be changed only 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 new address and effective date in the corporate binder; such address changes shall not be deemed an amendment of these Bylaws.

12:00 & CENTER CAMP CIRCLE: SAN FRANCISCO URBAN CENTER AND PRINCIPAL OFFICE

The principal office of the organization for the transaction of its business shall be known as the "San Francisco Urban Center" and it is located in San Francisco County, California. The organization may also have offices and urban centers at such other places, within or outside of the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may designate from time to time. Burning Man Project may own, lease, manage, and otherwise invest in urban facilities, real estate and improvements thereon, within or outside the State of California, without restriction except the requirement that such real estate holdings and practices be consistent with applicable law.

ARTICLE 5: GOVERNANCE UNDER THE TEN PRINCIPLES

PORTAL TO PORTAL: STANDARDS FOR ALL DIRECTORS, OFFICERS & COMMITTEES

1:00 & CENTER CAMP CIRCLE: SHARING CORPORATE PROFITS OR ASSETS PROHIBITED

No Director, Officer, Board or Advisory Committee Member, employee, contractor, or other person connected with this organization, or any private individual, shall receive any of the assets,

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net earnings or pecuniary profit from the operations of the organization at any time. Specifically, but without limitation, no such persons may take the contacts, contracts, trade secrets, intellectual property, procedures, and protocols of the organization into their private hands or for their private use; provided, however, if the Founders (as defined in Section 3:45 of Article 6 of these Bylaws) retain limited usage rights after any license or transfer of ownership of “Burning Man” and related trademarks and logos (“Trademarks and Logos”) to the corporation, this restriction shall not apply to such reservation of rights. It shall be the express duty of Directors, Officers, and Board or Advisory Committee Members to operate Burning Man Project in a manner that furthers its charitable purposes as set out in its Articles of Incorporation. In making decisions for and about Burning Man Project and its operations, programs, activities, assets, or net earnings, Directors, Officers, and Board or Advisory Committee Members must place the duty to further Burning Man Project’s charitable purposes over any duty they may have to create financial benefit for any separate private enterprise that they may own or control. Nothing in these Bylaws obligates Directors, Officers, or Board or Advisory Committee members to manage or operate their separate private enterprises, if any, for the benefit of Burning Man Project. Where any doubt may arise as to whether a contemplated or actual transaction or involvement (“Transaction”) might be in conflict with this provision, such Transaction must be disclosed to the Board of Directors in accord with the organization’s Conflicts of Interest Policy, and the Board of Directors must decide, by formal resolution of the Board and not by discussion alone absent a formal resolution, whether or not the Transaction is a Conflict of Interest. Burning Man Project shall have all remedies available to it under law to remedy a prohibited sharing of Burning Man Project’s profits or assets.

2:00 & CENTER CAMP CIRCLE: ASSETS IRREVOCABLY DEDICATED TO PUBLIC PURPOSES

No Director, Officer, Board or Advisory Committee Member, employee, contractor, or other person connected with this organization, or any private individual shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets upon dissolution of the organization. All Directors, Officers, Board or Advisory Committee members, employees, contractors, or other persons connected with this organization shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the organization’s affairs, whether voluntarily or involuntarily, the assets of the organization, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this organization and not otherwise.

3:00 & CENTER CAMP CIRCLE: PROHIBITION OF EXCESS BENEFIT TRANSACTIONS

01. No “disqualified person” as defined under Section 4958(f)(1) of the Internal Revenue Code or successor statutes, may engage in any “excess benefit transaction.” Any person who was, at any time during the 5-year period ending on the date of such transaction, in a position to exercise substantial influence over the affairs of the organization, including directors, officers, Founders¹, person(s) who have ultimate authority for implementing the decisions of the governing body or for supervising, the management, administration or operation of the organizations (such as a President or CEO), person(s) who have ultimate authority for managing the finances of the organization (such as a Treasurer,

¹ <http://www.irs.gov/pub/irs-pdf/i990.pdf>, page 81, Appendix G

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CFO, or Controller)², and their families are, for the purposes of these Bylaws, considered to be disqualified persons, as are any entities in which at least 35 percent (35%) of the control or beneficial interest is held by such a person.

02. An “Excess Benefit Transaction” is generally any transaction in which an economic benefit provided by the organization to, or for the use of, any disqualified person exceeds the value of consideration received by the organization in exchange for the benefit.
03. Burning Man Project shall have all remedies available to it under law to remedy an Excess Benefit Transaction. Without limiting the foregoing, in the event that the Board determines that a proposed Transaction could be an excess benefit transaction, the Board shall have the power to prevent that Transaction or to determine other remedies for the Transaction, such as altering the terms to assure that Burning Man Project receives consideration at or above fair market value and there is no excess benefit for any disqualified person. Every disqualified person shall cooperate with the Board’s determinations in this regard. In the event that the Board decides that an actual Transaction constituted an excess benefit transaction, the Board shall determine its remedies and all assets or their monetary equivalent shall be returned to Burning Man Project by the Director, Officer, or Committee Member for whom the Transaction was an excess benefit along with any gain or profits therefrom. Persons who engage in excess benefit transactions may be assessed penalties by the IRS. Burning Man Project is required to disclose any excess benefit transactions on its federal tax return, and directors who approve excess benefit transactions knowing them to be excessive may also be subject to IRS penalties. The Board’s determinations concerning excess benefit transactions are and shall be subject to review under the dispute resolution provisions in these Bylaws.

4:00 & CENTER CAMP CIRCLE: CONFLICTS OF INTEREST POLICY

The Board of Directors shall adopt a detailed Conflicts of Interest Policy and shall diligently require that any potential conflict of interest be fully disclosed and then addressed by the Board of Directors, including but not limited to bringing any such matter to a formal vote. Burning Man Project shall have all remedies available to it under law to remedy a Conflict of Interest. Without limiting the foregoing, in the event that the Board determines that a proposed Transaction is a Conflict of Interest, the Board shall have the power to prevent that Transaction or determine other remedies for the Conflict of Interest. In the event that the Board decides that an actual Transaction constituted a Conflict of Interest, the Board shall determine its remedies and all assets or their monetary equivalent shall be returned by the Director, Officer, or Committee Member for whom the Transaction was a Conflict of Interest to the organization along with any gain or profits therefrom.

5:00 & CENTER CAMP CIRCLE: NO COMPENSATION OF DIRECTORS OR OFFICERS

Directors, Officers, and Board Committee Members of the Organization shall serve as volunteers and without compensation in their capacity and within their scope of services as Directors, Officers, and Board Committee Members, as the duties of Directors, Officers, and

² <http://www.irs.gov/pub/irs-tege/eotopich02.pdf>

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Committee members are set out in these Bylaws or as such duties are delegated to Directors, Officers, or Committee members from time to time by the Board or Board Committees. They shall be allowed advancement or reimbursement of reasonable expenses incurred in the performance of their regular duties as such duties are set out in these Bylaws.

6:00 & CENTER CAMP CIRCLE: BOARD APPROVAL OF COMPENSATION

01. Notwithstanding the above, Directors, Officers, and Board Committee Members may be compensated for providing services, goods, or rental space to Burning Man Project when such services, goods, or space are in addition to and different from the scope of services that they freely provide to Burning Man Project within the scope of their duties as volunteer Directors, Officers, and Board Committee Members, so long as their compensation is determined in a manner consistent with the Conflicts of Interest Policy and the Board Approval of Compensation Policy, does not constitute an excess benefit transaction or private inurement, and provided that compensating that person does not result in the Board having too many Interested Directors, as set out in Article 6, 3:15 & Decommmodification: Restriction Regarding Interested Directors.
02. For the purposes of illustration, a Director may not be compensated for attending Board or Board Committee meetings, or for doing the Board or Board Committee work delegated to that Director in their role and capacity as a director. However, if the Board does not already have the maximum number of Interested Directors, that person could be compensated, for example, as an employee or consultant, for goods or property sold to the organization, or for space rented to Burning Man Project, so long as that conflict of interest is disclosed and voted upon in accord with the Conflicts of Interest Policy, and on the condition that the compensation that Burning Man Project pays for such services, goods, or space is set at or below fair market value in accord with Burning Man Project's Board Approval of Compensation policies.
03. When a Director, Officer, Board Committee Member is compensated for services, goods, or space, in accord with the Board Approval of Compensation and Conflicts of Interest policies, the Board of Directors must consider comparable compensation information, deliberate, and expressly approve by formal resolution any compensation for services that will be paid to any Director, Officer, Board Committee Member.
04. Burning Man Project's daily operations shall be managed by a Chief Executive Officer ("CEO"). The CEO's compensation must be set by the Board of Directors. In accord with the Board Approval of Compensation and Conflicts of Interest policies, the Board of Directors must consider comparable compensation information, deliberate, and expressly approve by formal resolution any compensation for services that will be paid to a CEO. Initially, the Board of Directors shall hire the first CEO of Burning Man Project after receiving the recommendations of the Senior Executive Committee. After the Human Resources Committee is populated, the Senior Executive Committee shall first receive the recommendations of the Human Resources Committee before making recommendations to the Board of Directors concerning the hiring or removal of any CEO.
05. The Board of Directors, after receiving the collaborative recommendations of the CEO, Senior Executive Committee and Human Resources Committee, shall establish

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compensation, hiring, and performance evaluation guidelines and standards for Burning Man Project employees, contractors, and vendors that are subordinate to the CEO. These guidelines may include but not be limited to salary ranges for various job descriptions. Subject to the Board's ultimate authority and consistent with its guidelines as amended from time to time, the Board of Directors expressly delegates the compensation, hiring, and performance evaluation of employees, contractors, and vendors that are subordinate to the CEO to the CEO, who may but is not obligated to seek the recommendations of the Senior Executive Committee on specific hiring and salary decisions.

