



BYLAWS
OF
ENTERPRISE KNOWLEDGE GRAPH FOUNDATION
DATED: JUNE 1, 2020

ARTICLE I - NAME

The name of this Company shall be Enterprise Knowledge Graph Foundation. (“EKGF”), a Maryland Nonstock Corporation. In addition to its legal name, the Foundation may also do business under the name “EKGF” and “EKG Foundation”.

ARTICLE II - OFFICE

The principal office of the Foundation shall be located as determined from time to time by resolution of the Board of Directors.

ARTICLE III - MEMBERSHIP TYPES

Section 1: Membership Levels. The categories of Membership in the Foundation shall be as follows:

End User Members: Institutions, companies, and other organizations that are developing or implementing semantic standards and knowledge graph technology for use within their own business, which have been invited to become an End User Member by the Board of Directors. Each End User Member shall be entitled to one vote for the election of Directors and on other matters brought to the Members for a vote. Each End User Member shall appoint a representative person to act on its behalf on Foundation matters and to vote on Directors and other matters brought to a vote of the Members. Attendance at Foundation functions and participation in Foundation activities may also

be open generally to employees and contractors of End User Members as determined by the Board. Individuals of End User Members may also be appointed by the Board of Directors to the Executive Advisory Board under Article IX, Section 6.

Service Providers Members: Vendors/Consultants, and other enterprises including, but not limited to semantic graph database vendors, consulting services firms, infrastructure providers, ontology tooling vendors, taxonomy vendors, ETL services, and data publishers. Each Service Provider Member shall be entitled to one vote for the election of Directors and on other matters brought to the Members for a vote. Each Service Provider Member shall appoint a representative person to act on its behalf on Foundation matters and to vote on Directors and other matters brought to a vote of the Members. Attendance at Foundation functions and participation in Foundation activities may also be open generally to employees and contractors of Service Provider Members as determined by the Board. Individuals of Service Provider Members may also be appointed by the Board of Directors to the Executive Advisory Board under Article IX, Section 6.

Affiliate Members: Academia, government entities, non-profit organizations, media, and other entities serving in the public interest may be invited to become Affiliate Members of the Foundation by the Board of Directors. The rights and benefits of Affiliate Members shall be as determined by the Board of Directors from time to time. Each Affiliate Member shall appoint a representative person to act on its behalf on Foundation matters.

Individual Members: Individuals may apply for membership in the Foundation. Acceptance or rejection shall be at the discretion of the Board of Directors.

Section 2: Determination of Eligibility. The Board shall make the determination of eligibility for End User, Service Provider, Sponsor, Affiliate and Individual Membership in accordance with the Bylaws and criteria adopted from time to time by the Board.

Section 3: Interest in Property. No Member by reason of Membership status shall have any right, title, or interest in or to the property of the Foundation.

ARTICLE IV - MEMBERSHIP STATUS

Section 1: Application for Membership. Applications for Membership shall be made in the manner and form prescribed by the Board from time to time.

Section 2: Election of Members. Only applicants who meet the criteria established by the Board may be admitted to Membership.

Section 3: Resignation. Any Member may terminate Membership by giving notice in writing to the Managing Director. The Member's rights and privileges shall cease upon termination of Membership.

Section 4: Sanctions, Suspension, and Expulsion. If a Member shall fail to pay dues or other properly assessed charges, such failure automatically shall result in suspension of the rights and privileges of Membership if such delinquency shall continue for sixty (60) days from the date of invoice. If such delinquency continues for ninety (90) days from the date of invoice, the Membership automatically shall be terminated. The Member shall be permitted to reapply for Membership, but such application must be accompanied by payment in full with interest of delinquent dues or other charges.

Section 5: Willful Violation of Bylaws or Rules. If a Member willfully shall violate the Bylaws or a rule of the Foundation, the Board shall have discretion to discipline the Member, including (but not limited to): reprimanding the Member (privately); suspending the Membership until the violation has ceased and assurance has been provided that it shall not recur; suspending the Membership for a stated period; or expulsion (either on terms permitting re-application or absolutely). In determining the proper sanction, the Board shall consider the gravity of the violation, persistence of the violation, and harm caused to the Foundation, as well as the likelihood of recurrence. Prior to any Board action being taken, a statement of the charges shall have been sent by registered mail to the last recorded address of the Member under review at least twenty (20) business days before the Board meeting at which such charges shall be considered. A notice of the time and place of the meeting shall accompany this statement. The Member shall have the opportunity to present or have an appointed representative present any justification, defense, or grounds for mitigation.

