

AMENDED AND RESTATED

BYLAWS

OF

MEDIA JUMPSTART, INC.

Article I: Name, Purposes, Values and Offices

Section I.1 Name. The name of the corporation is Media Jumpstart, Inc. (the “Corporation”).

Section I.2 Purposes and Powers. The Corporation engages in building movements by advancing the strategic use and collective control of technology for local struggles, global transformation and emancipation without borders.

Section I.3 Values. The Corporation operates according to the following values:

- A. cooperation, collaboration and sharing help us contribute to a movement broader than itself;
- B. transparency, openness and honesty ensure that it is building a democratic organization;
- C. equality and respect guide it in building with the diversity of people it needs to make a difference;
- D. conviction and discipline provide the strength to continue against overwhelming odds;
- E. commitment to fighting racism, sexism and exploitation;
- F. solidarity, mutual aid and sustainability ensure it is building new ways to work together; and
- G. humility, openness to criticism and commitment to conflict resolution create a culture of resilience for the Corporation and movements.

Article II: Membership

Section II.1 Membership. The Corporation shall have three classes of members: (i) individual, (ii) organizational and (iii) worker.

- A. Individual members are members who join the Corporation on their own behalf, whose primary use of the Corporation’s services is personal and who pay annual member dues of US \$25.00.
- B. Organizational members are members that join the Corporation on behalf of an organization, their primary use of the Corporation’s services is in support of their organization and they pay annual membership dues of US \$50.00.
- C. Workers are members, including both paid staff and volunteers of the Corporation, that provide labor to the Corporation as is directed by the board of directors of the Corporation (the “Board”). Paid staff shall earn a salary reflecting social justice movement standards as defined by the Board.

D. Members are exempt from paying dues if they are members of an organization that makes a commitment to engage in movement building consistent with the mission of the Corporation and has a special relationship with the Corporation as may be evidenced by (i) the approval of the relationship by a majority of the membership and, (ii) following such approval, an agreement between the Corporation and such organization as shall be negotiated by the Board.

E. Membership shall be open to anyone interested in the mission of the Corporation, regardless of such person's country of residence. The Board may establish additional fees for additional membership benefits and such fees may vary based on region and/or the member's access to financial resources, as the Board deems appropriate.

Section II.2 Meetings. There shall be an annual meeting of the members (the "Annual Meeting of the Members") for the election of the directors, the review of a financial report and the transaction of other business. Additional special meetings of the members shall be held whenever called by resolution of the Board or by a written demand to the Board of ten percent (10%) of the members eligible to vote, such demand that may be made through an online mechanism that the Board shall put in place.

Section II.3 Notice of Meetings. Written notice stating the place, date, time and purpose (in the case of a special meeting) of any member meeting shall be posted on the Corporations' website and sent via email or similar delivery method to each member entitled to vote at such meeting. Notice shall be given not less than ten (10) days before the date of such meeting.

Section II.4 Quorum and Adjournment of Meetings. At all meetings of the members, the presence, in person or by proxy, of ten percent (10%) of the members eligible to vote or one hundred (100) members eligible to vote shall constitute a quorum for the transaction of business. In the absence of a quorum, the members present may adjourn the meeting.

Section II.5 Organization of Meetings. The Board will choose a chair and secretary at all meetings of the members.

Section II.6 Voting. At any meeting of the members, each member present, in person or via electronic communication, shall be entitled to one (1) vote, except as provided in Section III.4 below. Upon demand of any member, any vote for directors or upon any question before the meeting shall be by ballot. The record date for determining eligibility to vote shall be not less than ten (10) nor more than fifty (50) days before the date of the meeting. Once a vote is called, the voting period for members to vote via electronic communication shall expire after seven (7) days.

Section II.7 Action by the Members. Except as otherwise provided by statute or by these bylaws of the Corporation (these "Bylaws"), any corporate action authorized by a majority of the votes cast at a meeting of members shall be the act of the members. Action may be taken

without a meeting if all members consent to the adoption of a resolution authorizing the action. Such consent shall be set forth the action so taken and shall be submitted in writing or via e-mail or facsimile. The resolution and consents thereto shall be filed with the minutes of the proceedings of the membership.