7:00 & CENTER CAMP CIRCLE: NON-LIABILITY OF DIRECTORS & OFFICERS

The personal liability of Directors and Officers for the debts, liabilities, or other obligations of the organization shall be limited to the greatest degree permitted by law under Section 5239 of the California Nonprofit Public Benefit Organization Law.

8:00 & CENTER CAMP CIRCLE: INSURANCE FOR CORPORATE AGENTS

The organization shall carry and maintain Directors and Officers insurance. The Board of Directors may adopt a resolution authorizing the purchase and maintenance of additional insurance on behalf of any agent of the organization (including a director, officer, employee or other agent of the organization) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Organization Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the organization would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Organization Law.

9:00 & CENTER CAMP CIRCLE: INDEMNIFICATION BY ORGANIZATION

01. Any Director, Officer, employee or other agent of this organization who is served with a claim or notice of a claim related to or arising from their participation on behalf of the organization may tender that claim to the organization for defense, provided that the claim is tendered within fifteen (15) days of the time the tendering person receives the claim or notice of the claim. The tendering person shall fully and completely disclose to the organization all information concerning the claim with their tender, and shall cooperate fully with the organization in its review of the claim. The organization will in good faith and promptly review the claim or notice of claim, make inquiries about it and may, but is not obligated, to tender the claim or notice of a claim to its insurance carrier. Claims may or may not be covered by the organization's insurance policies. Nothing herein obligates the organization or its insurance carrier to provide a defense to the tendering party, but the organization may elect to provide a defense to the tendering party. Any such election to provide a defense to a claim shall be by majority consent of the Board of Directors.
02. To the extent that a person who is, or was, a Director, Officer, employee or other agent of this organization has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the organization, or has been successful in defense of any claim, issue or matter, therein, such person shall be

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indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

03. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this organization but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Organization Law.

ARTICLE 6: THE BOARD OF DIRECTORS

6:30 TO PORTAL & RING ROAD: DUTIES AND POWERS OF THE DIRECTORS

Without altering the limitation of personal liability for individual volunteer directors under the California Corporations Code and these Bylaws, the Board of Directors as a body holds both the ultimate authority and the ultimate responsibility for the organization.

6:00 & RING ROAD: POWERS OF DIRECTORS

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws, the activities and affairs of this organization shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Directors may not engage in or approve any activity that is inconsistent with the Ten Principles of Burning Man, except to comply with applicable laws. The Ten Principles of Burning Man are organizational principles not subject to interpretation, construction, or enforcement by the courts. In accord with Article 7 at 8:00, the highest level of dispute resolution concerning the Ten Principles of Burning Man shall be the Dispute Resolution Committee of Burning Man Project.

6:00 to 9:00 & RING ROAD: DUTIES OF THE DIRECTORS

In exercising their powers, it shall be the duty of the Directors to do the following, subject to the Board's authority to delegate these duties as necessary and appropriate to foster leadership and responsibility in Board or Advisory Committees, CEO, and staff, while retaining its ultimate authority:

01. Apply the Ten Principles of Burning Man in, to, and through all corporate activities and programs;
02. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this organization, by these Bylaws, or by the Burning Man Project's Board Agreement;
03. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all agents, contractors, vendors, and employees of the organization, and to assure compliance with employment and labor laws;
04. Establish policy and strategic direction of and for the organization, and ensure compliance with such policies and direction, including but not limited to policies concerning Conflicts

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of Interest, Board Approval of Compensation, Document Retention, and a Whistleblower Policy;

05. Acting as a Board, shall supervise all officers, agents, employees, contractors, vendors and other relationships of the organization to assure that their duties are performed properly. However, individual Directors acting on their own initiative and without the express formal approval of and delegation by the Board, shall not become involved with or micromanage the day-to-day operations of the organization, may not act as any employee's, vendor's, or contractor's manager, supervisor or director, and may not commence any investigations or audits.
06. Meet at such times and places as required by these Bylaws;
07. Register their addresses with the Secretary of the organization and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof;
08. Act as a deliberative body and be the ultimate conflict resolution body internal to the organization, and the last internal appeals body after a conflict is handled by the Dispute Resolution Committee;
09. It shall be the duty of the Directors to interpret and enforce the Bylaws, rules, and regulations of this organization, and to promote the objectives and purposes of the organization effectively, prudently, and enthusiastically. Directors shall actively participate in fundraising and other organizational activities, and shall develop opportunities for the organization to expand its programs and activities. Directors shall conduct themselves ethically, and uphold their duty of loyalty and duty of care to the organization, as set forth in California Organizations Code Section 5231 of the California Nonprofit Public Benefit Organization Law, or successor statutes.

3:00 TO 9:00 & DECOMMODIFICATION: COMPOSITION & MEETINGS OF THE DIRECTORS

3:00 & DECOMMODIFICATION: NUMBER OF DIRECTORS

The organization shall have not more than thirty-one (31) and not less than thirteen (13) Directors, with the exact number of Directors for each year to be fixed within these limits by approval of the Board of Directors at the annual Board of Directors meeting. Collectively, the Directors shall be known as the Board of Directors or the Board. The minimum number of Directors on the Board may be reduced below thirteen by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

3:15 & DECOMMODIFICATION: RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be Interested Directors. For purposes of this Section, "Interested Director" means either:

01. Any person currently being compensated by the organization for services rendered it within the previous twelve (12) months, whether as a full- or part-time employee,

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independent contractor, consultant, or a person to whom rent, mortgages or other monies are being paid, or a major supplier of goods or services for money, or otherwise; or

02. Any brother, sister, mother, father, son, daughter, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

3:30 & DECOMMODIFICATION: QUALIFICATION OF DIRECTORS

Any "Qualified Candidate" may be elected to the Board of Directors. The Nominating Committee shall determine which persons are Qualified Candidates for the Board of Directors.

The Nominating Committee shall develop for the Board's consideration, and the Directors shall from time to time establish particular criteria for qualification for election to the Board of Directors. After its first year of operation, the Board shall publish the criteria for qualification for election to the Board of Directors that has been approved by the Nominating Committee, and will thereafter publish any revisions of such qualifications. Revisions of the criteria for qualification to be elected to the Board of Directors shall not be construed to be a revision of these Bylaws.

3:45 & DECOMMODIFICATION: SELECTION OF DIRECTORS

01. Six seats on the Board of Directors shall be designated by the six founders of Burning Man Project: Harley K. Dubois, Marian Goodell, Larry Harvey, Michael Mikel, Will Roger Peterson, and Crimson Rose (the "Founders"), each of whom shall have the unencumbered right to serve as a designator until she or he dies, resigns, or is removed as a Director for Cause as set out below in Article 6, 4:15 & Decommodification (in which case, she or he is disqualified from serving as a designator). A designator is expressly permitted to designate herself or himself or any other person who meets the qualifications of a Qualified Candidate as a designated Director. The remaining seats on the Board of Directors shall be for elected directors.
02. The Board votes on Qualified Candidates presented by the Nominating Committee. Only persons determined by the Nominating Committee to be Qualified Candidates may be elected to serve on the Board of Directors.
03. Each member of the Board of Directors shall have one (1) vote, with voting by ballot only. Cumulative voting by Directors for the election of Directors shall not be permitted.
04. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected to the Board of Directors.
05. The Board of Directors may fill vacancies on the Board pursuant to Article 6, Section 4:15 and Decommodification.

4:00 & DECOMMODIFICATION: TERMS OF OFFICE OF DIRECTORS

Except for the Founders, whose term of office is set out above, each director initially elected to the Board of Directors upon the formation of Burning Man Project shall hold office for two (2) years and until the next annual or special meeting for election of the Board of Directors is held, and until his or her successor is elected and qualifies. As it determines is appropriate, the

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Board of Directors may establish staggered terms for Directors other than the Founders, and shall establish a written policy and record of those staggered terms.

4:15 & DECOMMODIFICATION: VACANCIES, RESIGNATION, & REMOVAL

01. Vacancies on the Board of Directors shall exist:

- A. on the resignation, retirement, or death of any Director;
- B. whenever the number of authorized Directors is increased; and
- C. whenever the Board of Directors declares vacant the seat of any director who has been removed for Cause as defined below in sub-section 04 below.

02. Any Director may resign effective upon giving written notice to the President of the Corporation, 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 organization would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General.

03. Vacancies on the board may be filled with Qualified Candidates nominated by the Nominating Committee by approval of the board or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws, or (3) a sole remaining director. A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation or removal from office. Notwithstanding anything herein to the contrary, a vacancy in the position of a designated Director may only be filled by the designator of that Director.

