

**AMENDED AND RESTATED BYLAWS  
J.R.S. BIODIVERSITY FOUNDATION**

**Effective: December 15, 2016**

As amended by the Board of Trustees as of December 15, 2016.

**I. Name and Seal**

1. The name of this Foundation shall be the J.R.S. Biodiversity Foundation. There is no capital stock.
2. The Foundation may also use such fictitious names as the Board may approve from time to time.

**II. Address**

1. The address of the Foundation is PO Box 15178, Seattle, WA 98115.

**III. Trustees**

1. There shall be a Board of Trustees of the Foundation having responsibility for management and direction of the Foundation. The number of Trustees shall be not fewer than eight (8) and not more than fifteen (15), as shall be designated from time to time by resolution of the Board of Trustees.
  - (a) In addition to the elected Trustees, the Executive Director of the Foundation shall be a Trustee ex officio, and shall attend the meetings of the Board of Trustees but shall have no vote in meetings of the Board or committees thereof.
  - (b) The voting Trustees shall be chosen in such manner as to secure a widespread representation of the scientific, financial, and nonprofit management communities as well as to represent other areas related to the Foundation's operations.
2. The voting Trustees shall be elected at the fall meeting and shall serve for terms of three years beginning on the 1st of January following their election and until their successors are elected and qualified.
3. If a vacancy occurs in the office of any Trustee or Trustees, the remaining voting Trustees then in office may by a majority of the votes cast elect a successor or successors who shall hold office for the unexpired term in which such vacancy occurs or may adopt a resolution under Article III.1. above reducing the number of Trustees.
  - (a) A Trustee whose term has expired shall be eligible for re-election, but, after serving three consecutive terms of three years each (an aggregate maximum of nine years), a Trustee

shall be ineligible for re-election until after the lapse of three years from December 31 of said Trustee's ninth year of service. Under exceptional circumstances determined by the Board, the term of service of retiring Board members may be extended by a maximum of one year by the affirmative vote of all Trustees in office.

- (b) A Trustee elected to complete an unexpired term shall be eligible for re-election for three additional consecutive terms of three years each (an aggregate maximum of nine years plus the length of time of such unexpired term), after which he/she shall be ineligible for re-election until after the lapse of three years from December 31 of said Trustee's ninth year of full-term service. For purposes of the term limitation, service to fill an unexpired term of more than half the term shall be counted as a full term, and service to fill an unexpired term of half the term or less shall not be counted as a full term.

#### **IV. Meetings**

1. The Board of Trustees shall hold two regular meetings a year, one in the spring and one in the fall, at places recommended by the President and approved by the Executive Committee and on dates decided by the President. Written notices of the spring and fall meetings shall be sent to each Trustee at least fifteen days prior to each meeting.
2. Special meetings may be held, upon notification at least five days in advance, at the call of the President or upon written request of five Trustees.
3. The Board of Trustees may take action either (a) at a regular meeting; (b) at a special meeting; or (c) at a meeting held by conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, or (d) by email or other digital means to consider and vote on motions, and such participation shall constitute presence in person at the meeting.
4. At all meetings of the Board of Trustees or any committee thereof, a majority of voting members of the Board in office or a majority of the voting members of the relevant committee shall constitute a quorum.
5. The act of a majority of the voting Trustees present at any meeting of the Board of Trustees or of any committee thereof at which there is a quorum present shall be the act of the Board of Trustees or such committee except as may be otherwise provided by statute or by the Articles of Incorporation.
6. Any action required or permitted to be taken at any meeting of the Board of Trustees or of any committee thereof may be taken without a meeting, if all voting members then in office of the Board or committee, as the case may be, consent thereto in writing, including via email, and the writing or writings are filed with the minutes of proceedings of the Board or committee.
7. The Board of Trustees shall keep regular minutes.

#### **V. Executive Committee**

1. There shall be an Executive Committee consisting of the President who shall function as Chair of the Committee, the Vice-President, the Treasurer, the Secretary, and the Chair of the

Grants Committee. Additional members of the Executive Committee shall be elected by the Board to give a membership of six voting Trustees. The Executive Director shall be a member ex officio but shall have no vote. Members of the Executive Committee other than the Executive Director shall serve terms of one year beginning on the 1st of January following their election. Any ad interim vacancy in the Executive Committee shall be filled by election by the Board.

