

AMENDED AND RESTATED BYLAWS

OF

BLACKSMITH INSTITUTE, INC.

SEPTEMBER 2018

ARTICLE I

NAME

The Blacksmith Institute, Inc., a New York non-profit organization, shall be known as and doing business as Pure Earth (hereinafter referred to as “**Pure Earth**” or the “**Corporation**”).

ARTICLE II

PURPOSE

1. Purpose. Pure Earth has been organized exclusively for the purposes of improving environmental and human health conditions in developing countries by working with governmental and non-governmental agencies in these countries to design projects that will create habitable and sustainable environments for future generations. In furtherance of these purposes, Pure Earth will provide project design consulting services to these agencies, coordinate technical and financial support for project implementation, and provide ongoing implementation assistance and support to these agencies to ensure the continuous viability of these projects.
2. Use of Donations. Pure Earth shall have the right to solicit and accept contributions from third parties, which shall be used in furtherance of Pure Earth’s purposes as provided above. Pure Earth shall have the right, at its sole discretion, to use any donations received for the payment of administrative expenses.

ARTICLE III

OFFICES

1. Registered Office and Agent. The registered office of Pure Earth is 475 Riverside Drive, Suite 860, New York, New York, 10115. The registered agent of Pure Earth shall be the individual serving as the current President of Pure Earth.
2. Principal Place of Business. The principal place of business of Pure Earth is 475 Riverside Drive, Suite 860, New York, New York, 10115. Pure Earth may have such other offices, either within or outside of the State of New York, as the Board may determine or as the affairs of Pure Earth may require from time to time.

ARTICLE IV

AMENDED AND RESTATED BYLAWS

OF

BLACKSMITH INSTITUTE, INC.

SEPTEMBER 2018

MEMBERS

The Corporation shall have no members.

ARTICLE V

BOARD OF DIRECTORS

1. Number and Term of Office. The activities of Pure Earth shall be managed by a board of Directors, which shall consist of a minimum of seven (7), but not more than twenty-five (25) Directors (the “**Board**”). Each Director shall hold office until such Director’s successor is elected at the annual meeting of the Board, and duly qualified, subject to earlier termination by removal or resignation. The President of Pure Earth shall serve as a Director, ex officio.

The remaining Directors shall be elected by the previously elected Directors then serving. They shall be divided into three (3) classes of as nearly equal number of Directors as possible, and each year the term of office of a different class shall expire.

At each annual meeting, the Board: (i) shall elect successors to the class of Directors the term of which has expired in that year; and (ii) may fill vacancies in those classes the terms of which have not expired. All terms shall start immediately following the annual election. Directors shall be elected for a three-year term except Directors being elected to fill a vacancy in a class that has less than three years remaining in its term shall be elected for the remaining term of such class.

A person may serve two or more consecutive full three-year terms as a Director upon nomination by the Nominating and Governance Committee and election by the Board.

Except as provided above, the election of (i) successors to the class of Directors the term of which has expired, (ii) persons being elected to newly-created Directorships resulting from an increase in the authorized number of Directors, and (iii) persons to fill vacancies shall be by the vote of a majority of the Directors then in office.

2. Honorary Directors and Advisory Directors. Honorary Directors and Advisory Directors may be elected by the Board in any number from time to time to perform such duties and to serve such terms, without voting power, as the Board may determine. Honorary Directors and Advisory Directors may be referred to herein as Non-voting Directors (“**Non-voting Directors**”). Non-voting Directors

AMENDED AND RESTATED BYLAWS

OF

BLACKSMITH INSTITUTE, INC.

SEPTEMBER 2018

do not count towards the establishment of a quorum or similar governance matters.