ARTICLE V - MEMBERSHIP DUES AND CHARGES

Each Member of the various Membership levels shall pay dues and charges, if any, at the respective rates established by the Board from time to time. The Board is authorized to impose special fees for participation in working groups, special activities and otherwise, in the exercise of its discretion to provide for the financial support of the Foundation.

ARTICLE VI - BOARD OF DIRECTORS

Composition and Qualification. Directors terms shall be staged, so that approximately one-third of the directors will end their term in any given year. The Board shall be composed of no fewer than three (3) and no more than fifteen (15) Directors provided that the maximum number of Directors on the Board may be increased or decreased as determined by the Board, and provided further that no decrease shall have the effect of terminating any existing Board seat that was filled prior to the end of such Director's term. The goal of the Foundation is that two thirds (2/3) of the Board Members shall be "End

User Members". Each Director shall have one (1) vote. Only designated representatives of Members in good standing (including, but not limited to, the payment of all membership and ongoing dues of the Foundation) shall be qualified to serve as Directors. The initial Board of Directors shall be composed of those Directors set forth in the Articles of Incorporation and such additional Directors as may be appointed by the from time to time, with the approval of the Board, up to the maximum number of Directors allowed.

Section 1: Terms of Directors. Those Directors listed in the Foundation's Articles of Incorporation shall be the initial Directors shall be entitled to serve on the Board of Directors for a period of three (3) years. All other Directors shall serve for two (2) year terms. A decrease in the number of Directors does not shorten an incumbent Director's term. Despite the expiration of a Director's term, such Director shall continue to serve until a successor shall be elected and qualified or until there is a decrease in the number of incumbent Directors.

Section 2: Vacancies in Directors. Vacancies in Directorships which occur for any reason shall be filled by the Member according to the Members category. If no replacement is designated by such Member within 30 days of the request by the Chair, then such vacancy shall be filled by majority vote of the Board; provided, however, that the appointment or election shall be only for the unexpired portion of the term of a who dies, becomes incapacitated, resigns, or is removed from office.

Each Member represented on the Board may at any time substitute the person serving as its representative Director, either on a temporary basis (if for example, their named Director is not able to attend a meeting of the Board) or for the remaining term of their original Director, by providing written notice of such substitution to the Chairman of the Board (or to a Vice-Chairman if the substitute is for the Director/Chairman). Upon such substitution, the substitute Director shall have all the powers and authorities as the person so substituted for the period of time set forth in the notice of substitution.

Section 3: Removal. Any Director may be removed (with or without cause) at any time by two-thirds (2/3) majority vote of all Directors.

Section 4: Resignation. Any Director or officer may resign at any time by giving written notice to the Board. Unless otherwise specified in the written notice the resignation shall be effective upon delivery.

Section 5: Duties and Powers. The Board shall be responsible for the administration of the Foundation and the supervision and control of its assets and property. The Board shall have power to create internal divisions. The Board shall carry out the duties set forth herein and be the final interpreter of the Articles of Incorporation and these Bylaws.

Section 6: Meetings of Directors; Notice.

Regular Meetings. The Board may provide, by resolution, the time and place for the holding of regular meetings which shall be held on a quarterly schedule established at the initial meeting of the founding board and published as a “planned years calendar”. A regular meeting of the Board shall be held immediately after, and at the same place as, the annual meeting of Members.

Special Meetings. Special meetings of the Board may be called by or at the request of the Chairman of the Board, by the Managing Director or by any three (3) Directors. Such a meeting may be held as fixed by the person or persons calling the meeting.

Notice of Meetings. The person or persons calling a special meeting of the Board of Directors shall, at least five (5) business days before the meeting, give or cause to be given notice thereof by any usual means of communication. Such notice need not specify the purpose for which the meeting is called. Any duly convened regular or special meeting may be adjourned by the Directors to a later time without further notice.

Section 7: Quorum and Adjournments. The presence of a majority of Directors shall constitute a quorum at all meetings of the Board. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, except as otherwise provided herein or by law. If a quorum is not present, the Directors may adjourn the meeting until a quorum shall be present. Notwithstanding the foregoing, if there is not a quorum constituted, the Directors nonetheless may vote to refer the matter for vote by Directors pursuant to Section 9.

