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**AMENDED BYLAWS  
OF THE  
ALGAL BIOMASS ORGANIZATION**

**ADOPTED JUNE 13, 2008  
AS AMENDED BY RESOLUTION DATED AUGUST 27, 2008  
AS AMENDED BY RESOLUTION DATED NOVEMBER 11, 2008  
AS AMENDED BY RESOLUTION DATED DECEMBER 26, 2008  
AS AMENDED BY RESOLUTION DATED SEPTEMBER 28, 2009  
AS AMENDED BY RESOLUTION DATED MARCH 18, 2010  
AS AMENDED BY MOTION AT MEETING OF THE BOARD OF DIRECTORS ON JUNE 10, 2010**

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**AMENDED BYLAWS**  
**OF THE**  
**ALGAL BIOMASS ORGANIZATION**

**ARTICLE I**  
**OFFICES**

The principal office of the Algal Biomass Organization (the “*Corporation*”) shall be located at its principal place of business, or such other place as the Board of Directors (the “*Board*”) may designate. The Corporation may have such other offices as the Board may designate or as the business of the Corporation may require from time to time.

**ARTICLE II**  
**PURPOSE**

The Corporation is organized exclusively as an independent trade association as set forth in the Corporation’s Articles of Incorporation. In furtherance of such purposes, the Corporation’s activities will be limited to activities permitted for a tax exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). With the foregoing limitation, the purposes of the Corporation may include, but are not limited to, the activities and purposes set forth in the Corporation’s Articles of Incorporation.

**ARTICLE III**  
**MEMBERSHIP**

3.01 Classes of Members. The Corporation will initially have two (2) classes of members to be designated “*Organizational Members*” and “*Individual Members*” (collectively, “*Members*”). Additional classes of members, the manner of election or appointment of each class of Members, and the qualifications and rights of each class of Members may be established by amendment to these Bylaws. The Board may create additional categories of Members (e.g., student, patron, contributing, etc.) for the purpose of establishing a schedule of dues. These additional categories will not operate as classes of membership within the meaning of the Washington Nonprofit Corporation Act, Wash. Rev. Code § 24.03.065 (or any successor provision).

3.02 Qualifications for Membership.

(a) *Organizational Members.* Any domestic or foreign for-profit or non-profit corporation, partnership, limited liability company, joint venture, trust or association that is actively and lawfully engaged in activities that support or supplement the Corporation’s purposes

may become an Organizational Member of the Corporation by submitting information to the Corporation identifying the name and mailing address of the Member, accompanied by such dues or fees as have been established by the Board for Organizational Members. Organizational Members may have such other qualifications as the Board may prescribe by amendment to these Bylaws. The Corporation shall not admit a business entity with whom U.S. citizens or business entities domiciled in the United States are prohibited from engaging in business activities pursuant to applicable Federal law as an Organizational Member.

(b) *Individual Members.* Any person of good character who supports the stated purpose of the Corporation and who is involved in activities that express that support may become an Individual Member by submitting information to the Corporation identifying the name and mailing address of the Member, accompanied by such dues or fees as have been established by the Board for Individual Members. Individual Members may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

3.03 Dues. Members will be required to pay annual dues in order to retain their status as Members of the Corporation. The Board will establish categories of dues applicable to Organizational Members and Individual Members, which may be revised from time to time by resolution of the Board. Notwithstanding the foregoing, or anything to the contrary in these Bylaws, the Board or a member of the Corporation's staff designated by the Board may exempt any Member from dues for a period of time specified in the resolution adopted by the Board approving or ratifying such exemption.

3.04 Termination of Membership. Membership in the Corporation will terminate automatically, and with no further act by the Corporation: (i) upon the resignation of the person or entity holding the membership; (ii) for nonpayment of annual dues after the expiration of the grace period, if any, set by the Board; (iii) upon dissolution of the entity holding the membership (in the case of an Organizational Member), or (iv) upon death of the individual holding the membership (in the case of an Individual Member). Payment of dues at a lesser level of support from the previous year will not operate to terminate membership, provided such dues are still within the parameters set by the Board for the applicable class of membership.

3.05 Termination or Suspension of Membership for Cause. Membership in the Corporation may be terminated or suspended upon a good faith determination by a two-thirds vote of the Board that such termination or suspension is for good cause and based upon actions inimical to the fundamental interests or function of the Corporation. The Secretary will notify the Member by U.S. mail at least fifteen (15) days preceding the date of the Board meeting at which the final decision regarding suspension or termination for cause will be considered. The Member will have an opportunity to respond to the charges and to address the Board on these issues in writing before final action by the Board. The effective date of the suspension or termination will be no earlier than five (5) days following the meeting of the Board at which the action is taken.