Section II.8 Special Actions Requiring Vote of Members. The following corporate actions may not be taken without approval of the members:

- A. a plurality of the votes cast at a meeting of the members is required for the election of directors of the Corporation;
- B. a majority of the votes cast at a meeting of the members is required for any amendment of or change to the Certificate of Incorporation or these Bylaws;
- C. two-thirds of the votes cast at a meeting of the members is required for:
 - (1) a sale, lease, exchange or other disposition of all or substantially all of the assets of the Corporation;
 - (2) a plan of merger, consolidation or dissolution of the Corporation; or
 - (3) revocation of a voluntary dissolution proceeding;

provided, however, that the affirmative votes cast in favor of any action described in this subsection (C) shall be at least equal to the minimum number of votes necessary to constitute a quorum. Blank votes or abstentions shall not be counted in the number of votes cast.

Article III: Board of Directors

Section III.1 Power of the Board. The Board shall be responsible for (i) managing the business, property, affairs and activities of the Corporation, (ii) conducting a democratic, participatory membership meeting process that generates input from the membership and (iii) providing strategic direction for the Corporation.

Section III.2 Qualifications of Directors. Each director shall be at least eighteen (18) years old. Each director shall be at least eighteen (18) years old. Members who are exempt from paying dues in accordance with Section 2.1 above shall have a proportion of the at-large seats on the Board that is equal to the proportion of their organization's membership relative to the total membership of the Corporation.

Section III.3 Number of Directors. The Board shall consist of a minimum of twenty-one (21) and a maximum of twenty-five (25) directors. Within these specified limits, the number of directors may be increased or decreased by action of the Board or the members, provided that no decrease shall shorten the term of any incumbent director. The term "Entire Board" means

the number of directors that were elected as of the most recently held election of directors, as well as any directors whose terms have not yet expired.

Section III.4 Election and Term of Directors. Eighty percent (80%) of the directors shall be elected at-large by all eligible members of the Corporation, regardless of their obligation to pay dues in accordance with Article II above, with individual members being entitled to one (1) vote per individual and organizational members being entitled to two (2) votes per organization. Twenty percent (20%) of the directors shall be elected by worker members of the Corporation only. The at-large directors will be elected to three-year terms. In the event that there is not an even distribution of directors serving one-, two- and three year terms, the terms for at-large directors may be modified prior to such election such that the member winning the highest number of votes receives the longer terms, followed by the member winning the second highest number of votes receiving the second longest term and so forth until all of the members winning enough votes for election as directors are installed. Directors elected by worker members will have one-year terms. At each Annual Meeting of the Members, persons shall be nominated and elected by the members to replace those directors whose terms are expiring, each director thereafter to serve until their successor is elected. If the number of directors is changed by the Board or the members in accordance with these Bylaws, any increase or decrease shall be apportioned among the classes of directors in order to maintain the number of directors in each class as nearly equal as possible.

Section III.5 Vacancies and Newly-Created Directorships. Vacancies occurring in the Board for any reason and newly-created directorships resulting from an increase in the authorized number of directors shall be filled at a meeting of the members by a plurality of the votes cast. Each director so elected shall serve until the next Annual Meeting of the Members at which the election of directors is the regular order of business and until their successor is elected.

Section III.6 Resignation. Any director may resign at any time by delivering notice to the Chair or the Secretary in writing or by e-mail. The resignation shall take effect when such notice is so delivered, unless the notice specifies a later effective date, and the acceptance of such resignation shall not be necessary to make it effective.