- a. Honorary Directors are those who have completed, or will have completed, at least two full three-year terms as a Director (six years) and are willing to continue involvement with Pure Earth. They are elected for three-year terms.
  - b. Advisory Directors are those who can bring special and needed skills and expertise to the Board and who are willing to lend such expertise to Pure Earth. They are elected for one-year terms.
3. Indemnification. Insofar and to the fullest extent permitted by law, Pure Earth shall indemnify, defend and hold harmless each Director, Non-voting Director, Officer and Board Committee member of Pure Earth (each an “**Indemnitee**” and, collectively, the “**Indemnitees**”), subject to the limitations herein, from and against any and all losses, liabilities, obligations, damages, judgments, settlements, costs and expenses (including reasonable attorney fees) (collectively, “**Losses**”) and any and all claims, demands, actions, proceedings, inquiries or investigations (“**Proceedings**”) arising out of such Indemnitee’s being or having been such Director, Non-voting Director, Officer or Board Committee member or in connection with any **Wrongful Act** (as defined herein) for which any such Indemnitee is, or is alleged to be, responsible. Such indemnity obligation shall include any reasonable expenses (including reasonable attorney fees) incurred by any Indemnitee in connection with such Indemnitee’s appearance as a witness in any Proceeding concerning any of the foregoing or otherwise concerning Pure Earth.

Pure Earth shall obtain insurance as herein provided to cover its obligations hereunder. The Board shall from time to time determine the appropriate amount and terms of insurance for indemnification purposes and shall cause Pure Earth to purchase one or more insurance policies (the “**Policy**” or “**Policies**”) in connection therewith. The definition of Wrongful Act under these Bylaws and in any situation shall be as set forth in the applicable Policy or Policies. In addition, the type and nature of proceedings covered by Pure Earth’s indemnification obligations shall also be as defined and limited by the provisions of the applicable Policy or Policies. Notwithstanding the above, no Director, Non-voting Director, Officer or Board Committee member of Pure Earth shall be indemnified for any Loss or Proceeding to the extent arising from any such Indemnitee’s gross negligence, willful misconduct or intentional breach of fiduciary duty.

Subject to the Policies and the provisions for reimbursement thereunder, reasonable expenses incurred by any Indemnitee subject to indemnification

AMENDED AND RESTATED BYLAWS

OF

BLACKSMITH INSTITUTE, INC.

SEPTEMBER 2018

hereunder may be paid by Pure Earth in advance of the final disposition of any Proceeding as authorized by the Board upon receipt of an undertaking by or on behalf of such Indemnitee to repay the amount if it shall be determined that such Indemnitee is not entitled to be indemnified.

All indemnifications hereunder are subject to the satisfaction of the following conditions: (i) promptly after the receipt of notice of the commencement of any Proceeding involving an Indemnitee which may give rise to a claim for indemnification hereunder, such Indemnitee shall give written notice to Pure Earth of such commencement; (ii) in any such event, Pure Earth shall be entitled to participate at its expense in the defense, or, if it so elects, to assume the defense of such Proceeding, in which event such defense shall be conducted by counsel selected by Pure Earth (if Pure Earth does not elect to assume the defense of such Proceeding, it will reimburse the Indemnitee for the reasonable fees and expenses of any counsel retained by the Indemnitee, but if Pure Earth elects to assume the defense, the Indemnitee shall bear the fees and expenses of any additional counsel retained by such Indemnitee); (iii) Pure Earth shall not be liable for any settlement of any Proceeding effected without its written consent; and (iv) no Indemnitee shall confess any claim or make any compromise in any Proceeding in which Pure Earth may be required to provide any indemnification hereunder except with Pure Earth's prior written consent.

No repeal or amendment of this Article shall adversely affect any right or protection of any individual with respect to any act or omission occurring prior to such repeal or amendment.

4. Conflicts of Interest. The Board shall approve and oversee the implementation of a conflict of interest policy that meets the requirements of applicable law. The existence and resolution of any conflict, as defined under the conflict of interest policy, shall be documented and filed with the minutes of the meeting.
5. Duty of Confidentiality. It is the duty of all Directors and Non-voting Directors not to disclose the Confidential Information (as defined below) presented, made available, or discussed by the Board or any Board Committee at any formal, informal, special, or regular meeting of the Board or any Board Committee without prior authorization from the appropriate party. The duty of confidentiality extends to all third parties, including but not limited to, family members, friends, business associates and former Directors and Non-voting Directors.

