

Bylaws of SILT, Inc.
A Nonprofit Public Benefit Corporation

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Purpose

The organization is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code.

The organization is organized to advance scientific research, education, and innovation through the development of shared sociotechnical infrastructure for researchers, teachers, and students.

Mission Statement

SILT works towards interdisciplinary, anti-hierarchical research and learning sustained by a global ecosystem of local partnerships. We provide training, resources, and shared technical infrastructure to scientists, technologists, and artists pursuing original research and/or justice-oriented pedagogy, curation, or archiving.

Management Principles

The organization is managed through processes designed and stewarded by the Core Team. These processes include input from Advisory Committees, the Board of Directors, and other external stakeholders when appropriate (see below, Power Holding Groups and Accountability). The processes are expected to emerge and evolve over time in response to the activities of the organization.

The Core Team is responsible for maintaining documentation that details the practices they are using to coordinate their activities. The Board monitors and supports their self-direction.

These principles inform the creation of SILT's decision-making and management processes:

1. People who are affected by decisions should have the power to influence those decisions.
2. Professional and technical expertise should be leveraged to support — not overpower — the voice and needs of those directly connected to the issue.
3. Space and time are accorded for discomfort, disagreement, and divergence, especially in the making of decisions that significantly affect the nature of the work, how it is performed, and with whom.

Power Holding Groups

Core Team

The Core Team will consist of the organization's co-founders and any full-time employees until changes to this definition are made in these bylaws or the Team Handbook. The Core Team (CT) sets policies for the organization, makes high-level decisions about strategy and its implementation, approves creation of working groups, and delegates decisions and activities to appropriate working groups. The CT approves creation of Advisory Committees and nominates and approves members (including external parties) to advisory committees. CT also nominates to fill positions on the Board of Directors. One CT member will be present on the Board. There is no vetting period before full-time employees become members of the core team.

Board of Directors

The Board of Directors (The Board) directs the processes of governance and oversight that enable the Core Team to accomplish the on-the-ground work. The Board does not direct the on-the-ground work of the organization. The Board is expected to expediently and effectively respond to requests from the Core Team. For more information on the role of the board, see the "Board Role" and "Board Member Roles" sections below.

Advisory Committees

The exact number and configuration of Advisory Committees (ACs) may change over time. These bodies may or may not include members of the Board of Directors. They must include members of the Core Team (CT) and are formed by invitation of CT members. They should not be composed exclusively of CT members. The purpose of ACs is to augment expertise and diversify perspectives of the Core Team and Board of Directors in: the exploration and elaboration of strategy including fundraising, business modeling and sustainability; design and implementation of services and programming, including understanding of ecosystem needs and possible partnerships; and development and maintenance of operational and financial infrastructure including the integration of high level strategy into quotidian processes. ACs may include Core Team members, invited external parties (nominated and vetted by Core Team members), and/or Board members.

Current or former contractors may be invited to roles on Advisory Committees or the Board but it is understood that work on either is not included in the scope of contracted work.

Accountability

As soon as feasible, the Core Team will form an accountability task group (attached to an existing Advisory Committee, or otherwise) that includes representatives from sponsored projects, clients, grantees, or other directly affected parties. Such a body will assist the Core Team and The Board in assessment of impact.

Strategy Process

Strategy emerges from a process directed by the Core Team that incorporates the input of community partners, impacted communities, Advisory Committees, and the Board of Directors. The Board of Directors helps the staff reflect on the efficacy of the process.

Role of the Board

The primary role of the Board is to create and oversee a system of decentralized, participatory, and inclusive governance and operations. In other words, the Board stewards the process through which work is carried out, as opposed to directing the substance of the work. The Board will provide ongoing oversight of the activities and internal functioning of the Organization. The Board will provide feedback and will avoid direct intervention, unless the governance process results in harm, undue risk, or movement away from the Organization's mission and anchoring principles.

The role of the Board shall always be to fulfill its duty of care by:

- Closely monitoring the activities of the Organization,
- Regularly reviewing financials and budgets prepared by the Core Team,
- Ensuring compliance with the law,
- Reviewing internal policies adopted by Core Team and ensuring that the Core Team is engaging in a participatory governance process that meets the standards described in these Bylaws,
- Intervening to change or make a decision when the Board reasonably believes that staff have made a decision, are contemplating an action, or have taken an action that is illegal, threatening to the Organization's tax exempt status, or contrary to the mission of the Organization. Any such intervention shall be temporary in nature until the Board is satisfied that the system of Staff-Trustee governance can carry on, uninterrupted, to carefully govern and advance the mission of the Organization.