2. During intervals between meetings of the Board of Trustees, the Executive Committee shall exercise all powers of the Board, excepting power to (a) adopt, amend or repeal Bylaws, (b) fill vacancies in the Board or any of its committees, or (c) change the annual budget previously adopted by the Board of Trustees. In general, the Executive Committee shall carry out established policies of the Board, and except in emergencies shall initiate no new policies without approval by the Board of Trustees. During intervals between meetings of the Board of Trustees, the Executive Committee shall advise and aid the Executive Director in all matters concerning the interests and management of the Foundation's affairs and shall perform such duties and exercise such powers as may, consistent with the statute, be directed or delegated by the Board of Trustees.

3. Upon one days' notice, the Executive Committee shall meet at the call of the President or upon the written request of two members.

4. The Executive Committee shall keep regular minutes and shall report its actions at the next meeting of the Board of Trustees.

## **VI. Other Committees**

1. The Nominating Committee shall consist of a Chair and two other Trustees nominated by the President and elected by the Board in January, to serve through the end of the calendar year. The committee shall develop nominations, which the Nominating Committee Chair shall deliver to the Secretary at least fifteen days prior to the fall meeting, for the offices of President, Vice-President, Secretary, and Treasurer; for the Trustee to serve as the At-Large member of the Executive Committee; for members of the Finance and Grants Committees; for Trustees standing for re-election; and for Trustees to fill the Trustee positions that will become vacant at the end of the calendar year. The President shall recommend to the Nominating Committee the membership of the Finance and Grants Committees with accommodation for the membership of Trustees to be elected at the fall meeting. In its deliberations, the Committee may consult with the Executive Director, who also will provide necessary supporting services. With approval of the Executive Committee, nominees to fill vacancies created by reason of death, resignation, removal, disqualification or otherwise, may be presented to the Board at any time.

2. The Finance, Compliance and Investments Committee shall consist of the Treasurer as Chair, and at least two members from the Board of Trustees elected by the Board for at the fall meeting for one year terms to begin on the 1st of January following their election. The Committee shall be concerned with safeguarding the financial status of the Foundation by reviewing budgets, financial policy and investments of the Foundation, bringing recommendations on all fiscal matters to the Executive Committee and the Board and implementing their decisions.

3. The Grants Committee shall consist of a Chair and at least three other Trustees elected by the Board at the fall meeting for one year terms to begin on the 1st of January following their

election. The Executive Director shall be a member ex officio. The Committee shall be concerned with drafting calls for proposals, reviewing proposals for grants, and bringing recommendations to the Executive Committee and/or the Board for grants to be made, and advising the Executive Committee and the Board on all matters relating to the making and monitoring of grants.

4. Other committees may be established and the members appointed by the Board of Trustees, for such terms and purposes as may from time-to-time be necessary.

## **VII. Officers**

1. The officers of the Foundation shall be a President, a Vice-President, a Treasurer, a Secretary, and an Executive Director, all of whom shall be Trustees of the Foundation. The officers, except for the Executive Director, shall be elected by the Board of Trustees at the fall meeting, and each shall serve a term of one year beginning on the 1st of January following election. The foregoing notwithstanding the President shall serve a term of two years.

2. President – The President shall be the chief officer of the Foundation, shall chair the Board of Trustees, and the Executive Committee, shall see that all orders and resolutions of the Foundation are carried into effect, shall preside over meetings of the Board and shall have such powers as may be specifically granted in these Bylaws, but shall not have any special voting powers beyond a vote as a Trustee. The President shall direct that bonds, mortgages, and other contracts on behalf of the Foundation, shall be executed, and shall direct the Secretary, Treasurer, or the Executive Director to affix their signature to any instrument requiring it.

3. Vice-President – The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Trustees shall prescribe. In the event of the death or resignation of the President, the Vice-President shall succeed automatically to the office of President and assume that title, with all the responsibilities; rights and privileges attached thereto, for the remainder of the term of the deceased or resigned President. This succession shall take place at any time following election of officers. If the succession occurs prior to the prescribed term of office, the Vice-President-elect automatically becomes the President-elect, and the office of Vice-President-elect falls vacant.

4. Secretary – The Secretary shall assure that minutes are prepared and maintained for all meetings of the Board and the Executive Committee; shall assure that appropriate notice is given for all meetings of the Board and the Executive Committee; and shall perform such other duties as may be prescribed by the Board or by the President.