04. Removal from the Board.

- A. Removal is the most severe disciplinary action that can be taken against a Director, and the Board of Directors shall develop and provide Directors with a Board Code of Conduct, Board Agreement, and Policies and Procedures for warning and disciplining Directors short of removal. The Board may amend or update that Code of Conduct, Board Agreement, and Policies and Procedures from time-to-time and doing so shall not be considered to be an amendment of these Bylaws. The President and at least one other Director of the President's choosing, shall meet and confer with any Director who may become the subject of a removal action before such action may be initiated.
- B. Directors may be removed without cause in accord with California Corp Code Section 5222; provided, however, that a designated Director may only be removed without cause by the designator of that Director or with the written consent of such designator. Otherwise, directors may not be removed from the Board before their term expires except for "Cause." "Cause" for removal consists of:

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- i. a determination that the Director is legally incompetent by three qualified physicians, one of whom has been appointed by the Board, one of whom is chosen by the Director subject to removal, and one selected by mutual agreement of the physicians selected by the Board and the subject Director; or
 - ii. a determination by the Board that the Director has breached their fiduciary duty to Burning Man Project; has failed to cure a breach of the Board Agreement or a violation of the Articles, Bylaws, Code of Conduct, Ten Principles, or other Burning Man Project Policies or Procedures within five days of receiving notice from the President of such breach or violation; has engaged in intentionally tortious misconduct; or is “Inactive” in Burning Man Project. “Inactive” means a complete failure to communicate with Burning Man Project for a period of one year with regard to Directors and for a period of two years with regard to Founders, Any Director or Founder who is on an approved sabbatical shall not be deemed to be Inactive, and a Director or Founder may not be removed while on a formally approved sabbatical.
- C. Before the Board can remove any Director, including a Founder, the Director or Directors who believe the Director should be removed must bring their concerns to the President, and the President and a Director of the President’s choosing must meet with the Director who is the subject of a complaint to evaluate the complaint and, if appropriate, give the subject Director an opportunity to cure the behavior complained against. If the President is the director being considered for removal, the Vice President shall be the officer to whom the concerns are directed and shall otherwise carry out the role specified in this section for the President.
- D. In the event that the subject Director refused to meet, or the problem is not satisfactorily resolved by the informal meet and confer process set out above, a removal action may be commenced. To commence a removal action, Such Notice and Motion to Remove a Director or Founder will be prepared by the Director or Directors moving to remove another Director. The Notice and Motion to Remove a Director or Founder must set out with specificity: i) the sections of the articles, Bylaws, Code of Conduct, Board Agreement, Ten Principles or other Burning Man Project Policies or Procedures that the Director or Founder has allegedly violated; ii) the facts and circumstances of the alleged violation(s); and iii) any documents or other evidence supporting the allegations. The Notice and Motion to Remove a Director or Founder shall be delivered to the Board Secretary and the chairperson of the Dispute Resolution Committee for a determination that the notice conforms to the requirements of a Notice and Motion to Remove a Director or Founder set out in this section. If it is non-compliant with these requirements, the Board Secretary and chairperson of the Dispute Resolution Committee shall return it to the authors for revisions needed to bring it into compliance. If the Notice and Motion to Remove a Director or Founder adequately complies with these requirements, the Board Secretary shall send the Notice and Motion to Remove a Director or Founder to the subject Director or Founder with a copy to all other directors by the fastest means possible, including personal delivery or delivery by email to the Director’s or Founder’s last known address. Once a Notice and Motion to Remove a Director or

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Founder is sent to the subject Director or Founder, the Board shall schedule a meeting to decide upon the Motion to Remove not sooner than forty-five (45) days and no later than ninety (90) days after the written Notice and Motion to Remove a Director or Founder.

- E. Before meeting to decide upon removal of the Director or Founder, the Board shall provide an opportunity for that Director or Founder to be heard, orally or in writing, at a formal hearing under the auspices of the Dispute Resolution Committee. Such hearing shall be held not less than twenty (20) days before the date of the Board meeting at which the Notice and Motion to Remove a Director or Founder will be voted upon. No vote on the issue of removal may take place until after that hearing.
- F. Founders may be removed for "Cause" only with a Supermajority vote of the Board. Other Directors may be removed for "Cause" by a simple majority vote of the Board.

4:30 & DECOMMODIFICATION: CONDUCT OF BOARD MEETINGS; ELECTRONIC MEETINGS

- 01. Any regular, special, or annual meeting of the Directors may be conducted, in whole or in part, by telephonic or electronic transmission, or by electronic video screen communication, or similar methods, so long as all Board members can hear and interact with one another nearly simultaneously, including having an opportunity to read, hear, and participate in the proceedings of the meeting substantially concurrently with other Directors participating, and by methods that provide the Directors with an effective means to vote on matters submitted to the Directors. As with all meetings, a record of that vote or action must be maintained by the organization.
- 02. All meetings of the Board of Directors shall be presided over by the President, and the meetings shall be chaired by a director appointed by the President, whose title shall be Meeting Chair. Board retreats may be led by a facilitator chosen by the Board. The Secretary of the organization 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.
- 03. Meetings shall be governed by respect and consideration for the opinions and ideas of all Board members, with an effort made to reach a consensus on all matters, although consensus is not required for most Board decisions. Each Director shall have the opportunity to speak, though the Meeting Chair may limit the time each Director is allowed to speak in order to facilitate the efficient conduct of meetings and give every director the chance to be heard if they wish to speak. Each act or decision of the Board must be made with a formal motion, duly seconded by another Director. Directors may call for points of order, or ask for clarification of the motion or topic under discussion, and will be recognized and briefly answered before discussion continues, but may not use this privilege to obstruct the conduct of the meeting. The Meeting Chair may call for an end to discussion and a vote on the matter under discussion at any time after each Director who desires to be heard on the matter is heard at least once. These rules shall govern the conduct of the Board meetings until the Board changes them, which changes in meeting protocol shall not be construed to be an amendment of these Bylaws.

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4:45 & DECOMMODIFICATION: VOTES REQUIRED FOR DECISIONS

01. Each Director on the Board of Directors shall be entitled to one (1) vote. Pursuant to Cal. Corp. Code Section 5211(c), no director may vote at any meeting by proxy.
02. A "Simple Majority" shall mean a vote of fifty-one percent (51%) of all of the Directors participating in a meeting where a quorum has been established. A "Majority of the Board" shall mean a vote of a majority (51%) of directors then in office, regardless of how many are present at a meeting. A "Majority of Authorized Directors" shall mean a majority of all directors authorized under the Bylaws, regardless of how many directors are then in office or in attendance at a meeting. A "Supermajority" shall mean a vote of two-thirds (2/3) of the Directors participating in a meeting where a quorum has been established. "Consensus" or "Unanimous Consent" shall mean one hundred percent (100%) of the Directors participating in a meeting where a quorum has been established.
03. All acts or decisions taken by the Board on Major Matters shall require the Unanimous Consent of all the Directors at a meeting where a quorum has been established. Major matters include, but are not limited to the following, and all dollar amounts stated shall be as adjusted for inflation with the base year being 2011:
 - A. Hiring, compensation, employment terms, or dismissal of any Director, Officer, Board or Advisory Committee Member, or CEO, or any other person such as a spouse, son, or daughter, that would transform an existing disinterested Director into an interested director;
 - B. Approval of contracts or transactions in which a Director has a material financial interest;
 - C. Any vote taken in writing without a meeting; and
 - D. Any item designated by a Supermajority vote of the Directors to be a Major Matter.
04. Decisions that require a Supermajority vote of the Director include:
 - A. Determination that a matter is a Major Matter requiring unanimous consent of the Board;
 - B. Indemnification of a Director;
 - C. Sale or acquisition of assets (by purchase or lease) valued over \$500,000.00;
 - D. Entry into contractual agreements valued at \$1,000,000.00 or over;
 - E. All decisions involving the expenditure or potential expenditure of more than \$1,000,000.00;
 - F. All decisions involving borrowing money in the organization's name, or to finance any part of the purchase price of the organization's properties in amounts over \$500,000.00;

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- G. Applications for grants in amounts over \$5,000,000.00, where such grant would have any restrictions on the use of the funds;
 - H. Accepting grants or donations over \$5,000,000.00, where such grant or donation would have any restrictions on the use of the funds;
 - I. Accepting donations of real property;
 - J. Removal of a Founder for Cause, after the Notice and Motion for Removal of a Director and Dispute Resolution hearing has been held;
 - K. The revocation or modification of any or all of the authority so delegated to the Senior Executive Committee;
 - L. Increasing or decreasing, but not below two (2), the number of Senior Executive Committee members;
 - M. Filling vacancies on the Senior Executive Committee from among Directors on the Board; and
 - N. Any matter designated by a Supermajority vote of the Directors to require a Supermajority vote.
05. The following decisions may be made by a Majority of the Board (a vote of a majority (51%) of directors then in office, regardless of how many are present at a meeting):
- A. Dissolution or Termination of the Corporation; and
 - B. Creation of Board Executive Committees and appointments of directors to Board Executive Committees, as defined in Article 7 below.
06. All other decisions of the Board may be made by a Simple Majority vote. A Simple Majority vote shall be deemed an act of the Board of Directors unless the Articles of Incorporation or Bylaws of this organization, or provisions of the California Nonprofit Public Benefit Organization Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233), and indemnification of Directors (Section 5238(e)), require a greater percentage or different voting rules for approval of a matter by the Board.