Section III.7 Removal. Any one or more of the directors may be removed for cause or without cause at any time by the affirmative vote of two-thirds of the members present, in person or by proxy, at a regular meeting or special meeting of the members called for that purpose; provided that there is a quorum present at such meeting and that notice of the proposed action shall have been transmitted to all members in accordance with Section II.3 of these Bylaws, at least ten days before said meeting. Any one or more of the directors may be removed for cause at any time by the affirmative vote of two-thirds of the directors present at a regular meeting or special meeting of the Board called for that purpose; provided that there is a quorum of not less than a majority of the Entire Board present at such meeting and that notice of the proposed action shall have been transmitted to all directors at least one week before said meeting. Director may

be removed by the Board for egregious behavior, including but not limited to theft of resources, behavior that violates the organization's values or failure to attend three Board meetings without notifying the Board of that absence before the meeting.

Section III.8 Meetings. The Board shall meet quarterly for the transaction of such other business as may properly come before the meeting. Regular meetings of the Board shall be held at such times and places as may be fixed by the Board. Special meetings of the Board may be held at any time upon the call of the Chair or by any director upon written demand of at least one-fifth of the Entire Board, at the time and place fixed by the person or persons calling the special meeting.

Section III.9 Notice of Meetings. Notice need not be given of regular meetings of the Board if such meetings are fixed by the Board. Notice shall be given of each regular meeting not fixed by the Board, and each special meeting of the Board. Notice shall be sent via e-mail to each director, at their e-mail address as it appears in the records of the Corporation, at least two (2) calendar days before the day of the meeting. Notice shall include the date, time, and place of the meeting, and, for each annual and special meeting, shall be accompanied by a written agenda setting forth all matters upon which action is proposed to be taken.

Section III.10 Quorum. Unless a greater proportion is required by law or by the Certificate of Incorporation or these Bylaws, at each meeting of the Board, a majority of the Entire Board shall constitute a quorum for the transaction of business. If a quorum is not present at any meeting of the Board, a majority of those directors present may adjourn the meeting until such a quorum is present. Directors who are present at a meeting but not present at the time of a vote due to a conflict of interest or related party transaction shall be determined to be present at the time of the vote for purposes of this paragraph.

Section III.11 Participation in Meetings via Technology. Any one or more directors may participate in any meeting of the Board or any committee thereof by means of a conference telephone, video conference, or similar communications equipment allowing all persons participating in the meeting to hear and speak to each other. Participation by such means shall constitute presence in person at a meeting for all purposes, including quorum and voting.

Section III.12 Action without a Meeting. Any action required or permitted to be taken by the Board or any committee of the Board may be taken without a meeting if it is proposed via e-mail, provides a minimum of five (5) days for the Board to respond, and is unanimously approved by Board members who participate in the vote (assuming there is quorum). The resolution and consents thereto shall be filed with the minutes of the proceedings of the Board or committee.

Section III.13 Organization of Meetings. The Board shall assign a member of the Board to record the minutes of each meeting and shall retain such minutes with the permanent records of the Corporation.

Section III.14 Compensation of Directors. The Corporation shall not pay any compensation to directors for their services as directors of the Corporation, except that directors may be reimbursed for reasonable and necessary expenses incurred in the performance of their duties to the Corporation. Subject to the Corporation’s conflict of interest policy and applicable law, directors may receive reasonable compensation for services performed in other capacities for or on behalf of the Corporation pursuant to authorization by the Board.

Article IV:Committees

Section IV.1 Committees of the Board. The Board may create committees of the Board, each consisting of three or more directors. At least one of the co-chairs of each committee shall be a woman and/or person of color. The Board shall appoint the members of any such committee of the Board by a majority of the Entire Board.

Section IV.2 Worker Review Committee. Each year, the Board shall create a worker review committee (“Worker Review Committee”), which may formally hire and fire workers, both paid and volunteer, and conduct annual worker evaluations. The Worker Review Committee must have five (5) members, including two (2) selected by a majority of the workers and at least four (4) members who are women or people of color.

Article V: Amendments to Bylaws

Subject to the notice requirements of Section II.3, these Bylaws may be adopted, amended or repealed in whole or in part at any meeting of the members, if a quorum is present at the time of the vote, by the affirmative vote of a majority of the votes cast.

Adopted on _____, 2019

Secretary