



AMENDED AND RESTATED BY-LAWS OF  
CREATIVE COMMONS CORPORATION

*As Amended and Restated March 4, 2018*

[Pre-March 4 2018 version](#)

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ARTICLE I - THE CORPORATION

1. Name. The name by which the Corporation shall be known is Creative Commons Corporation (which shall hereinafter be referred to as the “Corporation”). These By-Laws, the powers of the Corporation, the powers of its Directors and officers, and all matters concerning the conduct and regulation of the affairs of the Corporation, shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Organization as from time to time in effect.

2. Purpose. The Corporation is a corporation organized under Chapter 180 of the Massachusetts General Laws for the purposes enumerated in its Articles of Organization, as they may be amended from time to time. The principal office of the Corporation in the Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization of the Corporation. The Directors of the Corporation may change the location of the principal office in the Commonwealth of Massachusetts effective upon the filing of a certificate with the Secretary of State of the Commonwealth.

ARTICLE II – MEMBERSHIP

1. Members. The corporation will have no members. Any action or vote permitted or required under Chapter 180 of the Massachusetts General Laws, any other applicable laws, the Articles of Organization or these By-Laws to be taken by the members of the Corporation shall be taken by action or vote of the same percentage of the Directors of the Corporation.

2. Participation by Non-Members. The Board of Directors may, from time to time, designate certain persons or groups of persons as advisors, friends, sponsors, contributors, and individuals and organizations that are participants in the CC Global Network, or may designate such persons by such other title as the

Board deems appropriate. Notwithstanding any such designation, however, such persons shall not be members of the Corporation, and shall have no right to notice of meetings and no right to vote at or to participate in any meeting of members, and shall have no other rights with respect to the Corporation.

### ARTICLE III - BOARD OF DIRECTORS

1. Powers. The Board of Directors shall have general management and control over all of the property, affairs and funds of the Corporation and shall exercise all of the powers of the Corporation, except as otherwise provided by law, the Articles of Organization or these By-Laws. The members of the Board of Directors (the "Directors," and each individually, a "Director") may determine their own duties in addition to those prescribed by the By-laws but shall not receive compensation for their services as Directors. The Board of Directors may determine the compensation and duties of all officers, agents, and employees of the Corporation.

The Corporation may amend or restate its Articles of Organization if approved by a two-thirds affirmative vote of the Board of Directors then in office at a meeting duly called for the purpose and with notice given for such meeting.

2. Composition and Management. The Board of Directors shall consist of no less than five Directors, one of which shall be the Chief Executive Officer. The Directors shall not be divided into classes. The Directors shall fix the number of Directors at least annually, at each Annual Meeting, and shall elect the successors to the Directors. All Directors elected to serve on the Board of Directors must be approved by a majority of the Directors entitled to vote on the matter at a meeting of Directors at which a quorum is present, or by appointment of all of the Directors if less than a quorum shall remain in office. Performance of the Board's Officers and Directors may be subject to annual review.

(a) The Board of Directors shall have a Chair, Vice Chair and Secretary. Appointments to the Chair and Vice Chair shall endure for one four-year term, and may be extended once for an additional two-year term upon approval of the Board of Directors. The Chair and Vice Chair must be voting Directors and neither may serve beyond his/her tenure as a Director. A Director who takes on an Officer role mid-term will serve to the remainder of the term of that office.

(b) The Chair shall, when present, preside at all meetings of the Directors and undertake such other tasks as the Board shall determine.

(c) The Vice Chair shall preside at all meetings in the absence of the Chair and undertake such other tasks as the Board or the Chair shall determine.

(d) The Secretary of the Corporation shall keep Minutes and other records of the meetings. The Secretary shall be a non-voting member of the Board and shall serve at the discretion of the Directors.

These officers shall undertake such other tasks as may be reasonably directed by the Board.

3. Tenure. Board members other than the Chief Executive Officer and Secretary shall serve one term of 4 years or until the Director sooner dies, resigns, is removed or becomes disqualified. The Chief Executive Officer shall serve as a voting member of the Board for the duration of his/her term of office. The Secretary shall serve as a non-voting Director for the duration of his/her term of office. To ensure continuity of policies and expertise, the Board shall aspire to appoint one-fourth of the Directors each year. The initial term of a new Director or the final term of an outgoing Director may be made for either 4 or 5 years as may best assure such continuity. A term may be extended once for a two-year period upon invitation of the Chair with the approval of a majority of Directors then serving on the Board. Thereafter, Board members have the possibility of serving additional terms after at least a one-year absence.