**"Confidential Information"** includes, but is not limited to information, documents, and materials related to the business affairs and financial condition of Pure Earth and its operations, activities and personnel. It includes information, documents, and materials about any matters, which are subject to

AMENDED AND RESTATED BYLAWS

OF

BLACKSMITH INSTITUTE, INC.

SEPTEMBER 2018

confidentiality agreements between Pure Earth and any third party. It further includes materials which are required by law, rule, or regulation to be kept confidential.

In order to foster collegiality and free discussion, the positions and statements of individual Directors, Non-voting Directors, Board Committee members, or staff shall not be discussed outside of official Board and Board Committee meetings. The decisions of the Board, its Committees, and Pure Earth management shall not be disclosed without appropriate authorization. Directors who Chair a Board Committee dealing with confidential matters shall at the beginning of each fiscal year, and more often, if appropriate, review with all Board Committee members, the duty of confidentiality as set forth in these Bylaws and in any agreement with persons. Directors and Non-voting Directors must exercise good judgment and care at all times to avoid inadvertent disclosure of Confidential Information. Conversations in public places should be limited to matters that do not pertain to Confidential Information or any other matters of a confidential or sensitive nature. In a similar manner, care should be taken to safeguard Confidential Information mailed or otherwise sent or given to the Director or Non-voting Director in paper form or soft copy (stored on personal computers or accessed through computer or smart phone or other electronic devices).

Excluded from the restrictions set forth herein are documents, materials, and information that: (a) may be required by law, rule, or regulation to be disclosed (by way of example, in response to a validly issued subpoena); (b) the Board has specifically authorized to be disclosed; or (c) are a matter of public record or have been made available to the general public.

Each Director and Non-voting Director will be asked to annually sign an acknowledgement that he or she has reviewed the Confidentiality Policy as set forth in these Bylaws and will comply in all respects with this policy.

At the end of a Director's or Non-voting Director's term in office, he or she shall return or destroy, at the request of the Chair, all documents, papers, and other materials, regardless of medium, which may contain Confidential Information in his or her possession.

6. Non-discrimination Policy. Pure Earth is committed to the principle of equal opportunity and prohibits discrimination in any manner contrary to Federal and State law, and, in particular, does not discriminate against individuals on the basis of race, color, sex, sexual orientation, gender identity, religion, disability, ancestry, national origin or ethnicity in our business, operations, programs and activities.

Each Director and Non-voting Director will be asked to annually sign an

AMENDED AND RESTATED BYLAWS

OF

BLACKSMITH INSTITUTE, INC.

SEPTEMBER 2018

acknowledgement that he or she has reviewed the Non-discrimination Policy as set forth in these Bylaws and will comply in all respects with this policy.

7. Resignation. Any Director or Non-voting Director may resign by submitting his or her resignation in writing to the Chair. The resignation shall be effective, both with respect to the Board and any Board Committee of which such Director was a member, on the date set forth in the letter, or, if no date is specified, on the date the written resignation is received by the Chair.
8. Removal. The Board by the vote of two-thirds of the Directors then in office may remove any Director, Non-voting Director, Board Committee member, and/or Officer with or without cause.
9. Compensation. No Director or Non-voting Director (except the President) shall receive a fee, salary, or remuneration of any kind for his or her services as Director or Non-voting Director. Pure Earth may, however, reimburse Directors or Non-voting Directors for reasonable expenses incurred by them, provided such expenses have been approved by the President or the Treasurer and further provided that no Director or Non-voting Director may approve his or her own expenses.
10. Powers and Duties. The Board shall have general power to control and manage the affairs and property of the Corporation subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Incorporation and herein.
  - a. The Board may:
    - i. Appoint and discharge advisors and consultants who have skills necessary or helpful to the Corporation.
    - ii. Employ and discharge persons for the furtherance of the purposes of the Corporation.
    - iii. Exercise all other powers necessary to manage the affairs and further the purposes of the Corporation in conformity with the Certificate of Incorporation and these Bylaws.
  - b. The Board shall:
    - i. Direct the Finance Committee to present at the annual meeting of the Board a financial report, verified by the President and Treasurer or a majority of the Directors, or certified by an independent public accountant or certified public accountant or a firm of such accountants selected by the Board. This report shall be filed with the records of the Corporation and a copy or abstract thereof entered in the minutes of the proceedings of the annual meeting of the Board.
    - ii. Select all Officers for the Corporation and approve the members of