### 3.06 Voting Rights.

(a) Members will be entitled to vote in any election of members of the Board (each such member of the Board, a "*Director*"). Membership in the Corporation does not give

Members any other voting rights or control over the Corporation's activities, including, but not limited to, a right to vote to amend the Articles of Incorporation. The Board, by resolution, may seek an advisory vote of the Members on any issue coming before the Board. The resolution for any advisory vote shall set forth: (i) the text of the issue or question on which the Members are voting; (ii) the method of voting; (iii) a timeframe by which Members shall have the opportunity to cast their votes; and (iv) a record date for those Members eligible to participate in such advisory vote. Advisory votes shall not be binding upon the Board.

(b) Every Member entitled to vote shall have the right to cumulate his/her votes and to give one candidate a number of votes equal to his or her vote multiplied by the number of Directors to be elected, or by distributing such votes on the same principle among any number of such candidates. The process for electing Directors is set forth in Section 4.04.

(c) Unless otherwise determined by the Board, the election of Directors by the Members will be conducted by mail ballot in accordance with the procedures set forth in Article 4 of these Bylaws or at a meeting called by the Board pursuant to Sections 3.07 through 3.11.

3.07 Annual Meeting. The Board will set the date, time and place of the regular annual meeting of the Members.

3.08 Special Meetings. The President, the Board, or not less than one-twentieth (1/20th) of the Members entitled to vote at such meeting, if any, may call special meetings of the Members for any purpose.

3.09 Place of Meetings. All meetings of Members will be held at the principal office of the Corporation or at such other place within or without the State of Washington designated by the President, the Board, by the Members entitled to call a meeting of Members, or by a waiver of notice signed by all Members entitled to vote at the meeting.

3.10 Notice of Annual Meetings. The President, the Secretary or the Board will cause to be delivered to each Member entitled to notice of or to vote at a meeting, either personally, by postal mail or electronic mail pursuant to the Washington Nonprofit Corporation Act, Wash. Rev. Code § 24.03.009 if such member has consented to the receipt of electronic notice, not less than ten (10) nor more than fifty (50) days before the meeting, written notice stating the place, date and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. At any time, upon the written request of not less than one-twentieth (1/20th) of the Members entitled to vote at the meeting, it will be the duty of the Secretary to give notice of a special meeting of the Members to be held at such date, time and place as the Secretary may fix, not less than ten (10) nor more than thirty-five (35) days after receipt of such written request, and if the Secretary will neglect or refuse to issue such notice, the person or persons making the request may do so and may fix the date, time and place for such meeting. If such notice is mailed, it will be deemed delivered when deposited in the official government mail properly addressed to the Member at his or her address as it appears on the records of the Corporation with postage thereon prepaid.

3.11 Waiver of Notice. Whenever any notice is required to be given to any Member under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington

law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, will be deemed equivalent to the giving of such notice.

3.12 Quorum. One-tenth (1/10<sup>th</sup>) of the members of the Corporation entitled to vote, represented in person or by proxy, will constitute a quorum at a meeting of the Members. If less than a quorum of the Members entitled to vote is represented at a meeting, a majority of the Members so represented may adjourn the meeting from time to time without further notice.

3.13 Manner of Acting. Except in the case of the election of Directors, in which case Sections 3.06 and 4.04 will govern, or in the case of an advisory vote pursuant to Section 3.06(a) if the Board has specified an alternative to this Section 3.13, the vote of a majority of the votes entitled to be cast by the Members represented in person or by proxy at a meeting at which a quorum is present will be necessary for the adoption of any matter voted upon by the Members, unless a greater portion is required by applicable Washington law, the Articles of Incorporation or these Bylaws.

3.14 Proxies. A Member may vote by proxy executed in writing by the Member or by his or her attorney-in-fact. Such proxy will be filed with the Secretary of the Corporation before or at the time of the meeting. A proxy will become invalid eleven months after the date of its execution unless otherwise provided in the proxy. A proxy with respect to a specific meeting will entitle the holder thereof to vote at any reconvened meeting following adjournment of such meeting but will not be valid after the final adjournment thereof.

3.15 Action by Members Without a Meeting. Any action which could be taken at a meeting of the Members may be taken without a meeting if a written consent setting forth the action so taken is signed by all Members entitled to vote with respect to the subject matter thereof. Such written consents may be signed in two or more counterparts, each of which will be deemed an original and all of which, taken together, will constitute one and the same document. Any such written consent will be inserted in the minute book as if it were the minutes of a meeting of the Members.

3.16 Meetings by Telephone. When conference telephone or similar communications media are made available for meetings, Members of the Corporation may participate in a meeting of Members by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means will constitute presence in person at a meeting.

#### **ARTICLE IV BOARD OF DIRECTORS**

4.01 General Powers. The affairs, property and interests of the Corporation will be managed by a Board of Directors.

4.02 Number. The Board will consist of up to fifteen (15) Directors (the “*Board Maximum*”), with the specific number to be set by resolution of the Board. The Board Maximum may be changed from time to time by amendment to these Bylaws, and the specific number of Directors may be changed from time to time by resolution of the Board, provided that

no decrease in either of the above number shall have the effect of shortening the term of any incumbent Director.