4. Resignation. A Director may resign by delivering his/her resignation in writing to the Corporation at its principal office or to the Chair or the Secretary of the Corporation. Such resignation shall be effective upon its receipt or upon such date (if any) as is stated in such resignation, unless otherwise determined by the Board.

5. Removal. The Board of Directors may remove any Director at any time with or without cause by vote of a majority of the Directors then in office at the Annual Meeting or at a meeting of the Board of Directors called for that purpose at which a quorum is present. A Director may be removed for cause only if notice of such action shall have been given to all of the Directors prior to the meeting at which such action is to be taken and if the Director so to be removed shall have been given reasonable notice and opportunity to be heard before the Board of Directors.

6. Vacancies. Any vacancy in the Board of Directors, including a vacancy resulting from the enlargement of the Board or by the resignation, removal, or death of a Director, may be filled by vote of a majority of the remaining Directors present at a meeting of Directors at which a quorum is present, or by appointment of all of the Directors if less than a quorum shall remain in office. Each such Director elected to fill a vacancy for the unexpired term of the Director whom he replaced shall hold office until a successor is elected and qualified, or until his/her earlier death, resignation or removal. The Directors shall have and may exercise all of their powers notwithstanding the existence of one or more vacancies in their number.

7. Enlargement or Decrease in Number of the Board. The number of members of the Board of Directors may be increased or decreased at any Annual Meeting or Special Meeting by a vote of a majority of Directors then in office; provided that the number of Directors may only be decreased to eliminate vacancies resulting from the death, resignation, removal or disqualification of one or more Directors.

8. Annual Meetings. An annual meeting of the Directors (“Annual Meeting”) shall be held on a date, time and place to be fixed by the Board of Directors, the Chair or the Chief Executive Officer (which date shall not be a legal holiday in the place where the meeting is to be held) and stated in the notice of the meeting. If no Annual Meeting is held in accordance with the foregoing provision, a special meeting may be held in lieu thereof with the same effect as the Annual Meeting and in such case all references in these By-Laws, except in this Section, to the Annual Meeting shall be deemed to refer to such special meeting.

9. Regular Meetings. In addition to the Annual Meeting, other regular meetings of the Directors may be held on such dates and at such places and times as the Directors may determine, provided that notice shall be given to the Directors in accordance with Section 11 of these By-laws, if necessary. Access by phone, video conference or other means shall be provided.

10. Special Meetings. Special meetings of the Board of Directors may be held at any time and at any place when requested by the Chair, the Chief Executive Officer, or any three Directors, and shall be called by the Secretary; or in the case of the death, absence, incapacity or refusal of the Secretary, by any other officer, upon written application of the Directors representing at least ten percent (10%) of the smallest quorum of Directors required for a vote upon any matter at the Annual Meeting.

11. Notice of Meetings.

(a) The following notice requirements shall apply to all Annual Meetings, special meetings in lieu of Annual Meetings and any meeting called for the purpose of amending or restating the Corporation’s Articles of Organization: An emailed notice of such meeting stating the place, day and time thereof and the purpose for which the meeting is called, shall be given by the Secretary or other person calling the meeting to each Director at least seven days before the meeting. Notice shall be deemed properly given when sent by email and properly addressed to the Director at the Director’s email address as it appears in the records of the Corporation, or when left with the Director in person or mailed to the Director’s residence or usual place of business, as such addresses appear in the records of the Corporation, or when sent by telephone, telegram, telecopy, or other electronic means to the Director at the Director’s telephone number, or other address as it appears in the records of the Corporation, at least seven days before the meeting. Whenever notice of a meeting is required under this Section 11(a), such notice need not be given to a Director if a written waiver of notice, executed by him/her (or his/her duly authorized attorney) before or after the meeting, is filed with the records of the meeting. For the avoidance of doubt, an electronically submitted waiver from a Director (or his/her duly authorized attorney) shall constitute a written, duly executed waiver of notice as required under this Section 11(a).