**AMENDED AND RESTATED BYLAWS**

**OF**

**BLACKSMITH INSTITUTE, INC.**

**SEPTEMBER 2018**

any Committee of the Board appointed by the President.

ARTICLE VI

MEETINGS

1. Annual Meeting. The annual meeting of Board of Directors shall be held upon not less than twenty (20) days written notice of the time, place and purpose of the meeting once every year in order to elect Directors and Officers, and to transact such other business as shall come before the Board.
2. Regular Meetings. Regular meetings of the Board shall also be held periodically during year upon twenty (20) days written notice. These meetings shall be scheduled at times deemed necessary and appropriate by the Chair in consultation with the Executive Committee. A regular meeting may be cancelled at the reasonable discretion of the Chair after consultation with the Executive Committee where no significant business or issues have arisen that warrant Board discussion or votes.
3. Special Meetings. Special meetings of the Board may be called at any time and for any purpose by the Chair or by any three Directors. Such special meetings shall be held upon at least five days' notice. Such notice shall specify the time, place, and purposes of the meeting.
4. Quorum and Voting. Except as otherwise specifically provided herein, for any action of the Board, a majority of the voting Directors then in office shall constitute a quorum. Non-voting Directors shall not be considered for purposes of determining a quorum.

Except as otherwise specifically provided herein, any action of the Board may be taken by the vote of a majority of the voting Directors present at a meeting at which a quorum is present.

5. Remote Meeting Participation. Directors and Non-voting Directors may participate in meetings of the Board or Board Committees by means of a conference telephone, the internet or other similar communication method or device which is clearly audible and correctly functioning. Such remote meeting participation shall constitute presence in person at the meeting for the purpose of voting, establishing a quorum and other governance matters.

ARTICLE VII

NOTICE AND WAIVERS OF NOTICE

**AMENDED AND RESTATED BYLAWS**

**OF**

**BLACKSMITH INSTITUTE, INC.**

**SEPTEMBER 2018**

1. Forms of Notice. Each notice required by these Bylaws shall be given in writing and: (i) delivered personally; or (ii) sent by facsimile; or (iii) sent by e-mail message; or (iv) mailed by being deposited postage prepaid in the United States postal service; or (v) sent by overnight courier service. Notice given pursuant to (i), (ii), or (iii) above shall be deemed to have been given immediately. Notice given pursuant to (iv) shall be deemed to have been given three days after the date of mailing. Notice given pursuant to (v) shall be deemed to have been given one day after being sent.
2. Waiver of Notices. Any notice required by these Bylaws, or by the Certificate of Incorporation, or by law, may be waived in writing by any person entitled to notice. The waiver or waivers may be executed either before or after the event with respect to which notice is waived. Each Director attending a meeting without protesting, prior to its conclusion, the lack of proper notice shall be deemed conclusively to have waived notice of the meeting.

ARTICLE VIII

ACTION WITHOUT OR AFTER MEETINGS

1. Consent In Lieu of Meeting. The Board or any Board Committee may act without a meeting if, prior or subsequent to such action, the number of Directors or Board Committee members, as the case may be, who would have been needed to vote in favor of such action, have specifically consented in writing to such action. Such written consent(s) shall be filed in the minute book.