4.03 Qualifications. Directors shall be natural person, Members of the Corporation, and shall comply with any duly established conflict of interest policy established by the Board. Directors may serve concurrently as officers of the Corporation, but may not be members of the Corporation's staff. Directors may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

4.04 Election of Directors. The initial Directors named in the Articles of Incorporation will serve until their successors are duly elected and qualified. Successor Directors will be elected at the end of the applicable predecessor Directors' terms. One-half of the number of initial Directors will serve a term of one (1) year, and one half will serve a term of two (2) years so that the election of future directors will be staggered. The Directors shall determine which half of the Directors shall serve one (1) year by unanimous consent, or, if unanimous consent cannot be obtained, by a form of lottery, the process by which shall be set forth in a resolution approved by a majority of the Directors then in office. The Board shall determine whether an election of Directors will occur in-person at an annual meeting of the Members, by electronic transmission pursuant to the Washington Nonprofit Corporation Act, Wash. Rev. Code § 24.03.085(3) (or any successor provision), or by mail ballot. If an election of Directors will occur by electronic transmission, such election shall occur exclusively by such method. Each election of Directors will be conducted in accordance with the following procedures, and such other supplemental procedures as may be established by the Board:

(a) *Director Recruitment Committee Recommendations.* The Director Recruitment Committee, created pursuant to Section 4.19(g), shall recommend nominees to the Board no later than eight (8) weeks prior to the date set for counting ballots unless another date is established by the Board for a specific year by resolution; provided, such date is sufficiently prior to the dates set forth in Section 4.04(c) for mailing ballots. The number of nominees recommended to the board by the Director Recruitment Committee shall be no less than the number of nominees that the Board must submit to the Members for election as Directors as determined pursuant to Section 4.04(b).

(b) *Board Nomination.* After receiving the recommendations of the Director Recruitment Committee pursuant to Section 4.04(a), the Board shall select nominees for submission to the Members for election as Directors. The number of nominees that the Board shall submit to Members shall be no fewer than the number of Directors to be elected multiplied by 1.50 and rounded up to the nearest whole number; provided, however, fewer nominees may be submitted to Members only if, after repeated solicitations to the Membership, a sufficient number of Members do not express interest by the close of self-nominations established by the Director Recruitment Committee to satisfy this minimum number.

(c) *Ballots.* At least two (2) weeks (but no longer than four (4) weeks) prior to the date set for counting ballots, a written ballot shall be delivered to each Member. Each ballot shall set forth the names of the Board's nominees and will provide an opportunity to vote for the nominees pursuant to the principles of cumulative voting set forth in Section 3.06(b), a description of which shall be included on the ballot. All solicitations for votes shall also indicate

the number of responses required to satisfy quorum requirements pursuant to Section 4.04(d) and specify the time by which a ballot must be received by the Corporation in order to be counted.

(d) *Quorum for Electing Directors.* The election of any nominee as a Director pursuant to this Section 4.04 shall be valid only after a number of Members (or their designated proxies appointed pursuant to Section 3.14) have cast ballots constituting a quorum pursuant to Section 3.12.

(e) *Action by Members.* That number of nominees corresponding to the number of Directors who received the most votes shall be elected as Directors. Those newly-elected (or re-elected) Directors shall take office on May 16 at which time the term shall commence pursuant to Section 4.04. Such newly-elected Directors shall be entitled to participate in meetings of the Board between election and taking office in a non-voting capacity.

4.05 Term of Office. Unless a Director dies, resigns, is removed, or is designated as an initial Director who will only serve one (1) year pursuant to Section 4.04, he or she shall hold office for a term of two (2) years. Directors may be elected for successive terms, subject to any restrictions or limitations adopted by resolution of the Board regarding the number of consecutive terms a Director may serve.

4.06 Chairperson and Vice-Chairperson. The Board may, using procedures adopted by resolution of the Board, elect a chairperson of the Board (the “*Chairperson*”), and, if a Chairperson has been elected or is serving, a vice-chairperson of the Board (the “*Vice-Chairperson*”). The Chairperson and Vice-Chairperson shall be Directors at all times while serving as the Chairperson and Vice-Chairperson. The duties, terms, resignation, removal, and any other matter relating to these offices shall be established and governed by a resolution adopted by the Board.

4.07 Regular Meetings; Notice. Regular meetings of the Board will be held each calendar quarter. By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution. In the absence of such resolution, notice of the time and place of each regular meeting shall be given to a Director not less than five (5) days before the scheduled date of the meeting. Notice of a regular meeting will be deemed to be given if: (i) delivered personally by hand, by courier or by telephone; (ii) sent by United States first-class mail, postage prepaid; (iii) sent by facsimile; or (iv) sent by electronic mail pursuant to the Washington Nonprofit Corporation Act, Wash. Rev. Code § 24.03.009 if such Director has consented to the receipt of electronic notice; with such notice being directed to each Director at that Director’s address, telephone number, facsimile number or electronic mail address, as the case may be, as shown on the Corporations records.

