

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

Effective: July 18, 2019

As amended by the Board of Trustees as of July 18, 2019.

I. NAME

1. The name of this corporation is The J.R.S. Biodiversity Foundation (the "Foundation"). The corporation is a District of Columbia nonprofit corporation organized under the Nonprofit Corporation Act and has no capital stock.

II. OFFICES

1. The Foundation may establish a principal office and other offices at such locations, within or outside of the District of Columbia, as the Board of Trustees may select.

III. TRUSTEES

1. **The Board.** There shall be a Board of Trustees of the Foundation (the "Board") having responsibility for exercising the corporate powers of the Foundation and managing the activities and affairs of the Corporation. The number of elected 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.

2. **Ex Officio Service.** In addition to the elected Trustees, the Executive Director of the Foundation shall be a non-voting Trustee ex officio, and shall attend the meetings of the Board but shall have no vote in meetings of the Board or committees thereof.

3. **Qualifications.** Trustees shall be individuals of eighteen (18) or more years of age. The Board shall endeavor to select Trustees such that taken together, all of the Trustees have appropriate skills and experience to supervise the activities and affairs of the Foundation.

4. **Election and Term.** The voting Trustees shall be elected at the fall meeting of the Board and shall serve for terms of three (3) years beginning on the 1st of January following their election and until their successors are elected and qualified.

5. **Term Limits.** After serving three consecutive terms, a Trustee shall be ineligible for re-election until after three years have elapsed from the Trustee's last day in office. Under exceptional circumstances determined by the Board, a Trustee's third term may be extended by a maximum of one year by the affirmative vote of all Trustees in office.

6. **Vacancies.** If a vacancy occurs in any Trustee position, the remaining voting Trustees then in office may: (a) elect a new Trustee to serve a new term of three (3) years following the procedure described in Section 4; or (b) adopt a resolution reducing the number of Trustees.

IV. MEETINGS

1. The Board shall hold two regular meetings during each calendar year, one in the spring and one in the fall, at times and locations recommended by the President and approved by the Executive Committee. Written notice of each regular meeting shall be sent to each Trustee at least ten (10) days prior to each meeting.

2. Special meetings may be held, upon written notice of at least forty-eight (48) hours, at the call of the President or Treasurer or upon written request of five Trustees.

3. Trustees may attend a regular or special meeting by conference telephone or by any means of communication through which all persons participating in the meeting can understand one another simultaneously, and such participation shall constitute presence in person at the meeting for all purposes under the Act.

4. At all meetings of the Board or any committee thereof, a majority of voting Trustees 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 or any committee thereof at which there is a quorum present shall be the act of the Board or such committee except as may be otherwise provided by statute, by the Articles of Incorporation, or by these Bylaws.

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 to the action in writing, including via email, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

7. The Secretary shall keep, or cause to be kept, minutes of every meeting of the Board.

V. EXECUTIVE COMMITTEE

1. There shall be an Executive Committee consisting of (a) the President, who shall function as Chair of the Committee; (b) the Vice-President; (c) the Treasurer; (d) the Secretary; (e) the Chair of the Nominating Committee; and (f) the Chair of the Grants Committee. The Executive Director shall be a member of the Executive Committee ex officio but shall have no vote on the committee.

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; (c) authorize any distributions; (d) remove any Trustee or Officer of the Foundation; or (e) 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. During intervals between meetings of the Board, 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 be directed or delegated by the Board.

3. Upon 24 hours' written notice, the Executive Committee shall meet at the call of the President or Treasurer, or upon the written request of two members of the Executive Committee.

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

VI. OTHER COMMITTEES

1. **Nominating Committee.** The Nominating Committee shall consist of three Trustees nominated by the President and elected by the Board, one of whom the President shall designate as Chair. The Board shall elect new members of the Nominating Committee in January, to take office upon election. Committee members shall serve until the end of the calendar year, at which time the Nominating Committee shall dissolve until new members are elected. The Nominating Committee shall identify nominees to fill the Trustee positions that will become vacant at the end of the calendar year. The President shall recommend to the Nominating Committee, and the Nominating Committee may approve or modify, potential nominations for the offices of President, Vice-President, Secretary, and Treasurer; and for members of the Finance and Grants Committees. In its deliberations, the Committee may consult with the Executive Director, who also will provide necessary supporting services but is not a member of the Committee. All nominations for new Trustees, officers, and committee members shall be delivered by the Nominating Committee Chair to the Secretary at least fifteen days prior to the fall meeting.

