

## BioEnergy Bridge™ Bylaws

### 1. Membership Qualifications

Membership in the BioEnergy Bridge (BEB) is by invitation of the BEB staff (including directors and associate directors of the BEB). In this matter, it is our policy to accept any company (or national laboratory, government agency or NGO) meeting the following criteria.

- Any corporation, or division, or subsidiary of a corporation which produces or handles feedstock, chemicals or fuels (transportation fuels or power) along the biomass to energy value chain.
- Any corporation, or division, or subsidiary of a corporation which manufactures equipment for the processing of feedstocks, biomass transportation, conversion to fuels, powers or products, finished product delivery or end use of products.
- Any national laboratory, government agency or NGO that has a vested interest in the success of a bioindustry in the US and abroad.

All Members must sign and abide by the membership agreement (hereinafter referred to as “Member,” “BEB Member” or collectively as “Members”).

### 2. Membership Privileges and Benefits

The purpose and goals of the BEB and the privileges and benefits to Members are described in available materials. All BEB Members have equal rights to obtain a license for inventions solely funded by the BEB.

### 3. Revocation of Membership

There are circumstances in which it may be necessary to revoke Member’s agreement with the BEB. The decision on revocation would be made by the staff of the BEB. Possible causes for revocation would be:

- a) Transfer of privileged information gained as a Member in the BEB to non-Member Companies or National Laboratories.
- b) Change of company ownership so that the membership qualifications as described in Section (1) are not met.
- c) Conduct deemed contrary to the best interests of the BEB.

### 4. Partner Organization

Non-profit and governmental organizations, including other universities and National Labs, may be invited to join the BEB as partner organizations based on their special expertise or financial support. Representatives of Partner organizations shall be eligible to serve on the BEB Advisory Board, but will not have any votes toward BioEnergy Bridge research projects.

## 5. Advisory Board

The BioEnergy Bridge Advisory Board will consist of members from public and NGO partner organizations as well as industrial members. The director of the BioEnergy Bridge will request that member companies nominate fellow members, from both industry and BEB partners, to the Advisory Board. The Advisory Board will elect a Chair who will also serve as liaison between the Membership and the Director. The role of the Advisory Board will be to oversee the logistics of the BEB. The Advisory Board will hold quarterly conference calls and convene annual Membership meetings.

## 6. Membership Voting Procedures

On matters requiring the approval of the Membership, the following procedure should be employed:

- a) Quorum – At any meeting where 50% of the membership is represented, a vote may be taken, whereupon each Member will have the number of votes as described below in their membership agreement, and polling may be done in a convenient method. For votes with two possible outcomes, a simple majority (>50%) will be required. For votes with 3 or more possible outcomes, the choice(s) gaining the greatest number of votes will be carried. The AB Chair and director will be notified of the results upon completion of the vote. New project selection is excluded from these restrictions.
- b) At meetings where a quorum is not obtained, a vote can be carried out after the meeting by email. BEB staff Members will be responsible for composing a ballot and tabulating results. Outcome will be evaluated as above. Again, the Advisory Board, Partner Organizations and Members will be notified of the results upon completion of the vote.

## 7. Center Expenditures

Since the BEB is funded by several sources, there is no comprehensive financial statement available to Members. It is possible for any Member on request to see copies of the University-prepared expenditure summary sheets related to the Membership funding.

## 8. Cost of Membership

MEMBERSHIP	TERMS AND SERVICES
Platinum Members	\$20K/yr membership cost to be used to support BioEnergy Bridge systems-level research. Platinum members get 4 votes toward BioEnergy Bridge research projects.
Gold Members	\$5K/yr membership cost to be used to support BioEnergy Bridge systems-level research. Gold members get 1 vote toward BioEnergy Bridge research projects. Companies with more than 25 employees are ineligible for the Gold Membership.

## 9. Membership Operational Suggestions

In the course of BEB operation, concerns may develop over the direction of the research and operation of the BEB by its staff. In the interests of preserving the direction and operation and, ultimately, the Membership of the BEB, the following formal mechanisms are provided for feedback to the staff, and if necessary, to the University bodies overseeing the BEB.

- a) At each Membership meeting, a “Membership caucus” period will be held, during which the status of the BEB will be assessed by the Member companies in the absence of BEB staff. Following the caucus, the comments will be conveyed verbally to the Director by the Chair of the Advisory Board and will be entered into the minutes of the Membership meeting.
- b) If concerns documented in the Membership caucus are not addressed in a timely fashion, a simple majority of the Member companies may request that the Chair of the Advisory Board make these concerns known to the University bodies overseeing BEB operations. The Chair of the Advisor Board will draft a letter to the appropriate bodies voicing their concerns, including documentation from the previous meetings.