Board Meetings and Notice

The Board will meet at least twice per year, with at least 15 days notice. Any 2 Directors may call additional Board meetings with at least 2 days notice, meetings will be virtual.

Organization may provide notice by mail, text message, email, or an electronic platform accessible to Directors.

Board Decision Making Norms

Quorum is considered two-thirds of board members.

All decisions are made through a **consent-based process** in which all objections are discussed until all members decline to block the body moving forward (“zero-objection” status is achieved). When deciding, all board members can ask clarifying questions and voice reactions to the proposal. After questions are answered and reactions either responded to or incorporated as changes to the proposal, the meeting facilitator will ask if there are objections.

Any board member can object to a decision on the grounds it violates a fiduciary duty, does irreparable harm to the organization, or sets the organization backward in its mission. A decision is adopted if there are no objections.

The board may make decisions outside of a meeting if all directors unanimously consent to the decision in writing.

Board Roles and Officers

The Organization shall have between 3 and 12 directors and collectively they shall be known as the Board of Directors. The number of directors at any given time shall be determined by the board. The minimum and maximum number may be changed by amendment of this bylaw. Board members shall serve 2-year terms.

Directors may remove a Director for any reason with approval of 2/3 of Directors and appoint someone to replace them.

The following offices shall exist:

President	The President coordinates board logistics, facilitates board meetings, and sets board meeting agendas, curates board notes from recordings. The President will be a Core Team member that rotates in 2 year terms.
Treasurer	The Treasurer (Financial owl) - ensures the organization is using responsible financial management and accounting practices. The Treasurer helps to facilitate discussions on strategic fundraising and business development. Will keep an eye on budgeting and financial documentation.

Secretary	The Secretary (Governance and Solidarity owl) - supports the creation of a staff self-management system through monitoring, reflection, and advice and helps the organization reflect on how well it is acting in concert with related organizations and impacted communities. The Secretary will keep an eye on legal and compliance documentation including the ratification of bylaws and amendments.
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These are the minimum roles. Treasurer and Secretary roles may be split into multiple roles as the Board decides. Other roles may be added at the Board’s discretion.

Selecting the Board

Board candidates can be nominated by members of the Core Team or The Board. Candidates are nominated for a particular role.

Any member of Core Team or The Board can object to a nominee on the grounds that they would (1) interfere with the objector’s ability to do their job in a way the objector cannot accept, (2) contradicts the values of the organization, (3) sets the organization back in its mission, (4) makes it so the objector can no longer participate in the group with integrity.

After any objections to nominees have been processed, board members are chosen using a majority vote of existing board members and Core Team.

If there are more than one nominee for a position, the vote is between the multiple nominees.

If there is only one nominee for the position, the vote is between that nominee and continuing the search process to find a better fit.

Employee Compensation Policy

Employees shall be **fairly** compensated. Either of the following two methods of determining compensation shall be presumed to be fair, though other methods of determining fairness may be applied:

- The employees collectively chose and all voluntarily agree to their rates of compensation, and the Board approves it; **or**
- Employees receive, at minimum, the amount considered by the MIT Living Wage Index to be a living wage for 1 Adult and 1 Child living in the County they reside in.

Employees shall be **equitably** compensated.

Either of the following methods of pay calculation shall be presumed to be equitable, though other methods of determining equitability may be applied:

- All employees are paid at the same rate, **or**
- The ratio of highest to lowest paid employee shall not exceed 2:1 and the exact rate of pay for employees is determined with substantial input from all employees.

Binding the Organization

Any two Core Team members may sign a document or make a binding commitment on behalf of the Organization as long as all affected parties have consulted and the commitment has been discussed to the point of zero objection across the Core Team.

Conflicts of Interest

Article I Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II Definitions

1. Interested Person: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement, b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. d. Compensation includes direct and indirect remuneration as well as gifts or favors that aren't insubstantial. A financial interest isn't necessarily a conflict of interest.

Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III Procedures

1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement isn't reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflict of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV Records of Proceedings

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

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V Compensation

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI Annual Statements

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflict of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Article VII Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes, and doesn't engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and don't result in inurement, impermissible private benefit, or in an excess benefit transaction.

Article VIII Use of Outside Experts

When conducting the periodic reviews, as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring compliance.