5:00 & DECOMMODIFICATION: QUORUM FOR MEETINGS

- 01. At all meetings of the Board of Directors, fifty-one percent (51%) of the total number of Directors who are elected or designated to the Board of Directors shall constitute a quorum for the transaction of business. For example, if seventeen (17) Directors have been elected or designated to serve on the Board of Directors, then a meeting has a quorum when (9) directors are in attendance.
- 02. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this organization, or Bylaw, no business shall be considered by the Board at any meeting at

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which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the Directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

03. When a meeting is adjourned for lack of a quorum, the Directors shall be given notice of the time and place the adjourned meeting will be reconvened, but it shall not be necessary to give any additional notice of the business to be transacted at such meeting, presuming that the agenda will be the same as it was for the adjourned meeting.
04. The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum during the meeting due to a departure of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this organization.
05. Pursuant to Cal. Corp. Code Section 5211(c), no Director may vote by proxy; each Director entitled to vote must cast his or her own vote and shall not delegate the power to vote to anyone by a written proxy. Any proxy covering matters for which a vote is required shall not be valid.

5:15 & DECOMMODIFICATION: PLACE OF MEETINGS

Meetings shall be held at the principal office of the organization unless otherwise provided by the Board or at such place within or without the State of California which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, any meeting not held at the principal office of the organization shall be valid only if held on the written consent of all Directors given either before or after the meeting and filed with the Secretary of the organization or after all Directors have been given written notice of the meeting as hereinafter provided for special meetings of the board. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so as long as all Directors participating in such meeting can hear one another.

5:30 & DECOMMODIFICATION: REGULAR MEETINGS OF THE DIRECTORS

01. Regular meetings of Directors shall be held quarterly.
02. During the months when no regular board meeting is held, and except where prohibited from doing so because Unanimous or Supermajority consent of the Board is required for the action, or such action by a committee is prohibited under Article 7 of these Bylaws, the Senior Executive Committee shall act with the authority of the Board of Directors and on its behalf and shall report any action taken at the next meeting of the Board of Directors. The Senior Executive Committee may fulfill this reporting obligation by including minutes of its meetings among the materials provided to directors at or before regular meetings of the Directors.

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5:45 & DECOMMODIFICATION: SPECIAL MEETINGS OF THE DIRECTORS

Special meetings of the Board of Directors may be called by the President, any Vice President, the Secretary, or by any two Directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the organization.

6:00 & DECOMMODIFICATION: ANNUAL MEETINGS OF THE DIRECTORS

Annual meetings of the Board of Directors shall be held within 60 days of the end of the organization's fiscal year. At each annual meeting of the Board of Directors, the then-seated Directors shall vote to elect the persons who shall serve on the Board of Directors. The election shall be held in accordance with the procedures set out in Article 6, Section 3:45 & Decommmodification above.

6:15 & DECOMMODIFICATION: NOTICE OF MEETINGS OF THE DIRECTORS

01. Notice of all Board meetings, if such notice is required, shall specify the place, day and hour of the meeting. The purpose of any regular board meeting need not be specified in the notice. Such notices shall be addressed to each director at his or her email address as shown on the books of the organization.
02. Regular meetings of the Board that are held at the times and places regularly established by the Board for regular meetings of the Board may be held without notice.
03. Special meetings of the Board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by fax or email. If sent by mail, the notice shall be deemed to be delivered on its deposit in the mails or on its transmission by fax or email. The purpose of and agenda for any special meeting of the Board of Directors must be described, at least generally, in the special meeting notice.
04. Notice of the time and place of holding an adjourned meeting shall be given to Directors absent from the adjourned meeting, and such notices need not specify the purposes or agenda for the rescheduled meeting, if the purpose and agenda for the rescheduled meeting is the same as that for the adjourned meeting, or if it is a regular meeting.

6:30 & DECOMMODIFICATION: WAIVER OF NOTICE & CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided that a quorum is present and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

6:45 & DECOMMODIFICATION: ACTION BY UNANIMOUS WRITTEN CONSENT

Any action required or permitted to be taken by the Board of Directors under any provision of these Bylaws or law may be taken without a meeting, if all members of the board shall

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individually or collectively consent in writing to such action. Email or internet consent is permitted only if the Director signs a form delivered to the Secretary or other authorized officer that fully sets out the resolution to which the Director is consented, and not by a simple “yes” response to an email thread. For the purposes of this Section only, “all members of the Board” shall not include any “Interested Director” as defined in Section 5233 of the California Nonprofit Public Benefit Organization Law. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this organization authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

ARTICLE 7: COMMITTEES OF THE BOARD OF DIRECTORS

7:00 & DECOMMODIFICATION: APPOINTMENT OF COMMITTEES

01. Executive Committees. The Board of Directors may appoint standing Board Committees as it may deem desirable. Board Committees set out in these Bylaws will be activated and staffed with Directors as reasonably required as the organization develops and grows; nothing herein requires all of the committees set out in these Bylaws to be fully staffed before the Board of Directors determines that they are reasonably required, and no liability shall attach to the Board or any Director if a Board Committee set out in these Bylaws is not activated or staffed. The Senior Executive Committee and Nominating Committee will be consistently activated and staffed, and the Audit Committee shall be activated and staffed when the organization’s annual revenues reach two million dollars (\$2,000,000.00) or above annually, including the annual revenues of all the organization’s subsidiaries. Board Committees that exercise the authority of the Board, are empowered to act for and on behalf of the Board, and may bind the organization just as the Board may bind the organization. Any Board Committee that exercises the authority of the Board shall be referred to by this organization as an “Executive Committee”. These Executive Committees must be comprised only of Directors, and no Executive Committee may exist without at least two Directors on the Committee. Only duly appointed Executive Committee members who are Directors may vote on that committee’s business. Persons who are not directors may be invited to attend committee meetings by the committee, and may contribute to discussion, but may not vote. Minutes of all Executive Committee meetings must be taken and retained in the formal records of the organization. The Board may delegate to an Executive Committee any of the powers and authority of the board in the management of the business and affairs of the organization, except that it may not delegate matters with respect to:

- A. The approval of any action which, under law or the provisions of these Bylaws, requires the unanimous approval of the directors or of a Supermajority of the directors;
- B. The filling of vacancies on the board or on any committee which has the authority of the board;

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- C. The fixing of compensation of the Directors for serving on the Board or on any committee, or fixing the compensation of any Officers (including the CEO) or Directors retained by the organization to provide services, goods, or facilities in addition to their volunteer scope of services rendered to and on the Board or Board Committees;
 - D. The amendment or repeal of Bylaws or the adoption of new Bylaws;
 - E. The amendment or repeal or any resolution of the board which by its express terms is not so amendable or repealable;
 - F. The appointment of Committees of the Board or the members thereof;
 - G. The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; and
 - H. The approval of any transaction to which this organization is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Organization Law.
02. Advisory Committees. The Board of Directors also may appoint standing or temporary advisory committees as it deems desirable. Persons who are not Directors may be appointed to, serve on, and vote in advisory committees. Advisory committee members may include staff, contractors, and volunteers with experience or expertise in the committee's area of responsibility. Pursuant to California Corporations Code Section 5212, any committee that includes persons who are not Directors may not exercise the authority of the Board, and therefore Burning Man Project advisory committees do not and shall not exercise the authority of the Board. Only duly appointed advisory committee members, including those who are not Directors, may vote on that advisory committee's business. Advisory committees' recommendations are not binding upon the Board and must come to the Board for approval.
03. The Board of Directors by a Majority of the Board (a majority of the directors then in office) shall appoint persons to serve on committees, shall appoint the Chair of every committee, and may remove committee members and committee Chairs. Every Director must sit on at least one Committee.
04. All Board committees shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors. All Board committees shall assist the Board in overseeing and managing the programs and governance of the organization, and shall support, but not direct or supervise the staff of the organization. The Board committees initially shall be those set out below, and the duties and scope of responsibility of these Board committees may be added to or changed by a Simple Majority vote of the Board of Directors without such change being considered an amendment of these Bylaws. All changes in the duties and scope of responsibility of any Board committees must be stated in a formal Board resolution in Board minutes. So that changes in the duties and scope of responsibility of any Board committee remain quickly accessible, such resolutions shall be excerpted from the minutes, the excerpts shall be dated and certified by the Secretary, and stored

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immediately behind these Bylaws in the corporate record book, in addition to being part of the complete Board meeting minutes. All committees of the Board are required to keep the Board informed about their work and actions taken within their authority. Directors who are not appointed to sit on a committee may attend meetings of any committee as a guest, if they wish to do so, but the organization shall have no obligation to pay travel or other expenses for directors who choose to sit in on meetings as guests.

05. The committees shall support and work collegially with the organization's staff, and shall not micromanage or direct the staff, or undercut the authority of the CEO or key senior staff. Key senior staff and the CEO may ask Board or Advisory Committees for support and expertise on projects by submitting requests to the Committee Chair and/or attending committee meetings, and the volunteer committee members will consider it a top priority to evaluate and where reasonably prudent, to meet the requests made by staff to the committees through the formal channels for such requests.
06. The organization shall have such other committees or task forces as may from time to time be designated by resolution of the Board of Directors.
07. Meetings and action of committees shall be governed by, noticed, conducted 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 directors, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by 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 these Bylaws.