4.08 Special Meetings; Notice. Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President, the Secretary or any two (2) Directors, or, in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call special meetings may fix any place either with or without the State of Washington as the place for holding any special Board or committee meeting called by them. Notice of the time and place of special Board or committee meetings shall be: (i) delivered personally by hand, by courier or by telephone; (ii)

sent by United States first-class mail, postage prepaid; (iii) sent by facsimile; or (iv) sent by electronic mail pursuant to Washington Nonprofit Corporation Act, Wash. Rev. Code § 24.03.009 if such Director has consented to the receipt of electronic notice; with such notice being directed to each Director at that Director's address, telephone number, facsimile number or electronic mail address, as the case may be, as shown on the Corporation's records. If the notice is sent by United States mail, it shall be deposited in the United States mail at least five (5) days before the time of the holding of the meeting, or ten (10) days before the time of the holding of the meeting in the event a Director's address as shown on the Corporate records is an address outside of the United States. If the notice is sent by electronic mail, it shall be sent at least twenty-four (24) hours before the time of the holding of the meeting if such meeting is to be held by teleconference or at least seventy-two (72) hours before the time of the holding of the meeting if a physical location is designated for the meeting.

4.09 Meetings by Telephone. When conference telephone or similar communications media are made available for meetings, Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute a presence in person at a meeting.

4.10 Place of Meeting. All meetings shall be held at the principal office of the Corporation or at such other place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

4.11 Waiver of Notice.

(a) *In Writing.* Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in the form of a record, executed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of notice.

(b) *By Attendance.* The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.12 Quorum. A majority of the number of Directors then in office will constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

4.13 Manner of Acting. The act of a majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law. The Directors present at a meeting will attempt to reach consensus before taking a vote. Votes on proposals and the election of officers may be conducted by mail or electronic transmission

pursuant to the Washington Nonprofit Corporation Act, Wash. Rev. Code § 24.03.085(3) (or any successor provision). Directors voting by mail or electronic transmission are deemed present for all purposes of quorum, count of votes and percentages of total voting power present.

4.14 Presumption of Assent. A Director of the Corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

4.15 Action by Board Without a Meeting. Any action that could be taken at a meeting of the Board may be taken without a meeting if a consent in the form of a record setting forth the action so taken is executed by each of the Directors. Such consent may be executed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document.

4.16 Resignation. Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the Corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.17 Removal. At a meeting of Members called expressly for that purpose, one or more Directors (including the entire Board) may be removed from office, with or without cause, by two-thirds (2/3) of the votes cast by members then entitled to vote on the election of Directors represented in person or by proxy at a meeting of the Members at which a quorum is present. A Director may also be removed by vote of two-thirds (2/3) of the Board.

4.18 Vacancies. A vacancy occurring in the Board and any directorship to be filled by reason of an increase in the authorized number of Directors may be filled by the affirmative vote of a majority of the remaining Directors, even though less than a quorum of the Board is present due to the vacancy. A Director appointed to fill a vacancy created by reason of an increase in the authorized number of Directors shall hold office for a term to be determined by the Board; provided, however, in no event shall such Director hold office for a term greater than permitted by Section 4.05, and such Director's term shall end on a May 15. A vacancy occurring in the Board and any directorship by reason of a Director's resignation pursuant to Section 4.16 or removal pursuant to Section 4.17 may be filled by the affirmative vote of a majority of the remaining Directors, even though less than a quorum of the Board is present. A Director appointed to fill a vacancy due to another Director's resignation or removal shall hold office for the unexpired term of his predecessor.

4.19 Board Committees. The committees set forth in this Section 4.19(a) through (g), and any committee created pursuant to Section 4.19(h), are hereafter referred to individually as a "Committee" and collectively as the "Committees".

(a) *Peer Review Committee.* The Peer Review Committee shall consist of a maximum of fifteen (15) Members (or, in the case of Organizational Members, a director, officer or employee thereof), at least two (2) of which shall be Directors appointed by resolution of the Board and entitled to serve so long as they are Directors or until they resign or are removed from the Peer Review Committee pursuant to Sections 4.18(j) or (k), or such successor provisions. The purpose of the Peer Review Committee shall be to ensure that publications, articles or other documents endorsed or promoted by the Corporation as “peer reviewed” are scrutinized by experts in the relevant fields. Duties of the Peer Review Committee shall be as follows: (i) review and comment upon any and all submissions of articles to the Corporation for publication on the Corporation’s website as “peer reviewed” literature or position papers, policy reviews, or other documents commissioned by the Corporation; (ii) develop a submission process and guidelines for approving such submissions; (iii) work to encourage Members and the general public pursuing scientific research or other activities related to the algal biomass industry or the purpose of the Corporation to submit articles for peer review; (iv) recruit and approve third parties to act as peer reviewers; (v) approve any legal documents relating to the aforementioned activities; (vi) coordinate its efforts and cooperate with other Committees; and (vii) perform any other duty that the Board, by resolution adopted by a majority of Directors in office, may require consistent with the purpose of the Peer Review Committee expressed in this Section 4.19(a).