2. **Finance, Compliance, and Investments Committee.** The Finance, Compliance and Investments Committee shall consist of the Treasurer, who shall serve as Chair of the committee, and at least two Trustees elected by the Board at the fall meeting. The Executive Director shall be a member ex officio and shall have no vote. Trustees other than the Treasurer shall serve 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 financial matters to the Executive Committee and the Board and implementing their decisions. The existence of the committee shall not relieve the Treasurer of any responsibilities imposed under Article VII.

3. **Grants Committee.** The Grants Committee shall consist of at least four Trustees elected by the Board, one of whom the President shall designate as Chair. The Board shall elect committee members 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 and have no vote. The committee shall be concerned with drafting calls for proposals, reviewing proposals for grants, and bringing recommendations to the Executive Committee and 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.** Other committees may be designated, and their members appointed by the Board of Trustees, for such terms and purposes as the Board shall determine to be in the Foundation's best interest. The President may designate one member of each such committee as Chair of the committee.

VII. OFFICERS

1. **Officers and Terms.** The officers of the Foundation shall be a President, a Vice-President, a Treasurer, a Secretary, and an Executive Director, and such other officers as the Board may designate. The President, Vice-President, Treasurer, and Secretary shall be Trustees and shall be elected by the Board at the fall meeting. The President shall serve a term of two (2) years beginning on the 1st of January following election, while the Vice-President, Treasurer, and Secretary shall each serve a term of one (1) year beginning on the 1st of January following election.
2. **President.** The President shall chair the Board of Trustees and the Executive Committee; see that all orders and resolutions of the Foundation are carried into effect; preside over meetings of the Board; and have such powers as may be specifically granted in these Bylaws. The President shall not have any special voting power beyond a vote as a Trustee.
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 in office at the time of the death or resignation 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.
4. **Secretary.** The Secretary shall assure that minutes are prepared and maintained for all meetings of the Board and the Executive Committee; assure that appropriate written notice is given for all meetings of the Board and the Executive Committee; convey the nominations of the Nominating Committee; and 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 report on the financial condition of the Foundation according to generally accepted accounting principles at each regular meeting of the Board, and at other times on the Treasurer's initiative or at the request of the President, the Executive Committee, or the Board. 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 shall be an employee of the Foundation who shall serve as the chief executive officer of the Foundation under the supervision of the Board. The Board shall appoint the Executive Director, who shall hold office for as long as the Board may direct. The Executive Director shall:

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

7. **Vacancies.** In the event of a vacancy in any office other than Executive Director, the President shall recommend a candidate to fill the vacancy to the Nominating Committee. The Nominating Committee may approve or modify the recommendation prior to transmitting it to the Board, which shall fill the vacancy.

VIII. FINANCES

1. The Finance, Compliance and Investments Committee shall maintain and oversee the implementation of procedures for the internal financial 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 shall annually adopt a budget for the activities of the Foundation. The Board may delegate to the Finance, Compliance and Investments Committee approval of changes to the budget resulting from revisions proposed by the Board or by the Executive Director, provided that the Finance, Compliance, and Investments Committee determines in good faith that such changes are not of material financial importance to the Foundation.

3. All accounts of the Foundation shall be audited annually by such professional auditors as the Board may select.

4. The total compensation of the Executive Director, including salary and benefits, 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 or the Executive Committee.

IX. 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 in person or by delivery. Delivery may be accomplished by first class or express mail, postage prepaid; or commercial delivery service, charges prepaid; or by electronic transmission, to that person's physical or electronic address appearing on the books of the Foundation or, in the case of Trustees, designated for notices by the Foundation. 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. 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 to the required notice.

X. AMENDMENTS

1. These Bylaws 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.