7:15 & DECOMMODIFICATION: SENIOR EXECUTIVE COMMITTEE

01. The Officers and Founders of the organization shall together constitute the Senior Executive Committee; provided, however that no one who is not a duly elected or designated Director may serve on the Senior Executive Committee. The Senior Executive Committee shall meet at least once monthly.
02. The Senior Executive Committee may act for and on behalf of the Board of Directors between regular meetings of the Board, in accord with the standards set out in Article 5, and as expressly limited above in Article 7, 7:00 & Decommodification: Appointment of Committees, Subsection 01 (Executive Committees). The Senior Executive Committee's decisions must be reported to the Board, and can be overturned by the Board.
03. The Senior Executive Committee shall plan in advance agendas for Board meetings and retreats; make strategic and planning recommendations to the Board.
04. The Senior Executive Committee will collaborate with the Human Resources/Personnel Committee in recruiting and hiring a CEO, establishing compensation guidelines and employee policies, and shall be responsible for implementation of such policies in the organization. The Senior Executive Committee may delegate authority to and require

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leadership from the CEO, who in turn may delegate authority and require leadership from those whom the CEO supervises.

05. Before the CEO is hired, or in any instance the CEO position is unfilled, the Senior Executive Committee as a collaborative group shall fulfill the CEO position's roles and responsibilities, and may delegate such responsibilities to Committee members as such delegation is agreed upon unanimously by the Senior Executive Committee.
06. After a CEO is hired, the CEO shall be responsible for managing the staff, consultants, budget, and all daily operations of the organization pursuant to the CEO's written job description. The CEO shall report to the Senior Executive Committee and to the Board, in accord with a reporting procedure to be established by the Senior Executive Committee, in consultation with the Philosophy and Human Resources/Personnel Committees and approved by the Board of Directors. Staff and consultants subordinate to the CEO shall report to the CEO, unless otherwise agreed by the Senior Executive Committee and CEO.
07. An advisory Leadership Team shall be formed under the CEO, and shall perform the functions determined by the Senior Executive Committee and the CEO. The Leadership Team shall be comprised of employees, contractors, and others appointed by the Senior Executive Committee and CEO because of their positions in the organization or because they offer a valuable skill or perspective to the Leadership Team.
08. The Treasurer and the Finance Committee Chair will report to the Senior Executive Committee, and the CEO and Senior Executive Committee will inform the Treasurer and Finance Committee chair about urgent financial matters that may arise between Board meetings. The Senior Executive Committee shall report on these and other matters to the Board of Directors.
09. The Senior Executive Committee shall serve as the Board's liaison with the organization's legal counsel and non-audit certified public accountant ("CPA"), and the Senior Executive Committee may delegate that function to the CEO. After such delegation, the Senior Executive Committee remains empowered to contact legal counsel or the accountant directly, and nothing herein restricts the Board from delegating a director to contact the organization's independent legal counsel or certified public account directly concerning matters for which the Board needs advice or representation.
10. The Senior Executive Committee shall review and reassess the adequacy of these Bylaws every two years and propose changes, if any are needed, to the Board for approval.
11. The Senior Executive Committee, subject to the Board's ultimate direction, shall exercise the voting power of Burning Man Project for Burning Man Project's subsidiaries when Burning Man Project is the voting member of such subsidiaries. The Senior Executive Committee shall act by majority vote and shall authorize one of its members to represent Burning Man Project for such purposes.
12. By a Supermajority vote of its directors then in office, the Board may at any time revoke or modify any or all of the authority so delegated to the Senior Executive Committee, may increase or decrease, but not below two (2), the number of Senior Executive

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Committee members, and may fill vacancies on the Senior Executive Committee from among directors on the Board.

13. The Senior 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, except that minutes of privileged attorney/client communications and personnel matters shall not appear in the regular minutes, and shall be kept separately. Decisions taken in closed executive sessions shall be memorialized in the meeting minutes.

7:30 & DECOMMODIFICATION: ADVISORY BOARD

01. The Advisory Board is an advisory committee to the Board of Directors. It is comprised of individuals who bring unique knowledge and skills to the organization which complement the knowledge and skills of the elected Board members in order to more effectively govern and raise the funds necessary to support the organization. Advisory Board membership may also be used to maintain formal and visible relationships with people who have particularly strong status or relationships with the organization, for example, people whose terms have expired on the governing Board, leaders in the community and people with highly respected skills in certain program areas that are not within the parameters of other Committees.
02. The Advisory Board does not exercise the authority of the Board; that is, the Advisory Board cannot issue directives that must be followed as in the case with the governing Board of Directors, nor can it bind the organization to contracts. Rather, the Advisory Board serves to make recommendations and/or provide key information, financing, and materials to the Board of Directors.

7:45 & DECOMMODIFICATION: AUDIT COMMITTEE

The Audit Committee is an Executive Committee and will have the oversight responsibility, authority, and specific duties as described in this section. The Audit Committee will be comprised of three or more directors, as appointed by the Board, and shall not include the President, CEO, Treasurer, or CFO. No more than fifty percent (50%) of the Audit Committee can be made up of Finance Committee members, and the chair of the Audit Committee may not be a member of the Finance Committee. The Audit Committee's primary function is to assist the Board in fulfilling its oversight responsibilities with respect to: (1) the audit of the organization's books and records; and (2) the system of internal controls that the organization has established. The Audit Committee shall confer with the auditor to satisfy its members that the financial affairs of the corporation are in order, shall review and determine whether to accept the audit, shall assure that any non-audit services performed by the auditing firm conform with standards for auditor independence referred to in California Gov. Code 12586(e)(1), and shall approve performance of non-audit services by the auditing firm. The auditing firm shall be a CPA firm different and separate from the CPA firm that provides regular and customary tax accounting and other CPA services to the organization. Outside auditors must maintain an open and transparent relationship with the Audit Committee, and the ultimate accountability of the outside auditors is to the Audit Committee and the Board. The Audit Committee will make regular progress reports to the Board. Subject to and only with the prior approval of the Board of every investigation, the Audit Committee is granted the authority to investigate any matter or activity involving financial

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accounting and financial reporting, as well as the organization's internal financial controls. It is not, however, empowered to investigate employee matters, which responsibility is that of the Human Resources Committee. In carrying out its oversight responsibilities, the Audit Committee will:

01. Review with the CEO and outside auditors the organization's accounting and financial reporting controls; obtain annually in writing from outside auditors a letter regarding the adequacy of such controls.
02. Review with the CEO and outside auditors significant accounting and reporting principles, practices, and procedures applied by the organization in preparing its financial statements. Discuss with the outside auditors their judgments about the quality, not just the acceptability, of the organization's accounting principles.
03. Review the scope and general extent of the outside auditors' annual audit, including an explanation from the outside auditors of the factors considered by the accountants in determining the audit scope, including the major risk factors. The outside auditors should confirm to the Committee that no limitations have been placed on the scope or nature of their audit procedures. The Committee will review annually with the CEO the fee arrangement with the outside auditors.
04. Inquire as to the independence of the outside auditors and obtain from the outside auditors, at least annually, a formal written statement delineating all relationships between the outside auditors and the organization, including other consulting work being performed by the outside auditors for the organization.
05. At the completion of the annual audit, review with the CEO and the outside auditors the following:
 - A. Results of the audit of the financial statements and the related report therein and, if applicable, a report on changes during the year in accounting principles and their application.
 - B. Significant changes to the audit plan, if any, and serious difficulties the CEO encountered during the audit. Inquire about cooperation received by the outside auditors during their audit, including access to all requested records, data, and information. Ask the outside auditors about any disagreements with the CEO that, if left unresolved, could have caused them to issue a nonstandard report on the organization's financial statements.
06. Other communications as required to be conveyed by the outside auditors by the then-current Statement of Auditing Standards, as amended from time to time, or subsequent audit standards as the Audit Committee is advised by the auditors from time to time, relating to the conduct of the audit. Further, receive a written communication provided by the outside auditors concerning their judgment about the quality of the organization's accounting principles, and confirm that they concur with the CEO's representation regarding audit adjustments. Discuss with the CEO the quality of the organization's financial and accounting personnel. Also, elicit the CEO's comments regarding the outside auditors' responsiveness.

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07. Meet with the CEO and outside auditors to discuss any “material” or “serious” recommendations that the outside auditors may have. Typically, such recommendations will be presented by the auditors in the form of a “letter of comments and recommendations” to the Committee. The Committee should review the CEO’s response to the letter and receive follow-up reports on action taken.