(b) *Membership Development Committee.* The Membership Development Committee shall consist of a maximum of seven (7) Members (or, in the case of Organizational Members, a director, officer or employee thereof), at least three (3) of which shall be Directors appointed by resolution of the Board and entitled to serve so long as they are Directors or until they resign or are removed from the Membership Development Committee pursuant to Sections 4.18(j) or (k), or such successor provisions. The purpose of the Membership Development Committee shall be to increase membership in the Corporation. Duties of the Membership Development Committee shall be as follows: (i) Maintain a list of prospective Members; (ii) develop web-based content or materials relating to membership; (iii) coordinate an annual membership drive; (iv) provide an annual report to the Board of Directors on membership; (v) coordinate its efforts and cooperate with other Committees; and (vi) perform any other duty that the Board, by resolution adopted by a majority of Directors in office, may require consistent with the purpose of the Membership Development Committee expressed in this Section 4.19(b).

(c) *Events Committee.* The Events Committee shall consist of a maximum of ten (10) Members (or, in the case of Organizational Members, a director, officer or employee thereof), at least three (3) of which shall be Directors appointed by resolution of the Board and entitled to serve so long as they are Directors or until they resign or are removed from the Events Committee pursuant to Sections 4.18(j) or (k), or such successor provisions. The purpose of the Events Committee shall be to organize events hosted by the Corporation, whether such events are open to Members only or the general public, to increase or retain membership in the Corporation and otherwise to advance the purpose of the Corporation as set forth in its Articles of Incorporation. Duties of the Events Committee shall be as follows: (i) Plan, organize, create programming for and carry out all logistics relating to an annual summit open to the general public; (ii) Plan, organize, create programming for and carry out all logistics relating to other Corporation events, including, without limitation, the annual Member meeting; (iii) develop a budget for all Corporation events for approval by the Board; (iv) coordinate its efforts and cooperate with other Committees; (v) and perform any other duty that the Board, by resolution

adopted by a majority of Directors in office, may require consistent with the purpose of the Events Committee expressed in this Section 4.19(c).

(d) *Bylaw Review and Governance Committee.* The Bylaw Review and Governance Committee shall consist of a maximum of three (3) Directors appointed by resolution of the Board and entitled to serve so long as they are Directors or until they resign or are removed from the Bylaw Review and Governance Committee pursuant to Sections 4.19(j) or (k), or such successor provisions. The purpose of the Bylaw Review and Governance Committee shall be to ensure that the Bylaws, including, without limitation, the committee structure set forth in this Section 4.19, are functioning efficiently and in the best interests of the Corporation. Duties of the Bylaw Review and Governance Committee shall be as follows: (i) consult with the chairperson of each Committee from time to time to determine whether amendments to these Bylaws are necessary or desirable; (ii) consult with other Directors from time to time to determine whether amendments to these Bylaws are necessary or desirable; (iii) coordinate with the Corporation's legal counsel regarding amendments to the Bylaws or the development of resolutions that are necessary or desirable; (iv) coordinate its efforts and cooperate with other Committees; and (v) and perform any other duty that the Board, by resolution adopted by a majority of Directors in office, may require consistent with the purpose of the Bylaw Review and Governance Committee expressed in this Section 4.19(d).

(e) *Public and Government Relations Committee.* The Public and Government Relations Committee shall consist of a maximum of thirteen (13) Members (or, in the case of Organizational Members, a director, officer or employee thereof), at least three (3) of which shall be Directors appointed by resolution of the Board and entitled to serve so long as they are Directors or until they resign or are removed from the Public and Government Relations Committee pursuant to Sections 4.18(j) or (k), or such successor provisions. The purpose of the Public and Government Relations Committee shall be to increase public and governmental awareness of the algal biomass industry, its domestic and international benefits, barriers to growth, policies that could accelerate or enhance the realization of such benefits and mitigate or eliminate such barriers, and to generally encourage the growth of the algal biomass industry. Duties of the Public and Government Relations Committee shall be as follows: (i) Oversee and suggest improvements to the Corporation's website with respect to public information other than peer reviewed content; (ii) coordinate with the Corporation's public relations and/or government relations consultants to develop appropriate strategies for the achievement of the purpose of this Committee and the Corporation as set forth in the Corporation's Articles of Incorporation; (iii) liaise with other business entities or organizations to discover and act upon opportunities consistent with the purposes of the Corporation; (iv) coordinate its efforts and cooperate with other Committees; and (v) and perform any other duty that the Board, by resolution adopted by a majority of Directors in office, may require consistent with the purpose of the Public and Government Relations Committee expressed in this Section 4.19(e).