ARTICLE IX

OFFICERS

1. Officers. The Officers of Pure Earth shall be a Chair, a Secretary, a Treasurer and the President of Pure Earth. The President of Pure Earth shall be a member of the Board of Directors and also an Officer of Pure Earth.
2. Elections. At the Annual Meeting, the Board shall elect from among the voting Directors a Chair, a Secretary, and a Treasurer. The Board may also elect one or more Assistant Secretaries and Assistant Treasurers (who in either case need not be voting Directors). At its first Regular Meeting following the Annual Meeting of the Members in the first year of the term of the Chair or at any subsequent meeting, the Board may elect a Chair to take office upon the completion of the term of the then-current Chair. The Officers shall be nominated by the Nominating and Governance Committee. Upon any vacancy in the office of the Chair of Pure Earth as further set forth below, the Board may meet at such time as the Board deems necessary to approve an employment agreement for such



**AMENDED AND RESTATED BYLAWS**

**OF**

**BLACKSMITH INSTITUTE, INC.**

**SEPTEMBER 2018**

new Chair, and for any other related purposes.

The Chair, the Secretary and the Treasurer shall hold office for three years or until their respective successors are elected. With the exception of the President, all of the Officers may be reelected for up to two additional successive full terms as long as they continue as voting Directors. Any Officer may be reelected for more than two additional successive full terms if such Officer is providing exceptional leadership and/or if the needs of Pure Earth support such a reelection. Any such reelection will be by the vote of two-thirds of the Directors then in office.

With the exception of the President, the election of any Officer, a person to fill a newly-created Office, and a person to fill an Officer vacancy, shall be by the vote of a majority of the voting Directors then in office.

3. Duties and Authority of the Chair. The Chair shall preside at all meetings of the Board, and, subject to the provisions of these Bylaws and to the direction of the Board, shall perform all other duties and enjoy all other powers commonly incident to the office, or which are or may at any time be authorized or required by law. In the event of the Chair's absence or inability to act, the Chair may designate another Director (but excluding any Director that is also an employee of Pure Earth) to act temporarily in his or her place.
4. Duties and Authority of the Treasurer and Assistant Treasurer. Subject to the direction from the Board, the Treasurer shall have responsibility for overseeing the care and custody of all funds and investments of Pure Earth. The Treasurer shall delegate to the appropriate Pure Earth administrators the authority to endorse for collection on behalf of Pure Earth all checks, notes, and other similar negotiable instruments, and to deposit all funds of Pure Earth in such bank or other depository as may be designated by the Board. Subject to the direction of the Board, the Treasurer shall perform all other duties and enjoy all other powers commonly incident to the office.

The Treasurer shall provide the Board with an annual report not later than four months after the close of each fiscal year.

In the event of the Treasurer's absence or inability to act, the Treasurer may request that any Assistant Treasurer act temporarily in his or her place. In the event of the Treasurer's death, or the Treasurer's absence or inability to act without having designated an Assistant Treasurer to act temporarily in his or her place, the Assistant Treasurer so to perform the duties of the Treasurer shall be designated by the Chair.

5. Duties and Authority of the Secretary and Assistant Secretary. The Secretary

**AMENDED AND RESTATED BYLAWS**

**OF**

**BLACKSMITH INSTITUTE, INC.**

**SEPTEMBER 2018**

shall cause to be kept the minutes of the meetings of the Board, and when required, the minutes of meetings of the Board Committees, and shall be responsible for the custody of all such minutes. The Secretary shall give notice of meetings and, subject to the direction of the Board, shall perform all other duties and enjoy all other powers commonly incident to his or her office.