5. Treasurer – The Treasurer shall be Chair of the Finance, Compliance and Investments Committee and the principal representative of the Board of Trustees in all matters concerned with corporate assets. The Treasurer shall advise the Executive Committee and the Board on investment policy and fiscal practices relating to Foundation policies and shall implement the decisions of the Executive Committee and Board on investment and fiscal activities of the Foundation.

6. Executive Director – The Executive Director, who shall be appointed by the Board of Trustees and who shall hold office for as long as the Board may direct, shall be an ex officio

member without vote of the Board of Trustees, of the Executive Committee, and of all regular committees except the Nominating Committee. The Executive Director shall consult with and provide supporting services to the Nominating Committee. The Executive Director shall:

- (a) manage the affairs of the Foundation in accordance with policies, procedures, and annual budgets approved by the Board of Trustees;
- (b) have authority to enter into contracts that have been approved by the Board of Trustees, the President, or that are necessary for the conduct of activities provided for in the approved annual budget;
- (c) with the advice of the Board of Trustees, appoint other staff members who shall be responsible to the Executive Director for such duties as are assigned to them by the Executive Director.

#### 7. The Succession of Officers

- (a) Vice-President. When the office of Vice-President or Vice-President-elect is vacant, the President shall appoint a member of the Executive Committee or of the Executive Committee-elect to that office for the remainder of the current term. Following the appointment of a Vice-President, the Board shall fill an ad interim vacancy in the Executive Committee as provided by Bylaw V.1.
- (b) In the event of the death or resignation of both the President and Vice President, nominations for the position of President will be requested by the Secretary, or if the Secretary is not available, by any member of the Board, and a new President elected from the nominees by a quorum of the Board.
- (c) In the event of the death or resignation of any other officer of the Board, replacement will be by nomination of the Nominating Committee and election by a quorum of the Board.

### VIII. Finances

1. The Finance, Compliance and Investments Committee shall maintain and oversee the implementation of procedures for the internal financials controls of the Foundation and shall maintain and oversee the implementation of procedures for the selection and monitoring of the institutions that manage financial assets and transactions of the Foundation.
2. The Board of Trustees shall annually adopt a budget for the activities of the Foundation.
3. All accounts of the Foundation shall be audited annually by such professional auditors as the Board of Trustees may select.
4. The salary of the Executive Director shall be set by the Executive Committee.
5. The Executive Director shall see that full and accurate accounts of receipts and disbursements are kept in books belonging to the Foundation, and shall be responsible for the deposit of all monies and other valuable effects in the name and to the credit of the Foundation, in such depositories as may be designated by the Board of Trustees or the Executive Committee.

6. The Treasurer or Executive Director shall submit to the Board of Trustees at each regular meeting or whenever they may require it, an account of the financial condition of the Foundation according to generally accepted accounting practices or an account of all financial transactions if so requested by the Board of Trustees.

## **IX. Indemnification**

1. Indemnification. The Foundation shall indemnify as of right any person (and his or her heirs, executors and administrators) who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that such person is or was a trustee, director, officer, or representative of the Foundation, or is or was serving at the request of the Foundation as a trustee, director, officer, or representative of another Foundation, partnership, joint venture, trust, or other enterprise, in accordance with and to the fullest extent now or hereafter permitted by applicable law. The foregoing right of indemnification shall be in addition to, and not exclusive of, any other rights to which those seeking indemnification otherwise may be entitled, and the Foundation may purchase and maintain insurance on behalf of any such person whether or not the Foundation would have the power to indemnify him or her against such liability under this provision of these Bylaws.

2. Right to Indemnification. Each trustee, director or officer who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, including actions by or in the right of the Foundation, by reason of the fact that such person is or was a representative of the Foundation, or is or was serving at the request of the Foundation as a representative of another Foundation, partnership, joint venture, trust, employee benefit plan, or other enterprise shall be indemnified by the Foundation against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement, actually, and reasonably incurred by or imposed upon such person in connection with such action, suit, or proceeding; provided, however, that the Foundation shall not indemnify any such person where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness, and with respect to any criminal action or proceeding, unless such person had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person is not entitled to indemnification under this Section, or with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

3. Indemnification Continues. The indemnification and advancement of expenses provided by Article IX shall continue as to an individual who has ceased to be a director or officer and shall inure to the benefit of his or her heirs, executors, and administrators.