(f) *Technical Standards Committee.* The Technical Standards Committee shall consist of a maximum of twelve (12) Members (or, in the case of Organizational Members, a director, officer or employee thereof), at least two (2) of which shall be Directors appointed by resolution of the Board and entitled to serve so long as they are Directors or until they resign or are removed from the Technical Standards Committee pursuant to Sections 4.18(j) or (k), or such successor provisions. The purpose of the Technical Standards Committee shall be to develop,

review and comment upon, and advocate for industry standards and best practices for the general benefit of the algal biomass industry. Duties of the Technical Standards Committee shall be as follows: (i) develop standards relevant to the algal biomass industry for proposal to standard-setting organizations or governmental entities; (ii) organize industry comments and work to influence the creation of standards affecting the algal biomass industry, whether those standards are being created by private organizations or governmental entities; (iii) otherwise liaise with Members, standard setting organizations and government entities to facilitate the flow of information between stakeholders; (iv) draft documents explaining new or proposed standards for consumption by Members, government officials, and the general public; (v) coordinate its efforts and cooperate with other Committees; and (vi) and perform any other duty that the Board, by resolution adopted by a majority of Directors in office, may require consistent with the purpose of the Technical Standards Committee expressed in this Section 4.19(f). The Technical Standards Committee shall remain inactive until activated by resolution of the Board and appointment of Directors and the chairperson.

(g) *Director Recruitment Committee.* The Director Recruitment Committee shall consist of a maximum of three (3) Directors appointed by resolution of the Board and entitled to serve so long as they are Directors or until they resign or are removed from the Director Recruitment Committee pursuant to Sections 4.18(j) or (k), or such successor provisions. The purpose of the Director Recruitment Committee shall be to recommend to the Board, for nomination to the Members, appropriate candidates for election as Directors of the Corporation. Duties of the Director Recruitment Committee shall be as follows: (i) consult with other Directors and Members to seek recommendations of Members that are fit to serve as Directors pursuant to these Bylaws; (ii) conduct appropriate background checks on potential Director candidates, whether through interviews or otherwise; (iii) submit a report to the Board on an annual basis containing recommendations regarding which Members should be nominated by the Board for election as Directors at the annual membership meeting; (iv) oversee and coordinate with officers to ensure election of Directors is conducted consistent with these Bylaws; (v) coordinate its efforts and cooperate with other Committees; and (vi) and perform any other duty that the Board, by resolution adopted by a majority of Directors in office, may require consistent with the purpose of the Director Recruitment Committee expressed in this Section 4.19(g).

(h) *Temporary Committees.* The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Directors.

(i) *Power of Committees.* The Committees shall have and exercise the authority of the Directors in the management of the Corporation, subject to such limitations as may be prescribed by these Bylaws and by resolution of the Board. No Committee shall have the authority to: (i) amend, alter or repeal these Bylaws; (ii) elect, appoint or remove any member of any other committee or any Director or officer of the Corporation; (iii) amend the Articles of Incorporation; (iv) adopt a plan of merger or consolidation with another corporation; (v) authorize the sale, lease or exchange of all or substantially all of the property and assets of the Corporation not in the ordinary course of business; (vi) authorize the voluntary dissolution of the Corporation or revoke proceedings therefor; (vii) adopt a plan for the distribution of the assets of the Corporation; or (viii) amend, alter or repeal any resolution of the Board. Unless restricted by

resolution of the Board, all Committees shall have the authority to hire (or direct officers to hire) consultants and advisors to assist the Committee in fulfilling its duties; provided, however, the Board shall approve any employment or consulting agreement where services rendered or liability of the ABO for payment to third party consultants or advisors will or is likely to exceed Two Thousand Dollars (\$2,000). The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

(j) *Resignation of Committee Member.* Any member of any Committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairperson of such Committee, or by giving oral or written notice at any meeting of such Committee. Any such resignation shall take effect at the same time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

(k) *Removal of Committee Member.* The Board, by resolution adopted by two-thirds (2/3) of the Directors in office, may remove any Member of any Committee appointed to it by the Board, including a Director appointed to such Committee.

(l) *Vacancies on Committees.* The Board shall, by resolution, appoint a Member to fill any vacant non-Director position on any Committee, whether such position is vacant due to the position not having been filled, the position being newly created by amendment to these Bylaws, or as a result of the resignation, removal, death or incapacitation of a Member of the Committee. A Committee may recommend Members to the Board to fill vacant positions. If a Director position on a Committee is vacant for the reasons set forth in the previous sentence, the Board shall, by resolution, appoint a Director to fill such vacant position for the remainder of the newly-appointed Director's term pursuant to Section 4.05.

(m) *Qualifications.* Members of each Committee shall have the same qualifications as Directors as set forth in Section 4.03.