(b) The following notice requirements shall apply to all regular

meetings and special meetings called for any purpose other than to amend or restate the Corporation's Articles of Organization and shall apply to all special meetings except a special meeting in lieu of an Annual Meeting: Notice of the time and place of each meeting of the Board of Directors shall be given to each Director by email (properly addressed), telephone, or other electronic means sent at least forty-eight hours before the meeting. Notice shall be deemed properly given by email when addressed and sent to the Director at the Director's email address as it appears in the records of the Corporation. Whenever notice of a meeting under this Section 11(b) is required, such notice need not be given to any Director if a written waiver of notice, executed by him (or his/her duly authorized attorney) before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting the lack of notice before the meeting or before action is taken at the meeting. Neither such notice nor waiver of notice need specify the purposes of the meeting, unless otherwise required by law, the Articles of Organization or these By-Laws. For the avoidance of doubt, an electronically submitted waiver from a Director (or his/her duly authorized attorney) shall constitute a written, duly executed waiver of notice as required under this Section 11(b).

Notwithstanding the provisions above, the Corporation acknowledges and agrees that it shall give an extended notice period as may be required under Section 6B of Chapter 180 of the Massachusetts General Laws, such that notice is given in a manner reasonably likely to make the Directors aware of any proposed action under Section 7 or Section 8A of Chapter 180 that may be taken by the Corporation.

12. Action of Board of Directors With and Without a Meeting. When a quorum is present at any meeting of the Directors, a majority of the Directors present and voting (excluding abstentions) shall decide any question, including the election of officers, unless otherwise provided by law, the Articles of Organization, or these By-Laws. Any action required or permitted to be taken at any meeting of the Board of Directors (including the Annual Meeting or any Special Meeting) may be taken without a meeting, if all of the Directors consent to the action or actions in writing and the written consents to such action or actions are filed with the records of the meetings of the Board of Directors. Any Director's electronic approval of a proposed action or actions to be taken without a meeting shall suffice as the written consent of that Director for the purposes of this Section 12. Such written consents shall be treated for all purposes as a vote at a meeting. Directors or members of any committee designated by the Directors may participate in a meeting of the Board of Directors or such committee by means of a conference telephone or similar communications equipment, provided that all persons participating in the meeting can hear each other at the same time; in such event, participation by such means shall constitute presence in person at a meeting.

13. Quorum. At any meeting of the Board of Directors, one-third of the Directors then in office shall constitute a quorum, except when a larger quorum is

required by law, by the Articles of Organization, or these By-laws; provided, however, that said quorum shall include at least two members of any current Executive Committee. Each Director shall have one vote except for non voting Directors. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

14. Board Committees. The Directors may elect or appoint one or more committees (including but not limited to an Executive Committee and an Audit Committee) and may delegate to any such committee or committees any or all of their powers, provided that any committee to which the powers of the Directors are delegated shall consist solely of Directors. Unless the Directors otherwise determine, an Executive Committee elected by the Directors shall have the power to act for the full Board of Directors on all matters between meetings of the Directors, except for such matters as are specified in Massachusetts General Laws Section 55 of Chapter 156B or other applicable law. Unless the Directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in these By-Laws for the Directors. The members of any committee shall remain in office at the pleasure of the Board of Directors.

15. Advisory Council. The Directors may create an Advisory Council in an advisory capacity to the Board of Directors and appoint to such board certain persons who are interested in furthering the purposes of the Corporation. The Directors may appoint one or more additional advisory councils for the sole purpose of advising the Board of Directors. Any advice rendered by the Advisory Council or any such advisory council may be considered by the Board of Directors but shall not be binding on the Board of Directors. Advisory councils created by the Board may include, but shall not be limited to, an Advisory Council and a Development Council.

16. Conflicts of Interest (August 27, 2002). Not more than forty-nine percent (49%) of the persons serving on the Board may be Interested Persons, and all matters relating to compensation of an Interested Person serving on the Board will be decided by disinterested Directors, excluding any such Interested Person. For purposes of this Section 16, an "Interested Person" is either:

(a) Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise; or

(b) Any sister, brother, ancestor, descendent, spouse, sister-in-law, brother-in-law, daughter-in-law, son-in-law, mother-in-law, father-in-law of any such person described in Section 16(a).

Any Director who receives or has received reasonable compensation for services rendered to the organization will recuse him- or herself from voting on his/her own compensation.