08. Recommend to the Board the selection, retention, or termination of the outside auditors.

8:00 & DECOMMODIFICATION: FINANCE COMMITTEE

The Finance Committee of the board is an Executive Committee and will have the oversight responsibility, authority, and specific duties as described in this section. The Finance Committee will be comprised of three or more directors, as determined by the Board. The Finance Committee’s primary function is to assist the Board in fulfilling its oversight responsibilities with respect to the annual budget of organization and changes thereto. The Finance Committee may not approve the organization’s annual budget, which responsibility is reserved to the Board, but it shall make recommendations to the Board concerning annual budgets. Once the annual budget has been approved by the Board, the Finance Committee has the following powers: i) it may reallocate funds within the budget; and ii) it may increase spending by up to five percent (5%) over the approved annual budget for the applicable year; provided, however, that it also practically and effectively provides for increased income in order to cover the increased expenses. Outside auditors and non-audit accountants must maintain an open and transparent relationship with the Finance Committee. In that regard, the Finance Committee will have access to the organization’s external professionals to render advice and counsel in such matters. The Finance Committee is to meet at least six times annually and as many additional times as the Finance Committee deems necessary. The Finance Committee chair should approve the content of the agenda for each Finance committee meeting. The Finance Committee shall meet with the outside non-audit CPAs at least once annually and at other times when it determines is appropriate, and may meet with the auditors. In carrying out its oversight responsibilities, the Finance Committee will:

01. Generally, as part of the review of the annual financial statements, receive an oral or written report (at least annually) from the organization’s general counsel regarding legal and regulatory matters that may have a material impact on financial statements.
02. Receive, review and comment upon the CEO’s proposed annual budget, and timely approve the final proposed budget for submission to the entire board for approval; work with the CEO to ensure compliance with any budgetary changes required by the Board, and review the CEO’s monthly financial reports for compliance with the approved annual budget.
03. Review, comment and approve the draft annual report for final Board review and approval.
04. Provided that the particular subsidiary is in agreement, a designate of the Finance Committee may participate on the Finance Committee of each Burning Man Project’s subsidiaries, and the Finance Committee subcommittee for each subsidiary shall include the Treasurer of that subsidiary. For example, a designate from Burning Man Project’s Finance Committee shall participate in the Black Rock Arts Foundation (“BRAAF”)

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Finance Committee, and BRAF's Treasurer shall be permitted to participate in the Burning Man Project Finance Committee. In order to preserve consistency with Cal. Corp. Code Section 5212(b)'s prohibition against a committee exercising the authority of the board including as members persons who are not directors of that corporation, the Burning Man Project designate shall not vote or be a member of the subsidiary's Finance Committee unless that Treasurer is also a duly elected Director of Burning Man Project.

8:00 & DECOMMODIFICATION: DISPUTE RESOLUTION COMMITTEE

01. Place of First Resort: The Dispute Resolution Committee is an advisory committee of the Board. The preferred dispute resolution technique of Burning Man Project is radical self-reliance, where people and groups who may have a dispute among themselves are asked to try to work things out among themselves. Where peaceful and respectful negotiation among people or groups does not resolve a problem, the place of first resort is the Dispute Resolution Committee. The Dispute Resolution Committee shall be the first "hearing" place of and for grievances and complaints of violations of Burning Man Project conflicts of interest policies, violations of the restrictions on private inurement or excess benefit transactions, violations of the code of good conduct, proceedings to discipline or remove a director, disputes between Directors, and all Board, Committee, Allied Organization (among Allied Organizations or between the allied organizations and Burning Man Project), vendor, contractor, and program participant and Burning Man community internal disputes. An exception to this place-of-first-resort rule is employee grievances, which must first be addressed by the procedures set out in the Employee Handbook, and then if unresolved, to the Human Resources/Personnel Committee. Disputes concerning consistency with the Ten Principles of Burning Man are matters of principle and not matters of law, and shall not be made the subject of legal claims interpretation, construction, or enforcement by the courts or arbitrators. The Dispute Resolution Committee shall be the highest and final authority for resolution of disputes concerning applicability of and consistency with the Ten Principles, and shall apply the developing jurisprudence of the Philosophic Center concerning the Ten Principles in resolving such disputes of principle.
02. Methods: This Committee shall use the dispute resolution techniques approved by the Board of Directors, supplemented with additional professional mediation and dispute resolution techniques, and shall serve as mediators for any dispute that arises between Board members, between committees, between the Board and key senior staff, and in other contexts as specified from time to time by the Board.
03. Procedures: The Dispute Resolution Committee shall establish a procedure for filing and hearing and deciding upon a complaint or grievance. It shall establish a set of incremental levels of disciplinary action for Directors, from a simple written warning, a notice to cure, a vote of censure, up to and through removal of a director from the Board. The levels set out herein are illustrative and not binding and any change in them shall not be construed to be a change in these Bylaws.
04. The Dispute Resolution 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, except that minutes of privileged attorney/client

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communications and personnel matters shall not appear in the regular minutes, and shall be kept separately.

8:15 & DECOMMODIFICATION: HUMAN RESOURCES/PERSONNEL COMMITTEE

01. **Role and Scope:** The Human Resources/Personnel Committee is an advisory committee that makes recommendations to the Board for approval, rather than deciding matters on its own, and provides board strategic and policy level oversight of employees without interfering with the organization's senior staff's ability and authority to manage the organization. Neither the Human Resources/Personnel Committee nor the Board shall become involved in day-to-day operational and management issues, unless requested to do so by the Senior Executive Committee, or unless the Board determines, by a simple majority, that it must become involved in a particular matter in order to uphold its fiduciary duties as the ultimate authority of the organization. If the Senior Executive Committee or CEO requests the Board's advice on a serious personnel matter, or if the Board needs to solve to a problem involving the Senior Executive Committee or an Executive Director, or needs to exercise its responsibilities as the ultimate authority over the organization, that shall be the responsibility of the Board as a body to solve the problem, unless the Board expressly delegates the matter to the Human Resources/Personnel Committee, to make inquiries and recommendations to the Board.
02. **Personnel Policies:** The Human Resources/Personnel Committee shall assist the Board and CEO in formulating the best human resources practices and policies for the organization and its Allied Organizations. The Human Resources/Personnel Committee works at a policy level, in consultation with the Senior Executive Committee and the CEO. The Senior Executive Committee and CEO may implement Human Resources policies and procedures without the approval of the Human Resources/Personnel Committee, but shall submit them to the Human Resources/Personnel Committee for its information. The Senior Executive Committee and CEO are responsible for ensuring that personnel policies and procedures are disseminated and implemented at the operational, staff level. Approximately every three years, the Human Resources/Personnel Committee shall review all the Human Resources policies of the organization, and if necessary, will work with the CEO to prepare changes and revisions. If the organization has established goals or principles regarding a staff that is diverse in race, ethnicity, gender, age, disability, or other characteristics such as client status, the Human Resources/Personnel Committee, can assist with making sure that recruitment efforts reach out effectively (for example, through the ethnic press), and can be on the alert for indicators of weak management of a diverse workforce (such as a string of resignations from a particular group of staff) and with monitoring progress towards goals.
03. **Salary and Wage Scales:** The Executive Directors shall from time to time prepare a salary rate schedule (salary ranges for each position or category) of salaries and wages, for review and approval by the Senior Executive Committee, and then by the Human Resources/Personnel Committee and submission to the entire Board for approval. In doing so, it will ensure that the Board has considered the strategic matters related to salaries, including whether the salary schedule is in line with the organization's values, whether there is appropriate internal equity or differences among positions and departments, whether specific positions are appropriately placed on the scale, whether compensation is in line with that of similar organizations, and/or whether the

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compensation supports (rather than hinders) the organization's ability to recruit qualified staff.

04. **Comparable Compensation:** The Human Resources/Personnel Committee shall be responsible for overseeing compliance with the Policy on Board Approval of Compensation, including being certain that the CEO and senior staff provide comparable compensation figures for recommended salaries and wages, reviewing the materials provided and doing any other due diligence it finds appropriate, and then providing final recommendations for Board approval.
05. **Executive and Key Person Search and Selection:** The Human Resources/Personnel Committee shall serve as the lead Committee in doing searches and hiring of the organization's CEO, and shall be responsible for interviewing and making recommendations about the CEO and CEO compensation to the Senior Executive Committee, and both of those committees shall provide their recommendations to the Board. The Human Resources/Personnel Committee may also assist the CEO in hiring, upon the Senior Executive Committee's or CEO's request, and acting only as an advisor and consultant to the CEO. For example, a member of the Human Resources/Personnel Committee may assist the CEO in selection of a CFO, a CPA, or legal counsel.
06. **Benefits:** The Human Resources/Personnel Committee should review the benefits schedule (for example, but without limitation, health insurance, long-term disability insurance, 401(k), and so forth) annually as part of the organization's budget process, with costs projected for the coming year. During this review, the Human Resources/Personnel Committee may suggest changes (additions or subtractions), and their financial implications, to the CEO and the Board's Finance Committee, or both.
07. **Perspective:** The Human Resources/Personnel Committee shall be informed about major developments in staffing and personnel, and shall provide the Senior Executive Committee, CEO, and the Board with an objective analysis concerning what implications such developments might have for the organization as whole. For example, a management decision to lay off staff often reflects a financial situation that may already have been shared with the Board. The Human Resources/Personnel Committee is responsible for making sure that the Senior Executive Committee, Finance Committee, and the Board are informed by management of these potentially bigger picture issues that may be implicated by a layoff or other personnel matter.
08. **Grievances:** Grievances on the part of employees must first go through the written procedures outlined in the employee handbook, and the Human Resources/Personnel Committee shall be responsible for ensuring that the organization has an employee handbook and that it is reviewed and updated from time to time. If an individual staff member has exhausted the grievance process set out in the employee handbook and that process has been documented, individual employees may be permitted (if it is so written in the policies) to raise a grievance to Human Resources/Personnel Committee, which then acts to resolve the grievance, in cooperation with and using the policies and principles of the Dispute Resolution Committee, and subject to the final approval of the Board of the proposed resolution. This is especially appropriate where the complaining employee reports to the Senior Executive Committee or the CEO and has an unresolved complaint about the Senior Executive Committee or CEO.