4. Advances for Expenses. Expenses incurred by or imposed upon a trustee, director or officer in defending a civil or criminal action, suit, or proceeding may be paid by the Foundation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the individual to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Foundation as authorized in this Article.

5. Nonexclusivity and Nonduplication. The indemnification and advancement of expenses provided by Article IX shall not be deemed exclusive of any other rights to which any person seeking indemnification may be entitled under any other bylaw, agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Notwithstanding any other provisions set forth in Article IX, the indemnification authorized and provided hereby shall be applicable only to the extent that any such indemnification shall not duplicate indemnity or reimbursement which such person has received or shall receive otherwise than under this Article.
6. Preservation of Rights. The provisions of Article IX relating to indemnification and the advancement of expenses shall constitute a contract between the Foundation and each of its trustees, directors and officers. No amendment or repeal of Article IX shall adversely affect any right or protection extended to an officer or director hereunder for an act or failure to act occurring prior to the time of such amendment or repeal. Each trustee, director or officer shall be deemed to act in such capacity in reliance upon the rights of indemnification and advancement of expenses hereunder.
7. Indemnification of Employees and Other Persons. To the extent permitted by law, the Foundation may, by action of its Board of Directors and to the extent provided by such action, indemnify employees and other persons as though they were officers or directors.
8. Insurance. The Foundation may purchase and maintain insurance, at its expense, for the benefit of itself and any person against any expense, liability or loss, whether or not the Foundation would have the power to indemnify such person under the law of the District of Columbia, the Foundation's state of operation, or under any other law.
9. Fund for Payment of Expenses. The Foundation may create a fund of any nature, which may, but need not, be under the control of a trustee, or otherwise may secure in any manner its indemnification obligations, whether arising hereunder, under the Articles of Incorporation, by agreement, vote of directors or otherwise.
10. Changes in Applicable Law. References in this Article to applicable law or to any provision thereof shall be to the law of the District of Columbia as it existed on the date this Article was first adopted (i.e., March 19, 1927) or as such law thereafter may be changed; provided that (a) in the case of any change which expands the liability of trustees or directors or limits the indemnification rights or the rights to advancement of expenses which the Foundation may provide, the rights to limited liability, to indemnification and to the advancement of expenses provided in this Article shall continue as theretofore to the extent permitted by law; and (b) if such change permits the Foundation without the requirement of any further action by trustees or directors to limit further the liability of trustees or directors (or limit the liability of officers) or to provide broader indemnification rights or rights to the advancement of expenses that the Foundation was permitted to provide prior to such change, then liability thereupon shall be so limited and the rights to indemnification and the advancement of expenses shall be so broadened to the extent permitted by law.

## **X. Notices**

1. Whenever, under the provisions of law or of the Articles of Incorporation or of these Bylaws, notice is required to be given to any Trustee or committee member, it may be given to

such person either personally or by sending a copy thereof by first class or express mail, postage prepaid, or courier service, charges prepaid, or by facsimile transmission or electronic mail, to that person's address (or facsimile number or e-mail address) appearing on the books of the Foundation, or in the case of Trustees, supplied by that person to the Foundation for the purpose of notice. notice shall be effective at the earliest of the following: (1) when received; (2) when left at the recipient's residence or usual place of business; (3) five days after its deposit in the United States mail or with a commercial delivery service, if the postage or delivery charge is paid and the notice is correctly addressed; or (4) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, or by commercial delivery service. With respect to electronic communications, unless otherwise provided in the articles of incorporation or Bylaws, or otherwise agreed between the sender and the recipient, an electronic communication is received when: (1) it enters an information processing system that the recipient has designated or uses for the purpose of receiving electronic records or information of the type sent and from which the recipient is able to retrieve the electronic record; and (2) it is in a form capable of being processed by that system.

2. Whenever, under the provisions of law or of the Articles of Incorporation or of these Bylaws, notice is required to be given, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time of the event for which notice is to be given, and filed with the minutes or corporate records, shall be deemed equivalent thereto. Neither the business nor the purpose of any meeting need be specified in such a waiver.

## **XI. Amendments**

1. The Bylaws of this Foundation may be amended by a majority vote of all of the voting Trustees of the Foundation, provided that written notice of the meeting with a copy of the proposed amendment or amendments is sent by the Secretary to each member of the Board of Trustees at least fifteen days in advance of the meeting.