## ARTICLE IV – OFFICERS

1. Enumeration. The officers of the Corporation shall consist of a Chief Executive Officer (also referred to herein as the CEO, as defined below), a Treasurer and a Secretary, or such other officers having other titles but having the powers of a President, Treasurer and Secretary as the Board of Directors may determine. The Corporation may have such other officers and assistant officers as the Board of Directors may determine, including, without limitation, a Chair of the Board and one or more Vice-Presidents, Assistant Treasurers or Assistant Secretaries. Any two or more offices may be held by the same person, except that the CEO may not serve as either Secretary or Treasurer. An officer may but need not be a Director of the Corporation. If required by the Directors, any officer shall give the Corporation a bond for the faithful performance of his/her duties in such amount and with such surety or sureties as shall be satisfactory to the Directors.

2. Election. The CEO, Treasurer and Secretary shall be elected annually by the vote of a majority of the Board of Directors present and voting (excluding abstentions) at the Annual Meeting. Other officers shall be elected by the affirmative vote of a majority of the Board of Directors present and voting (excluding abstentions) at the Annual Meeting or at any other meeting at which there is a quorum, for such term as the Board of Directors may specify.

3. Tenure. Except as otherwise provided by law, by the Articles of Organization or by these By-Laws, the CEO, Treasurer, Secretary and all other officers shall hold office until the next Annual Meeting and thereafter until his/her successor is chosen and qualified.

4. Resignation. An officer may resign by delivering his/her written resignation to the Corporation at its principal office or to the Chair of the Board, or the CEO or the Secretary. Such resignation shall be effective upon receipt or upon such date (if any) as is stated in such resignation, unless otherwise determined by the Board.

5. Removal. The Board of Directors may remove any officer with or without cause by a vote of a majority of Directors then in office, at a meeting of the Board of Directors called for that purpose. An officer may be removed for cause only if notice of such action shall have been given to all of the Directors prior to the meeting at which such action is to be taken and if the officer so to be removed shall have been given reasonable notice and opportunity to be heard by the Board of Directors.

6. Vacancies. A vacancy in any office may be filled by vote of a majority of the Directors at any meeting of Directors at which a quorum is present or by appointment of all of the Directors if less than a quorum of Directors shall remain in office. Each such successor shall hold office for the unexpired term of his/her predecessor and in the case of the CEO, Treasurer and Secretary, until his/her

successor is chosen and qualified, or in each case until he sooner dies, resigns, is removed, or becomes disqualified.

7. Chair of the Board. If there is a Chair of the Board, that Chair shall, when present, preside at all meetings of the Directors.

8. Chief Executive Officer. The Chief Executive Officer shall be the President and chief executive officer of the Corporation (the "CEO"). The CEO shall have, subject to oversight by the Directors, general supervision and control of the business of the Corporation. The CEO shall have such other powers and duties as may be vested in him by the Board of Directors. Unless otherwise determined by the Board, at each Annual Meeting the CEO shall submit a report of the operations of the Corporation for such year and a statement of its affairs, and shall from time to time report to the Board all matters within his/her knowledge which he believes the interests of the Corporation require to be brought to its notice.

9. Vice President. The Vice President, if any, or if there shall be more than one, the Vice Presidents in the order determined by the Directors, shall assist the CEO in the performance of his/her duties and shall, in the absence or disability of the CEO, perform the duties and exercise the powers of the CEO and shall perform such other duties and shall have such other powers as the Directors may from time to time prescribe.

10. Treasurer and Assistant Treasurer. The Treasurer shall be the chief financial officer and the chief accounting officer of the Corporation. The Treasurer shall, subject to oversight by the Directors, maintain general supervision over the financial affairs of the Corporation, including its long-range financial planning, and shall cause to be kept accurate books of account. Unless otherwise determined by the Board, the Treasurer shall prepare a yearly report on the financial status of the Corporation to be delivered at the Annual Meeting. The Treasurer shall also prepare or oversee all filings required by the Commonwealth of Massachusetts, the Internal Revenue Service, or other federal and state agencies.

The Assistant Treasurer, if any, or if there shall be more than one, the Assistant Treasurers in the order determined by the Directors, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer, and shall perform such other duties and shall have such other powers as the Directors may from time to time prescribe.

11. Secretary and Assistant Secretary. The Secretary shall serve as the Clerk of the Corporation and shall be a resident of the Commonwealth of Massachusetts, unless the Corporation has designated a resident agent in the manner provided by law. The minutes and records of all meetings of the Directors shall be prepared and maintained by the Secretary. The Secretary shall keep such minutes and records within the Commonwealth at the principal office of the Corporation or the office of the Secretary or its resident agent; such minutes and



records shall be open at all reasonable times to the inspection of any Director for any proper purpose. Such minutes and records shall also contain records of all meetings of the incorporators and the original or attested copies of the Articles of Organization and these By-Laws and the names and addresses of all Directors. The Secretary shall have such other powers and shall perform such other duties as the Directors may from time to time prescribe.