Section 8: Action by Consent. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if written consents (defined to include electronic consent or digital signatures, etc.) to such action are given by a simple majority of Directors and such written consents are filed with the minutes of the proceedings of the Board. Notwithstanding the foregoing, the procedure set forth in this Section 9 shall not be effective to amend the Articles of Incorporation or Bylaws or provide for dissolution of the Foundation, filing for petition of bankruptcy, sale of assets, or consideration and approval of an annual budget.

Section 9: Roberts Rules of Order and Meetings by Telephone, Etc. The Board shall conduct its meetings in accordance with Roberts Rules of Order. The Board may hold any meeting by means of a conference telephone call (or by similar communications equipment). Participation by such means shall constitute presence at such meeting.

Section 10: Chair of the Board and Vice-Chairs. The Chair of the Board and one or more Vice-Chairs shall be elected by the Board at the initial meeting of Directors and at subsequent annual meetings of Directors held immediately after the meeting of Members at which Directors are elected.

Section 11: Vacancies of Chair or Vice-Chairs. The Board at any regular or special meeting of the Board shall fill vacancies occurring in the Chair or Vice-Chair positions.

Section 12: Duties of Chair and Vice-Chairs.

- a. **Chair.** The Board Chair shall preside at all meetings of the Board and appoint all committees and working groups not otherwise provided for in these Bylaws. The Board Chair shall be an ex-officio Member of all committees and internal divisions of the Foundation and shall have power to call special meetings and perform such other duties as may be assigned by the Board from time to time. The Board Chair shall confer regularly with the Managing Director. The Chair shall preside at all meetings of Members.
- b. **Vice Chairs.** In the absence or inability of the Board Chair to perform its duties, a Vice Chair shall perform the duties of the Board Chair and any other duties assigned by the Board. If there is more than one Vice Chair, the Board shall determine which Vice Chair shall perform the duties of the Chair.

Section 14: Ex Officio Directors. The immediate past Chair and the then current Managing Director shall be ex officio Board Members. The Board may appoint any other persons as ex officio Directors. An ex officio Director shall be permitted to attend all meetings of the Board but shall not be permitted to vote. The Board shall determine the extent of participation of any by ex officio Directors from time to time.

Section 15: Invited Guests. The Board Chair in his/her discretion shall have the authority to invite one or more guests to attend a meeting in a non-voting capacity and subject to such limits as he/she may determine.

ARTICLE VII - VOTING BY MEMBERS AND MEETINGS

Section 1: Place of Meetings. All meetings of Members shall be held at such place as shall be determined by the Board of Directors and designated in the notice of the meeting.

Section 2: Annual Meetings. The annual meeting of Members shall be held in May (or any other month determined by the Board of Directors) of each year on any business day in that month determined by the Board of Directors, for the purpose of electing

Members of the Board of Directors and for the transaction of such other business as may be properly brought before the meeting.

Notice of Meetings. Written notice stating the date, time, and place of the meeting shall be given not less than ten (10) nor more than sixty (60) days before the date of any Members' meeting, either by personal delivery, or by telegraph, teletype, or other form of wire or wireless communication, or by facsimile transmission or by mail, email or private carrier, by or at the direction of the Board of Directors, the Managing Director or the Secretary, to each Member entitled to vote at such meeting; provided that such notice must be given to all Members with respect to any meeting at which a merger or share exchange is to be considered and in such other instances as required by law. If mailed, such notice shall be deemed to be effective when deposited in the United States mail, correctly addressed to the Member at the Member's address as it appears on the current record of shareholders of the corporation, with postage thereon prepaid.

Section 3: Calling of Special Meetings by Members. A meeting of Members shall be called by the Chair upon the written request of twenty-five percent (25%) of the Members or by the Board.

ARTICLE VIII - COMMITTEES

The Board Chair, as soon as possible after election, shall appoint such committees and working groups, and the Members to serve thereon, as determined may be necessary for the governance of the Foundation, subject to the approval of the Board. It shall be the duty of each committee or working group so appointed to consider such matters as are referred to them by competent authority and report their recommendations as required. Without limitation, the committees and their power and authority may include any of the following:

Section 1: Nominating Committee. A Nominating Committee to prepare and recommend a slate of candidates for election to the Board by the Members entitled to vote thereon, which slate shall be approved or rejected by the Board.