(n) *Term for Non-Director Members of Committees.* Unless a non-Director member of a Committee dies, resigns or is removed, each non-Director member of a Committee shall serve for a period of one (1) year unless such term is extended by unanimous consent of the then-serving Director members of the Committee or by resolution of the Board of Directors.

(o) *Chairperson.* Each Committee shall have a chairperson which shall be member of the Committee and which shall be appointed by resolution of the Board. A chairperson shall continue to serve as such until: (i) such chairperson resigns from the Committee pursuant to Section 4.18(j); (ii) such chairperson is removed from the Committee pursuant to Section 4.18(k); (iii) another chairperson is appointed by resolution of the Board pursuant to this Section 4.18(o); (iv) the chairperson resigns as such (but does not resign as a member of the Committee) by delivering written notice of such resignation to an officer of the Corporation or the Board; (v) the chairperson's term as a member of the Committee expires; or (vi) the chairperson dies.

(p) *Quorum and Manner of Acting.* A majority of the number of members of a Committee will constitute a quorum for the transaction of business at a Committee meeting. If a quorum is not present at a meeting, a majority of the members of the Committee present may adjourn the meeting from time to time without further notice. The act of a majority of the members of the Committee present at a meeting at which there is a quorum shall be the act of the Committee unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law, provided that a valid action of a Committee shall require a majority of the Director members of such Committee to be present and vote in favor of the act.

(q) *Subcommittees and Task Forces.* Each Committee may, by resolution of the Committee, create subcommittees or task forces with specific purposes that are narrower than and that facilitate the purposes of such Committee. A subcommittee or task forces shall only have the authority specifically granted to it by the Committee by resolution and in no event shall a subcommittee or task force have the authority to spend Corporation funds without approval by the Committee or undertake actions otherwise prohibited by Wash. Rev. Code § 24.03.115. The size of the Subcommittee shall be specified in its organic resolution and may be increased by the Committee by subsequent resolution. Subcommittees and task forces shall consist only of Members, but such Members need not be a Member of the Committee. Non-Members may participate in meetings at the discretion of the subcommittee or task force but shall not be entitled to vote on any matter before the subcommittee or task force. The duration of a subcommittee or task force shall be no more than one (1) year. Members of a subcommittee or task force may be removed at any time by a resolution of those Members then serving on the Committee adopted pursuant to Section 4.19(p), and the Committee may similarly fill vacancies, whether caused by incapacity, death, resignation, removal or an increase in the size of the subcommittee or task force, by resolution.

4.20 Compensation. The Directors shall receive no compensation for their service as Directors but may receive reimbursement for expenditures incurred on behalf of the Corporation and other expenses related to their duties as Directors, provided that such reimbursements are approved by the Board.

4.21 Powers and Duties. The Board will:

(a) Formulate the policies and priorities of the Corporation, including, but not limited to a conflict of interest policy and an intellectual property rights policy;

(b) Direct established committees or staff people to carry out the policies and functions designed by the Board;

(c) Authorize any officer or officers, agent or agents of the Corporation to enter into any contract, execute and deliver any instrument, in the name of and on behalf of the Corporation, and such authority may be general or specific;

(d) Authorize the Corporation and any officer or officers, agent or agents of the Corporation to file any lawsuit, or participate in any litigation;

(e) Determine from time to time, those officers and staff empowered to sign checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation;

(f) Select those banks or other depositories in which the assets of the Corporation will from time to time be deposited to the credit of the Corporation;

(g) Accept on behalf of the Corporation any contributions, gifts, bequest, or devices for general purposes or for any special purpose of the Corporation;

(h) Make personnel decisions, including hiring, firing, and evaluation of staff;

(i) Determine job guidelines and duties, and receive reports and advice from staff; and

(j) Exercise all such powers of the Corporation and do all such lawful acts and things as are not by law or by the Articles of Incorporation or by these Bylaws otherwise prohibited.

## **ARTICLE V OFFICERS**

5.01 Number and Qualification. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, each of whom will be elected by the Board. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. Qualifications of the specific offices are set forth in Sections 5.7 through 5.10, below.

5.02 Election and Term of Office. The officers shall be elected by the Board to serve terms of two (2) years. No President or Vice President will be allowed to serve a subsequent term or terms unless approved by two-thirds (2/3) of the Board. Unless an officer dies, resigns, or is removed from office, he or she will hold office until his or her successor is elected.

5.03 Resignation. Any officer may resign at any time by delivering written notice to the President, a Vice President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.04 Removal. Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

5.05 Vacancies. A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

5.06 Compensation. Officers of the Corporation who are not Directors may receive compensation from the Corporation for services rendered, provided such compensation is approved by the Board.

5.07 President. The President will be the chief executive officer of the Corporation and will preside over, or cause to be presided over, meetings of the Board. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation or as required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President will perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time. Except during the first two (2) years following the date that these Bylaws are accepted, a person shall be eligible for election by the Board as President only if the person has completed at least one (1) year of services as a Director.