The Assistant Secretary, if any, or if there shall be more than one, the Assistant Secretaries in the order determined by the Directors, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and shall perform such other duties and shall have such other powers as the Directors may from time to time prescribe.

In the absence of the Secretary and Assistant Secretary from any meeting, a temporary secretary shall be appointed by the Chair and shall exercise the duties of the Secretary at the meeting.

12. General Counsel. The General Counsel, if any, shall be responsible for management of the organization's general legal affairs.

13. Other Powers and Duties. Each officer shall have in addition to the duties and powers specifically set forth in these By-Laws, such duties and powers as are customarily incident to his/her office, and such duties and powers as the Directors may from time to time designate.

#### ARTICLE V – AMENDMENTS

These By-Laws may be amended by a vote of a majority of the Directors then in office (excluding abstentions). A By-law shall not be repealed or amended, or an additional By-law adopted, unless notice of such proposed action shall have been previously given to all Directors entitled to vote on any such amendment.

#### ARTICLE VI – DISSOLUTION

In the event of the termination, dissolution or winding up of this Corporation in any manner or for any reason whatsoever, its remaining assets, if any, shall be distributed in accordance with the provisions set forth in the Articles of Organization and in accordance with the applicable provisions of Massachusetts General Laws.

#### ARTICLE VII - MISCELLANEOUS PROVISIONS

1. Fiscal Year. Except as otherwise determined by the Directors, the fiscal year of the Corporation shall end on December 31 of each year.

2. Seal. The Corporation may have a seal in such form as the Directors may determine from time to time.

3. Execution of Instruments. All checks, deeds, leases, transfers, contracts, bonds, notes and other obligations authorized to be executed or approved by an officer of the Corporation in its behalf shall be signed or approved by the CEO or the Treasurer, or as the Directors otherwise determine. A certificate by the Secretary or an Assistant Secretary, or a temporary Secretary, as to any action taken by the Board of Directors or any officer or representative of the Corporation shall as to all persons who rely thereon in good faith be conclusive evidence of such action.

4. Transactions with Interested Parties. To the extent that the status of the Corporation as an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") is not affected thereby, and in the absence of fraud, no contract, arrangement or other transaction between this Corporation and any other corporation or any firm, association, partnership or person shall be affected or invalidated by the fact that any Director or officer of this Corporation is pecuniarily or otherwise interested in or is a director, member or officer of such other corporation or of such firm, association or partnership or is a party to or is pecuniarily or otherwise interested in such contract, arrangement or other transaction or is in any way connected with any person or persons, firm, association, partnership, or corporation pecuniarily or otherwise interested therein; provided that the fact that he individually or as a director, member or officer of such corporation, firm, association or partnership is such a party or is so interested shall be fully disclosed to the entire Board of Directors before any action may be taken in connection with such contract, arrangement or transaction; Any such Director who is so interested may be counted in determining the existence of a quorum at the meeting of the Board of Directors where action is to be taken in connection with such contract, arrangement or transaction, but the vote of such Director shall not be counted for the purpose of authorizing any such contract, arrangement or transaction that involves such Director's interest.

5. Severability. Any determination that any provision of these By-Laws is for any reason inapplicable, illegal or ineffective shall not affect or invalidate any other provision of these By-Laws.

6. Articles of Organization. All references in these By-Laws to the Articles of Organization shall be deemed to refer to the Articles of Organization of the Corporation, as amended and in effect from time to time.

7. Gender. Whenever used herein, the singular number shall include the plural, the plural shall include the singular, and the use of any gender shall include all genders.

8. Successor Provisions. All references herein: (1) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; (2) to the General Laws of the Commonwealth of Massachusetts, or any Chapter thereof, shall be deemed to refer to such General

Laws or Chapter as now in force or hereafter amended; and (3) the particular sections of the Internal Revenue Code or such General Laws shall be deemed to refer to similar or successor provisions hereafter adopted.

9. California Nonprofit Integrity Act. At all times that the California Nonprofit Integrity Act shall be applicable, the Corporation shall be in compliance with its terms.

Certified the 4<sup>th</sup> Day of March 2018



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Diane M. Peters, Clerk and Secretary