Section 2: Finance & Operations Committee. A Finance & Operations Committee charged with setting sound financial policies and reviewing the annual audit of the Foundation.

Section 3: Executive Advisory Committee. There shall be established an Executive Advisory Board made up of individuals who have been invited to serve on such Board by the Board of Directors. Such Board shall meet when called by the chairperson of such Board or by the Board Chair. The purpose of the Executive Advisory Board shall be to provide advice and input to the Chair of the Board of Directors and the Managing Director on matters brought to it regarding the Council and its affairs. Members of the Executive

Advisory Board shall not be compensated for their participation on such Board unless such compensation has been approved by the Board of Directors. The tenure of each individual on the Executive Advisory Board shall be determined by the Board of Directors at the time of invitation to serve on such Board. The Board of Directors, by majority vote of all Directors, may remove any Member of the Executive Advisory Board.

Section 4: Other Committees and Working Groups. The Board Chair may appoint other committees and working groups from time to time, with such power, authority and Membership as recommended by the Board Chair and approved by the Board.

ARTICLE IX - STAFF

Section 1: Managing Director. The Board shall cause the Foundation to employ a Managing Director to serve as the chief executive officer of the Foundation. The Managing Director shall be the chief executive officer of the Foundation, with full power and authority incident to such office and with such additional powers as the Board may direct. The Board shall have sole and final authority regarding the terms and conditions of the employment of the Managing Director. The Managing Director shall serve as an ex officio Member of the Board of Directors for so long as he or she shall serve as Managing Director. The Managing Director shall have authority to bind the Foundation and to sign all agreements and documents on behalf of the Foundation. The Managing Director may delegate the authority to sign agreements for the Foundation to any other officer of the Foundation.

Section 2: Secretary and Treasurer. The Board shall also cause to be appointed a Secretary and a Treasurer for the Foundation. This Secretary shall oversee the maintenance of the books and records of the Foundation, give (or cause to be given) notice of all meetings of the Board and Members, prepare and maintain the minutes of all meetings of the Board and Members and perform such duties as normally provided by a corporate secretary and as otherwise instructed by the Board. The Treasurer shall maintain the financial records of the Foundation, report to the Chair of the Finance and Operations Committee of the Board on financial matters and perform such duties as normally provided by a corporate treasurer and as otherwise instructed by the Board.

Section 3: Staff. The Board is authorized to cause the Foundation to employ other staff as may be necessary to carry out the activities and programs of the Foundation.

ARTICLE X - CORPORATE FINANCES

Section 1: Deposit of Funds. All funds of the Foundation not otherwise employed shall be deposited in such banks or trust companies as the Managing Director, with the approval of the Board, may from time to time determine.

Section 2: Checks and Other Documents. The Managing Director (and such other officers as the Board may direct) shall have authority to sign all checks, drafts, notes and evidence of indebtedness of the Foundation. Expenditures will be completed in accordance with a budget adopted from time to time by the Board of Directors and subject to oversight from the Chair of the Finance and Operations Committee. All checks over the sum of \$10,000 require the signature of the Treasurer or the Managing Director and the Chair of the Financial and Operations Committee.

ARTICLE XI - COMPENSATION AND CONFLICTS OF INTEREST

Section 1: Compensation. No Director, officer or committee or working group member shall receive compensation for acting in such capacity. A Director, officer, or committee Member may only be reimbursed for expenses, to the extent authorized by the Board.

Section 2: Contracts with Directors and Officers. No Director or elected officer shall be financially involved, directly or indirectly, in any contract relating to the specific operations conducted by the Foundation, or in any contract for furnishing services or supplies to the Foundation, unless such contract shall be authorized by the Board and unless the fact of such involvement first shall have been disclosed fully to the Board.

ARTICLE XII - LIABILITIES OF DIRECTORS AND OFFICERS

The liability of Directors and officers for damages is eliminated with respect to any proceeding brought by or in the right of the Foundation, except that such liability shall not be eliminated to the extent prohibited by law.