5.08 Vice Presidents. In the event of the death of the President or his or her inability to act, the Vice President (or if there is more than one Vice President, the Vice President who was designated by the Board as the successor to the President, or if no Vice President is so designated, the Vice President whose name first appears in the Board resolution electing officers) shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. Vice Presidents will have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. Vice Presidents will be responsible for suggesting new vice president nominations and will perform such other duties as from time to time may be assigned to them by the President or the Board.

5.09 Secretary. The Secretary shall: (a) take, or cause to be taken, the minutes of meetings of the Members and the Board, and minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the Corporation; (d) keep records of the name, post office address, electronic mail address and class, if applicable, of each member and Director and of the name and post office address and electronic mail address of each officer; (e) sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and (f) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.

5.10 Treasurer. The Treasurer shall: (a) keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions; (b) have charge and custody of and be responsible for all funds of the Corporation; (c) receive and give or cause to be received and given receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit or cause to be deposited all such moneys in the name of the Corporation in banks, trust companies or other depositories selected in

accordance with the provisions of these Bylaws; (d) keep full and separate accounts of all receipts and disbursements; (e) sign deeds, mortgages, bonds, contracts, or other instruments, except when signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation or required by law to be otherwise signed or executed by some other officer or in some other manner; and (f) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board. The Treasurer shall send or cause to be given to the Directors such financial statements and reports as are required to be given by law, by these Bylaws or by the Board. The Treasurer shall only make such disbursements as are specifically or generally authorized by the Board. The books of account shall be open to inspection by any Director at all reasonable times.

5.11 Executive Director. In general, the Executive Director shall perform all duties incident to the office of Executive Director and such other duties as are assigned to him or her by the Board or other officers from time to time. Notwithstanding any restriction or limitation imposed by Section 5.10(e), the Executive Director may sign deeds, mortgages, bonds, contracts, or other instruments binding the Corporation, or otherwise incur other obligations on behalf of the Corporation up to an amount established from time to time by resolution of the Board without seeking approval of another officer or the Board.

## **ARTICLE VI ADMINISTRATIVE PROVISIONS**

6.01 Books and Records. The Corporation shall keep at its principal or registered office: (a) copies of its current Articles of Incorporation and Bylaws; (b) correct and adequate records of accounts and finances; (c) minutes of the proceedings of its members of the Board, and any minutes which may be maintained by committees of the Board; (d) records of the name and address and class, if applicable, of each member and Director, and the name and address of each officers; and (e) such other records as may be necessary or advisable. All books and records of the Corporation shall be open at any reasonable time to inspection by any Member of three (3) months standing or to a representative of more than five (5%) of the membership; provided, however: (i) the Articles of Incorporation and Bylaws shall be made available to all Members; and (ii) the President may authorize the dissemination of the Corporation's books and records, including the Articles of Incorporation and these Bylaws, to any non-Member or a Member not meeting such qualifications. Except for costs relating to copies of the Articles of Incorporation and these Bylaws, costs related to inspecting or copying the Corporation's books and records shall be borne by the Member(s) seeking disclosure.

6.02 Annual Report. An annual report shall be delivered to the Washington Secretary of State between the first day of January and the first day of March of each year, or on an annual or biennial renewal date as the Secretary of State may establish. The annual report shall contain in reasonable detail any information required by the Washington Nonprofit Corporation Act, the Washington Nonprofit Corporation Act, Wash. Rev. Code § 24.03.395 or any successor provision.

**ARTICLE VII  
AMENDMENTS**

These Bylaws may be amended, altered or repealed by a vote of two-thirds (2/3) of the Board at any properly constituted meeting authorized in Article 4, or by written consent in accordance with Section 4.15 of these Bylaws.


**ARTICLE VIII  
DISSOLUTION**

Upon dissolution of the Corporation, the Board will, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner and to such organization(s) under Section 501(c) of Internal Revenue Code (or any successor provision, as the Board of Directors will determine and as set forth in the Articles of Incorporation.

CERTIFICATE OF ADOPTION OF BYLAWS  
OF THE  
**ALGAL BIOMASS ORGANIZATION**

Certificate by Secretary of Adoption of Bylaws

The undersigned hereby certifies that he is the duly elected, qualified and acting Secretary of the Algal Biomass Organization and that the foregoing Bylaws, comprising seventeen (17) pages, are the true and correct Bylaws of the corporation, as adopted by the Board of Directors on June 13, 2008, and as amended by resolution dated August 27, 2008, by resolution dated November 11, 2008, by resolution dated December 26, 2008, by resolution dated September 28, 2009, by resolution dated March 18, 2010, and by resolution dated June 10, 2010.

  
\_\_\_\_\_  
Secretary  
6/11/2010  
\_\_\_\_\_  
Date

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