In the event of the Secretary's absence or inability to act, the Secretary may request that any Assistant Secretary act temporarily in his or her place. In the event of the Secretary's death, or the Secretary's absence or inability to act without having designated an Assistant Secretary to act temporarily in his or her place, the Assistant Secretary so to perform the duties of the Secretary shall be designated by the Chair.

6. Duties and Authority of the President of Pure Earth. The President is the Chief Executive Officer of Pure Earth, and shall supervise and control all the business and affairs of Pure Earth, as well as implementing the policies of the Board.

In particular, the President shall have the power to hire and fire employees of Pure Earth, and shall have the power to engage independent contractors and volunteers for the Pure Earth. The employees, independent contractors, and volunteers shall serve at the pleasure of the President, and they shall have any duties and responsibilities with regard to the activities and the operations of Pure Earth as may be provided from time to time by the President. These Bylaws do not create any employment agreement or expectation of continued employment for any officers, employees, independent contractors, or volunteers.

In the event of the President's death, absence, inability to act, disability, refusal to act, resignation, or other circumstances in which the President is unable or unwilling to fulfill his or her responsibilities, the Board shall select a new President to serve for the remainder of the term of the former President or until his or her successor shall be selected. Under such circumstances, the Board may designate one of the Directors or some other person to act as President until a new President is selected.

7. Compensation. No Officer of the Board shall receive a fee, salary, or remuneration of any kind for his or her services as an Officer; provided, however, that Pure Earth may provide appropriate compensation and benefits to the President in consideration of his or her services. Pure Earth may also reimburse Officers for reasonable expenses incurred by them, provided such expenses have been approved by the President or the Treasurer and further provided that no Officer may approve his or her own expenses.

ARTICLE X

**AMENDED AND RESTATED BYLAWS**

**OF**

**BLACKSMITH INSTITUTE, INC.**

**SEPTEMBER 2018**

AMENDMENTS TO AND EFFECT OF BYLAWS/FISCAL YEAR

1. Force and Effect of Bylaws. These Bylaws are subject to the provisions of the laws of the State of New York and Pure Earth's certificate of incorporation, as it may be amended from time to time (the "Certificate of Incorporation"). If any provision in these Bylaws is inconsistent with a provision of said laws or the Certificate of Incorporation, the provision of said laws or the Certificate of Incorporation shall govern.
2. Amendments to Bylaws. These Bylaws may be amended or repealed by the Board by the vote of two-thirds of the Directors then in office. Notice of any proposed Bylaw change shall be given to each Director at least ten (10) days before the meeting at which action on such proposed change is to be taken. The Board is authorized to make non-substantive changes to these Bylaws including, changes to correct typographical, grammatical and/or formatting errors at any time.
3. Fiscal Year. The fiscal year of Pure Earth shall begin on the first day of January of each year.

AMENDED AND RESTATED BYLAWS

OF

BLACKSMITH INSTITUTE, INC.

SEPTEMBER 2018

ARTICLE XI

COMMITTEES OF THE BOARD

1. Board Committees. The standing Committees of the Board shall consist of the following:

Audit Committee  
Nominating and Governance Committee  
Executive Committee  
Finance Committee

At his or her discretion, the Chair may convene one or more Ad Hoc Committee(s) for special purposes.

The work of the Board shall be initiated, as a rule, in a series of Committees.

2. Committee Membership. Members of the Board Committees (and Chairs thereof) shall be appointed by, and shall serve at the pleasure of, the Chair. They shall be comprised of Directors and, as appropriate, other individuals appointed by the Chair. Directors shall constitute the majority of the members of each Committee of the Board; provided, however, that Directors may constitute a minority of the members of any Ad Hoc Committee(s) convened at the direction of the Chair.

Any Board Committee member may resign his or her membership by submitting his or her resignation in writing to the Chair (which resignation shall be effective on the date set forth in the letter, or, if no date is specified, on the date the written resignation is received by the Chair).