ARTICLE XIII - INDEMNIFICATION

Section 1: Indemnification in Actions. Other Than by or in the Right of the Foundation. The Foundation shall indemnify, to the fullest extent permitted by law, each Director and each officer who is made or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Foundation), by reason of the fact that he or she is or was a Director or officer (or is or was serving at the request of the Foundation as a Director or officer of another entity) against expenses (including, but not limited to, attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding.

Section 2: Indemnification in Actions by or in the Right of the Foundation. The Foundation shall indemnify, to the fullest extent permitted by law, each Director and each officer who is made a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Foundation to procure a judgment in its favor by reason of the fact that he or she is or was a Director or officer of the Foundation (or is or was serving at the request of the Foundation as a Director or officer of another entity) against expenses (including, but not limited to, attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit.

Section 3: Determination of Conduct. Any indemnification under Sections 1 and 2 of this Article (unless ordered by a court) shall be made by the Foundation only as authorized in the specific case upon a determination that indemnification of the Director or officer is proper in the circumstances because such person has met the applicable standard of conduct set forth in Sections 1 and 2. Such determination shall be made:

- a. by the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or
- b. if such a quorum is not obtainable or, even if obtainable but a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 4: Indemnification Not Exclusive. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a Director or officer seeking indemnification may be entitled under any statute, provision in the articles of incorporation, bylaws, agreement, vote of disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 5: Insurance. The Board shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, agent, fiduciary (or is or was serving at the request of the Foundation as a Director, etc., of another entity) against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such. **ARTICLE XIV - DISSOLUTION**

Upon the dissolution of the Foundation, the Board, after paying or making provisions for the payment of all liabilities and obligations, shall distribute all assets exclusively to such organization(s) as shall, at such time qualify as an exempt organization or organizations under Section 501(c)(6) of the Code or corresponding provisions of any subsequent federal tax laws, as the Board shall determine, pursuant to a plan of distribution.

ARTICLE XV - CORPORATE SEAL

The corporate seal shall bear the full name of the Foundation. The form of such seal shall be subject to modification by the Board.

ARTICLE XVI - FISCAL YEAR

The fiscal year shall be from January 1st to December 31st of each year.

ARTICLE XVII - AMENDMENTS

These Articles of Incorporation and/or Bylaws may be adopted, amended, altered, or repealed, in whole or in part, by a majority vote of all Directors at any regular or special meeting for which notice of the purpose shall be given, provided that the proposed amendment has been sent to every Director at least ten (10) business days before the meeting at which it is to be considered.

ARTICLE XVIII - MISCELLANEOUS PROVISIONS

Section 1: Not For Profit Corporation. The Foundation shall have all of the general powers set forth in the corporation laws of the State of Maryland applicable to non-stock organizations together with the power to solicit and receive Membership fees and dues, grants, contributions and bequests for any corporate purpose and the power to maintain a fund or funds of real or personal property for any corporate purposes, provided, however, that the Foundation shall not have the power to engage in any activities which are not in furtherance of its purposes as set forth in the Articles of Incorporation. The Foundation shall have the right to exercise such other powers as now are, or hereafter may be, conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred, or conducive to the furtherance thereof. The Foundation shall conduct its activities in such a manner to maintain its status as a tax-exempt organization under Section 501(c)(6) of the Internal Revenue Code.

Section 2: Severability. If any provision of these Bylaws, or any section, sentence, clause, phrase, or word, or the application thereof in any circumstances, is held invalid, void or unenforceable, the validity of the remainder of these Bylaws shall not be affected thereby, and to this end the provisions hereof are declared to be severable.

Section 3: Captions. The captions contained in these Bylaws are for reference only, are not a part of these Bylaws and are not intended in any way to limit or enlarge the terms and provisions of these Bylaws.

Section 4: Number and Gender. Whenever in these Bylaws the context so requires, the singular number shall include the plural and the plural shall include the singular, and the use of a word denoting one gender shall be deemed to include the other gender.

Section 5: Written Communication. Written communication is deemed to include electronic format. Wherever the written or comparable appears herein, it is deemed to include electronic as well as non-electronic writing.

Section 6: Internal Divisions. The Board of Directors shall be empowered to create such internal units, committees and subcommittees on such terms as the Board may deem advisable, as may be necessary and proper for the management and operation of the Foundation, including, but not limited to affiliates, committees, Foundations, divisions, networks, task forces, and working groups.