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09. Serious Charges about the Organization's Management (CEO, Senior Executive Committee or Board): Sometimes an employee or consultant staff member may have a serious charge against management, such as the illegal or improper use of funds, sexual harassment, discriminatory behavior, or improper accounting methods that cannot be taken up in the grievance process. To provide an outlet for such matters (other than a complaint to an outside agency), the Human Resources/Personnel Committee shall establish for Board approval a whistleblower policy, and the Board shall designate a Director who is a member of the Human Resources/Personnel Committee to be the Board's point of contact for employees or consultants who invoke the whistleblower policy and are not satisfied with the responses they have received by following the procedures set out in that policy.
10. Composition and Minutes: The Human Resources/Personnel Committee shall be composed of a member of the Board, the staff Human Resources director, the CEO, and non-board volunteers with expertise and experience in Human Resources matters. The Human Resources/Personnel 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, except that minutes of privileged attorney/client communications and personnel matters shall not appear in the regular minutes, and shall be kept separately.

8:30 & DECOMMODIFICATION: PHILOSOPHY COMMITTEE

01. In accord with Section 12:00 & Temple above, the Philosophy Committee is an Executive Committee and exercises the authority of the Board. The Philosophy Committee shall be responsible for doing conceptual and cognitive work about the Ten Principles, and for creating and publishing philosophical and practical materials in many media about the Ten Principles and how they are applied in various areas of human endeavor. It will oversee the programmatic work of Burning Man Project's Philosophic Center Program.
02. The Philosophy Committee will provide visionary thinking and strategic planning for the organization and its members may, but are not obligated to, participate on the advisory boards or boards of directors of all fiscally sponsored projects and allied nonprofit organizations, with the consent of those organizations.
03. The Philosophy Committee has real governance powers. The policies, procedures, "how to" manuals, and "case" materials that the Philosophy Committee designates as "Precedential" for Burning Man Project shall be considered scholarly authorities concerning how Burning Man Project can and must operate in order to remain true to the Ten Principles for generations. When such Precedential materials are approved by the Board of Directors, they shall become binding on the operations of Burning Man Project, and shall be the Precedential jurisprudence referred to by the Dispute Resolution Committee in resolving disputes concerning the applicability of or consistency with the Ten Principles of Burning Man.
04. Proposals for new projects may, and proposals for new programs and ventures (joint ventures, subsidiaries, and the like), must be evaluated by the Philosophy Committee for consistency with the Ten Principles of Burning Man. The Philosophy Committee itself

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may initiate proposals for new projects, programs, or ventures. The Philosophy Committee, Senior Executive Committee and CEO shall establish a policy and procedure concerning how new project, program, or venture proposals can and may be brought to the organization in an orderly way, and what information is needed in such proposals. That policy and procedure shall address how operational, financial, and philosophical aspects of each such proposal will be evaluated by the organization, at staff, management, Board Committee, and Board levels. The Philosophy Committee may decline a new project, program, or venture on the grounds that it is not consistent with the Ten Principles of Burning Man, and in doing so, must provide a careful written analysis supporting its determination, and that decision shall be final, unless overturned by a majority vote of the Board of Directors. The Board of Directors shall have ultimate authority for and final decisions about approving new programs and ventures.

05. Burning Man Project's Philosophic Center program is related to but not the same as the Board's Philosophy Committee. The Philosophic Center will serve as a think tank to do research and develop content, including creating and publishing, conceptual, academic, and first person accounts that describe how the emergent ethos of the Ten Principles apply to a wide range of human endeavors. These publications will be in unlimited forms and media: articles, books, videos, films, case studies, "how to" manuals, policies, procedures, streaming media, and by other means. The work of the Philosophical Center and services provided to it shall not be deemed to be the same as the scope of duties and responsibilities of the Philosophy Committee. The Philosophical Center may engage people to operate and perform services for the Philosophical Center and may compensate them. The Philosophic Center may propose that some materials be designated by the Board's Philosophy Committee as "Precedential" and will submit them to the Philosophy Committee of the Board for such designation. The Philosophic Center program is not a governance body.
06. The Philosophy 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, except that minutes of privileged attorney/client communications and personnel matters shall not appear in the regular minutes, and shall be kept separately.

7:00 & PARTICIPATION: NOMINATING COMMITTEE

01. The Nominating Committee is an Executive Committee and shall have the sole authority and responsibility for determining whom is a Qualified Candidate for the Board of Directors and the Advisory Board. No one may be elected to the Board of Directors unless the Nominating Committee has duly determined them to be Qualified Candidate.
02. The Nominating Committee shall be composed of the Founders and up to four other Directors chosen by unanimous consent of the Board to serve on the Nominating Committee. Each of the Founders shall be a member of the Nominating Committee for as long as they are a member of the Board of Directors pursuant to Section 3:45 & Decommmodification: Election of Directors.
03. The Nominating Committee shall prepare criteria for who is a Qualified Candidate for the Board of Directors. In establishing the Criteria for Qualified Candidates for the Board of

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Directors, the Nominating Committee shall establish goals regarding the diversity of backgrounds, experiences, and skills relevant to the needs of Burning Man Project, including but not limited to the person's practice with and adherence to the values described in the Ten Principles of Burning Man, and such other criteria as the Nominating Committee determines are important to and in the best interests of Burning Man Project. The Nominating Committee has the authority to implement and modify those criteria in its selection of Qualified Candidates for the Board of Directors. The Board may review and ask the Nominating Committee to modify the Criteria for Qualified Candidates for the Board of Directors, but may not direct a modification of those criteria without a unanimous vote of the Directors to do so.

04. Each member of the Nominating Committee shall have one (1) vote and the decision whether a person nominated for the Board of Directors shall be a Qualified Candidate shall be made by a two-thirds majority of the Nominating Committee.
05. Members of the Nominating Committee shall review all nominations for the Board of Directors, may propose and recruit additional nominees, shall determine the eligibility of each nominee to be Qualified Candidate for the Board of Directors, verify the Qualified Candidate's willingness to serve, and then shall prepare a report and ballot including all Qualified Candidates.
06. The Nominating Committee shall make its report and ballot of Qualified Candidates at least thirty (30) days before the date of the Board's annual meeting to elect Directors for regular annual elections, or at such other times as the Board of Directors may set in connection with filling board vacancies or special elections.
07. The Board Secretary shall forward to each Director, with the notice of meeting required by these Bylaws, a list of all Qualified Candidates nominated by the Nominating Committee under this section, along with biographical information, resumes, and other information relevant to support their Qualified Candidacy.
 - A. Ballots shall list the names of all nominees.
 - B. Each ballot shall be accompanied by voting instructions.
 - C. The chair of the Nominating Committee and two other members of the Nominating Committee shall be responsible for counting ballots and for reporting the election results to the Board of Directors.
 - D. All ballots shall be available for auditing by any Board Member through the close of the annual meeting, after which they may be destroyed.
08. The Nominating 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, except that minutes of privileged attorney/client communications and personnel matters shall not appear in the regular minutes, and shall be kept separately.

ARTICLE 8: OFFICERS OF THE ORGANIZATION

9:00 & PORTAL: NUMBER OF OFFICERS

The officers of the corporation shall be the President, a Chief Executive Officer, one or more Vice Presidents, Secretary, and Treasurer. Any number of offices may be held by the same person except that neither Secretary nor Treasurer may serve as the President. A Majority of the Board may create additional officers or subordinate officers (such as an assistant Secretary) for a limited duration.

9:15 & RING ROAD: QUALIFICATION, ELECTION, AND TERM OF OFFICERS

Only duly elected or designated members of the Board of Directors may be elected to be an officer of the organization. Officers shall be elected at the annual meeting of the Board of Directors. The terms of office shall be for two (2) years. In the event that an officer becomes unable to serve, a new officer shall be elected by a Simple Majority vote of the Board of Directors at a duly held meeting or by unanimous written consent. The provisions of this Section 9:15 shall not apply to the office of the CEO.

9:30 & RING ROAD: REMOVAL AND RESIGNATION OF OFFICERS

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 President 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 organization.

9:45 & RING ROAD: VACANCIES OF OFFICERS

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 President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

10:00 & RING ROAD: DUTIES OF PRESIDENT

The President shall be the highest ranking officer of the organization and 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 of this organization, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. In particular, but without limitation, the President shall serve as the coordinator of the Board of Directors, and shall be responsible for the morale and effectiveness of the Board of Directors. The President shall be entitled to vote on all matters. The President may chair board meetings, or the Senior Executive Committee may appoint another director to serve as the Meeting Chair.

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10:15 & RING ROAD: DUTIES OF VICE PRESIDENTS

In the absence of the President, or in the event of his or her inability or refusal to act, the First Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. Other Vice Presidents may be elected, 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.