Amending these Bylaws

All changes to the bylaws must be approved by a two thirds vote of board members, and must receive consent from the Core Team via the collective decision making process defined in the staff handbook at the time of the bylaw change.

Whistleblower Policy

SILT encourages its employees to report improper activities in the workplace and will protect employees from retaliation for making any such report in good faith.

- Employee Rights

Core Team members, Advisory Committee members, accountability task force participants, officers on the Board of Directors, and others have the right to report, without suffering retaliation, any activity by Organization or any of our Core Team members or contractors that they reasonably believe: 1) violates any state or federal law; 2) violates or amounts to noncompliance with a state or federal rule or regulation; or 3) violates fiduciary responsibilities by a nonprofit corporation.

In addition, Core Team members, Advisory Committee members, accountability task force participants, officers on the Board of Directors can refuse to participate in an activity that would result in a violation of state or federal statutes, or a violation or noncompliance with a state or federal rule or regulation.

Employees are also protected from retaliation for having exercised any of these rights in any former employment.

The whistleblower protection laws do not entitle employees to violate a confidential privilege of Organization (such as the attorney-client privilege) or improperly disclose trade-secret information.

- Where to Report

Employees have the duty to comply with all applicable laws and to assist Organization to ensure legal compliance. An employee who suspects a problem with legal compliance is required to report the situation(s) to members of the Core Team or the Board of Directors if the complaint involves Core Team members.

Employees may also report information regarding possible unlawful activity to an appropriate government or law enforcement agency.

- Protection from Retaliation

It is the intent of this policy to encourage employees to report fraudulent or illegal activities and there shall be no retaliation for any reports made pursuant to this policy. Any employee who believes they have been retaliated against for whistle blowing may file a complaint with either the Core Team or the Board of Directors. Any complaint of retaliation will be promptly investigated and remedial action taken when warranted. This protection from retaliation is not intended to prohibit managers or supervisors from taking action, including disciplinary action, in the ordinary course of business based on valid performance-related factors.

Document Retention and Destruction Policy

The Secretary (always a disinterested Board Member) and the President of the Board (always a Core Team member) will steward key financial and legal information for the Organization.

Section 1. General Guidelines.

Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records. From time to time, the Organization may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

Section 2. Exception for Litigation Relevant Documents.

The Organization expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or the Organization informs you, that Organization records are relevant to litigation, or potential litigation (i.e., a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

Section 3. Minimum Retention Periods for Specific Categories.

(a) Organizational Documents.

Organizational records include the Organization's articles of incorporation, by-laws and IRS Form 1023, Application for Exemption. Organizational records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

(b) Tax Records.

Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the Organization's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

(c) Employment Records/Personnel Records.

State and federal statutes require the Organization to keep certain recruitment, employment and personnel information. The Organization should also keep personnel files that reflect performance reviews and any complaints brought against the Organization or individual employees under applicable state and federal statutes. The Organization should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

(d) Board and Board Committee Materials.

Meeting minutes should be retained in perpetuity in the Organization's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the Organization.

(e) Press Releases/Public Filings.

The Organization should retain permanent copies of all press releases and publicly filed documents under the theory that the Organization should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the Organization.

(f) Legal Files.

Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

(g) Marketing and Sales Documents.

The Organization should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

(h) Development/Intellectual Property and Trade Secrets.

Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the Organization and are protected as a trade secret where the Organization: (i) derives independent economic value from the secrecy of the information; and (ii) has taken affirmative steps to keep the information confidential. The Organization should keep all documents designated as containing trade secret information for at least the life of the trade secret.

(i) Contracts.

Final, execution copies of all contracts entered into by the Organization should be retained. The Organization should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

(j) Correspondence.

Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.

(k) Banking and Accounting.

Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

(l) Insurance.

Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

(m) Audit Records.

External audit reports should be kept permanently. Internal audit reports should be kept for three years.

Section 4. Electronic Mail.

E-mail that needs to be saved should be either: (i) printed in hard copy and kept in the appropriate file; or (ii) downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this


Dissolution

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Certificate

I, Malav Kanuga, certify that I am the current elected and acting Secretary of the Organization, and the above bylaws are the bylaws of this Organization as adopted by the Board of Directors on November 6, 2025, and that they have not been amended or modified since the above.

EXECUTED on this day of January 10, 2026, in the County of Philadelphia in the State of Pennsylvania.



(Signature of Secretary)