3. Committee Operations. Each Board Committee shall operate pursuant to its respective charter, which shall be adopted after approval by the Board, and pursuant to its respective internal operating and administrative procedures, which shall be determined by the Chair thereof.

All actions of each Board Committee shall be reported to the Board at the next meeting and disclosed in the minutes of said Board meeting. At any meeting of a Board Committee, a majority of the Board Committee members then in office shall constitute a quorum.

Any action of any Board Committee may be taken by the vote of the majority of the members of such Board Committee at a meeting at which a quorum is present.

**AMENDED AND RESTATED BYLAWS**

**OF**

**BLACKSMITH INSTITUTE, INC.**

**SEPTEMBER 2018**

The President and the Chair shall be ex officio members, with vote, of all Board Committees, except that the President may not sit on the Audit Committee.

4. Audit Committee. The Audit Committee shall be comprised of at least three (3) directors and any additional outside members that may be selected and approved by the Nominating and Governance Committee upon a full Board vote. The Committee shall:
  - a. review with an independent public accountant the scope and planning of the audit prior to the audit's commencement;
  - b. upon completion of the audit, review and discuss with the independent public accountant:
    - i. any material risks and weaknesses in internal controls identified by the independent public accountant;
    - ii. any restrictions placed on the scope of the independent public accountant's activities or access to requested information;
    - iii. any significant disagreements between the independent public accountant and management of Pure Earth; and
    - iv. the adequacy of Pure Earth's accounting and financial reporting processes;
  - c. annually consider the performance and independence of the auditor;
  - d. report on the Committee's activities to the Board; and
  - e. perform such other duties as the Board may direct from time to time.
5. Executive Committee. The Executive Committee shall consist of at least three (3) Directors. The Executive Committee shall have all the authority of the Board except as to the following matters:
  - a. The filling of vacancies on the Board or on any committee;
  - b. The amendment or repeal of the Bylaws or the adoption of new Bylaws;
  - c. The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable; and
  - d. The fixing of compensation of the Directors for serving on the Board or any committee.
6. Finance Committee. The duties and responsibilities of the Finance Committee include:
  - a. Overseeing the financial management of Pure Earth;
  - b. Managing the Pure Earth's investment portfolio;
  - c. Overseeing the preparation of the annual budget;
  - d. Reviewing regularly the current operating budget;
  - e. Reviewing Pure Earth policies regarding employee salaries and benefits; and
  - f. Performing such other duties as the Board may direct from time to time.

**AMENDED AND RESTATED BYLAWS**

**OF**

**BLACKSMITH INSTITUTE, INC.**

**SEPTEMBER 2018**

7. Nominating and Governance Committee. The duties and responsibilities of the Nominating and Governance Committee include:
- a. Identifying, cultivating, recruiting, nominating, orienting and educating all Directors;
  - b. Recommending to the Board candidates to fill vacancies as they occur;
  - c. Proposing a slate of Officers;
  - d. Recommending candidates for Advisory Director positions, as needed;
  - e. Conducting the annual review of the Board and its Officers;
  - f. Recommending appropriate standards of conduct;
  - g. Overseeing Board performance using appropriate metrics;
  - h. Reviewing the current Bylaws and keeping them current and appropriate; and
  - i. Performing such other duties as the Board may direct from time to time.

ARTICLE XII

MISCELLANEOUS

1. Construction. These Bylaws shall be construed in accordance with applicable New York and federal law.
2. Dissolution. Upon dissolution of Pure Earth, the Board shall utilize the assets of Pure Earth for the payment of all obligations and liabilities. Any remaining assets will be disposed of in a manner consistent with Pure Earth's purpose as stated above and applicable laws and regulations, either in the form of direct expenditures or by disbursement to one or more organizations organized and operated exclusively for charitable, scientific, or educational purposes so as to qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code or any corresponding provision of a future law of similar import, or to the United States, or a state or local government, for a public purpose.
3. Adoption of Bylaws. These bylaws were adopted by the Board on September 13, 2018.