10:30 & RING ROAD: DUTIES OF SECRETARY

The Secretary shall:

01. Certify and keep at the principal office of the organization the original, or a copy of these Bylaws as amended or otherwise altered to date;
02. Keep at the principal office of the organization 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;
03. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
04. Be custodian of the records and of the seal of the organization, which seal may be affixed at the discretion of the Secretary, but affixation of the seal is not required in order for any document duly executed on behalf of the organization to be binding as authorized by law or these Bylaws;
05. Exhibit at all reasonable times to any Director of the organization, or to his or her agent or attorney, on request therefor, the Bylaws, and the minutes of the proceedings of the Directors of the organization; and
06. 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 of this organization, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

10:45 & RING ROAD: DUTIES OF TREASURER

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

01. Receive the cooperation of and regular reports from any CEO, Chief Financial Officer, Controller, and CPAs of the organization and provide oversight to ensure that the finances are being handled in accord with BMP's standards and best nonprofit practices;
02. Exhibit at all reasonable times the books of account and financial records to any director of the organization, or to his or her agent or attorney, on request therefor;

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03. Render to the President and Directors, whenever requested, an account of any or all of the organization's transactions and of the financial condition of the organization;
04. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports. If the Treasurer delegates the responsibility for preparing the financial statements to a CFO, Controller, CPA, bookkeeper, or other delegate, the Treasurer shall meet with that person regularly to understand and supervise the work. The Treasurer will ensure that monthly financial statements are prepared and presented to the Board of Directors at each regularly scheduled Board meeting;
05. Consolidate committee and staff budget projections into the projected annual budget and present that to the Board of Directors to review before and at the annual budget meeting;
06. Assume ultimate responsibility for the preparing of any and all papers pursuant to the tax exemption status of this organization, including the filing of the annual tax returns;
07. Be responsible for the preparation of the annual report; and
08. 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 organization, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

ARTICLE 9: FINANCIAL MANAGEMENT & CORPORATE RECORDS

9:00 & SELF-RELIANCE: FISCAL YEAR OF THE ORGANIZATION

The fiscal year of the organization shall begin on January 1 and end on December 31 of each year.

9:10 & SELF-RELIANCE: EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer, executive, or agent of the organization to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or confined to specific instances. Unless so authorized by formal resolution of the Board of Directors, no officer, executive, agent, or employee shall have any power or authority to bind the organization by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

9:15 & SELF-RELIANCE: CHECKS AND NOTES

All expenditures must be within the Burning Man Project budget approved by the Board of Directors, as such budget is amended from time-to-time by the Directors, unless the Finance Committee expressly approves an expenditure above the amount budgeted within the range granted to it. 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 organization shall be signed as follows:

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01. All checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the organization in an amount under \$1,000.00 may be signed by one Executive Director or Senior Executive Committee Member;
02. All checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the organization in an amount of \$1,000.00 or over must be signed by an Executive Director and a member of the Senior Executive Committee; and
03. The Board of Directors may resolve to change the amounts and who and how many signatures are required on checks set out in this section from time to time as a matter of policy and shall memorialize such a change not only in the meeting minutes but also in Burning Man Project's formal policies and procedures. Such a change in amount shall not be deemed to be an amendment of these Bylaws.

9:20 & SELF-RELIANCE: DEPOSITS

All funds of the organization shall be deposited from time to time to the credit of the organization in such banks, trust companies, or other depositories as the Board of Directors may select.

9:25 & PARTICIPATION: GIFTS

Subject to the Conflict of Interest Policy's provisions concerning gifts, the Board of Directors may accept on behalf of the organization any contribution, gift, bequest, or devise for the charitable or public purposes of this organization, and may delegate authority to assess the advisability of accepting any particular gift or types or sizes of gifts to an Executive Committee or CEO.

9:30 & SELF-RELIANCE: ANNUAL REPORT

The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the organization's fiscal year to all Directors of the organization which report shall contain the following information in appropriate detail:

01. The assets and liabilities, including the trust funds, of the organization as of the end of the fiscal year;
02. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
03. The revenue or receipts of the organization, both unrestricted and restricted to particular purposes, for the fiscal year;
04. The expenses or disbursements of the organization, for both general and restricted purposes, during the fiscal year;
05. Any information required by Section 6 of this Article; and
06. The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the

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organization that such statements were prepared without audit from the books and records of the organization.

9:35 & SELF-RELIANCE: ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS

01. This organization shall mail or deliver to all Directors and to members, if any, a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:
02. Any transaction in which the organization, or its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:
 - A. Any director or officer of the organization, or its parent or subsidiary (a mere common Directorship shall not be considered a material financial interest); or
 - B. Any holder of more than ten percent (10%) of the voting power of the organization, its parent or its subsidiary.
03. The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than fifty thousand dollars (\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than fifty thousand dollars (\$50,000).
04. Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than ten thousand dollars (\$10,000) paid during the previous fiscal year to any Director or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Organization Law.
05. Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the organization, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

9:40 & SELF-RELIANCE: MAINTENANCE OF CORPORATE RECORDS

The organization shall keep at its principal office in the State of California:

01. Minutes of all meetings of Directors, Committees of the Board and, if this organization 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;
02. 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; and

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

9:45 & SELF-RELIANCE: 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 organization. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

9:50 & SELF-RELIANCE: DIRECTORS' RIGHTS TO INSPECT AND COPY

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 organization.

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

9:55 & SELF-RELIANCE: PUBLIC'S RIGHTS TO VIEW AND COPY TAX RETURNS

The organization may, but is not obligated, to post its annual informational returns on its website in the form of .pdfs or similar unalterable digital file format. Minutes of the meetings of the Board of Directors, except for sections of such meetings held in executive session, shall be available to the public for inspection and copying during regular business hours. The organization shall cooperate with all public disclosure laws and regulations.

ARTICLE 10: AMENDMENTS

4:00 & INCLUSION: AMENDMENT OF BYLAWS

Subject to any provision of law applicable to the amendment of Bylaws of California nonprofit public benefit corporations, these Bylaws may be altered, amended, or repealed and new Bylaws adopted as follows:

01. By Unanimous Consent of all the Directors at an annual or special meeting of the Board of Directors at which a quorum has been established;
02. Amendments to the Bylaws of this organization shall be made only at the annual meetings of the Board of Directors, or at a special meeting of the Board of Directors expressly called for that purpose;
03. Amendments to the Bylaws to be voted on at the annual meeting of the Board of Directors shall be forwarded in writing to the Directors and Officers thirty (30) days prior to the annual regular meetings;
04. Amendments to the Bylaws to be voted on at a special meeting of the Board of Directors must be forwarded in writing to the Directors and Officers pursuant to the notice requirements for other special meetings, as set out in Article 6, 6:15 (03); and
05. An amendment shall also be deemed adopted by unanimous written consent.

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4:30 & INCLUSION: AMENDMENT OF ARTICLES

Any amendment of the Articles of Incorporation may be adopted by unanimous approval of the Board of Directors at an annual meeting of the Board of Directors.

4:45 & INCLUSION: PROHIBITED AMENDMENTS TO THE ARTICLES OF INCORPORATION

Notwithstanding anything in these Bylaws, this organization shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first Directors of this organization, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the organization has filed a "Statement by a Domestic Non-Profit Organization" pursuant to Section 6210 of the California Nonprofit Organization Law.

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CERTIFICATE OF OFFICERS

I, the undersigned, hereby certify:

That I am the currently elected and acting Secretary of Burning Man Project, a California public benefit corporation; and

That the foregoing Restated Bylaws, collectively comprising of thirty-nine (39) pages, constitute the Bylaws of this corporation as duly adopted by unanimous vote of the Board of Directors of said corporation on July 24, 2014, at a special meeting where all directors were given notice of the changes to these Bylaws that were to be voted on and a quorum had been reached.

IN WITNESS HEREOF, I have hereunder subscribed my name this 24th day of July 2014.

Date July 24 2014
Crimson Rose
Crimson Rose, Secretary

EXHIBIT A - TEN PRINCIPLES OF BURNING MAN

Radical Inclusion Anyone may be a part of Burning Man. We welcome and respect the stranger. No prerequisites exist for participation in our community.

Gifting Burning Man is devoted to acts of gift giving. The value of a gift is unconditional. Gifting does not contemplate a return or an exchange for something of equal value.

Decommodification In order to preserve the spirit of gifting, our community seeks to create social environments that are unmediated by commercial sponsorships, transactions, or advertising. We stand ready to protect our culture from such exploitation. We resist the substitution of consumption for participatory experience.

Radical Self-reliance Burning Man encourages the individual to discover, exercise and rely on his or her inner resources.

Radical Self-expression Radical self-expression arises from the unique gifts of the individual. No one other than the individual or a collaborating group can determine its content. It is offered as a gift to others. In this spirit, the giver should respect the rights and liberties of the recipient.

Communal Effort Our community values creative cooperation and collaboration. We strive to produce, promote and protect social networks, public spaces, works of art, and methods of communication that support such interaction.

Civic Responsibility We value civil society. Community members who organize events should assume responsibility for public welfare and endeavor to communicate civic responsibilities to participants. They must also assume responsibility for conducting events in accordance with local, state and federal laws.

Leaving No Trace Our community respects the environment. We are committed to leaving no physical trace of our activities wherever we gather. We clean up after ourselves and endeavor, whenever possible, to leave such places in a better state than when we found them.

Participation Our community is committed to a radically participatory ethic. We believe that transformative change, whether in the individual or in society, can occur only through the medium of deeply personal participation. We achieve being through doing. Everyone is invited to work. Everyone is invited to play. We make the world real through actions that open the heart.

Immediacy Immediate experience is in many ways the most important touchstone of value in our culture. We seek to overcome barriers that stand between us and a recognition of our inner selves, the reality of those around us, participation in society, and contact with a natural world exceeding human powers. No idea can substitute for this experience.