

BY-LAWS OF FAR REACHES BOTANICAL CONSERVANCY

Article I: Name, Mission, and More Specific Purposes

1.1 Name. The name of the organization is the Far Reaches Botanical Conservancy (“Conservancy”).

1.2 Mission. The mission of the Conservancy shall be as follows:

To acquire, conserve and distribute vulnerable or uncommon plants of botanical and horticultural importance with goals of contributing to scientific and horticultural advancement while increasing public awareness of the need to protect global plant diversity.

1.3 Non-Profit Status. The Conservancy is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code, as more specifically set forth in the Articles of Incorporation.

1.4 Purposes—General and More Specific. The purposes of the Conservancy are as generally set forth in the Articles of Incorporation. The more specific purposes include as follows:

- Δ To travel and explore the world to locate, identify, and obtain myriad plants of botanical and horticultural importance that are vulnerable to unsustainable diminishment or extinction, at risk of disappearance from knowledge or cultivation, or that are otherwise insufficiently known or appreciated to assure being valued and preserved.
- Δ To preserve with curatorial integrity a reference collection of important or vulnerable plants, both from the wild and cultivation, and to expand this collection by careful propagation, selection or hybridization, making these plants available for distribution, through sale and donation, to persons and organizations that will further the purpose, mission, and goals of the Conservancy.
- Δ To educate and inspire the public about botanically and horticulturally significant plants through teaching and enthusiastic advocacy for such plants and through the artful and educational display of exemplar plants in settings that inspire discussion on the necessity of preserving these vulnerable plants as a key and necessary means of being more effective stewards of the environment.
- Δ To foster and increase understanding and appreciation of the importance, value, beauty, and ever-vulnerability of the plants that comprise the environment, doing so through the artful and educational display of exemplar plants in settings that allow for contemplation and inspire discussion, and making such plants available to the public for personal care and preservation.

- Δ To distribute plants of botanical and horticultural importance, through sale and donation, to persons and organizations that will further the purpose, mission, and goals of the Conservancy.

Article 2: Non-Profit Status and Limits on Activities

2.1 Non-Profit Legal Status. The Conservancy is a non-profit corporation formed and existing under the Laws of the State of Washington.

2.2 Limitations on Activities. No director, officer, employee, member, or representative of the Conservancy shall take any action, or carry on any activity, by or on behalf of the Conservancy, that is not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, and nothing in these by-laws should be interpreted to the contrary.

2.3 Limitations on the Use of Contributions. No contributions to the Conservancy that are deductible based on its status as a tax-exempt non-profit corporation shall be used to take actions, or to support any action by others, that is not permitted under Section 501(c)(3) of the Internal Revenue Code.

2.4 Limitation on Payments. No part of the net earnings of the Conservancy shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the Conservancy shall be authorized and empowered to pay, consistent with the Conflict of Interest policy, reasonable compensation for services rendered, payments for rents, or for use of facilities, equipment, or related fixtures, and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

2.5 Distribution Upon Dissolution. Upon termination or dissolution, any assets of the Conservancy that are lawfully available for distribution shall be distributed to one or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute). Any organization to which a distribution is to be made shall have a charitable purpose that generally includes a purpose similar to the Conservancy

Article 3: Conservancy Membership and Advisory Board

3.1 No Membership Voting. Consistent with RCW 24.03.065 the Conservancy shall have no members, no membership classes, and thus no members with any right to vote on any matter, nor shall it have members with title or interest in or to the Conservancy, its properties, or assets.

3.2 Donor-Members. The Board may authorize and create a class of members comprised of donors who meet specified requirements, including, but not limited to, a minimum

donation-amount per year, not exceeding 75 dollars. The Board may grant to such members benefits, such as invitation to special events, or purchase-discounts, provided that such privileges shall not include the right to vote in a binding way on any matter, nor shall such privilege grant title or interest in or to Conservancy property or assets. The benefits provided to donor-members may also be provided to volunteers.

3.3 Non-Membership Advisory Voting. Despite there being no members, the Board may authorize and create an additional class of member comprised of individuals with qualifications as the Board subsequently designates or decides, including, but not limited to, individuals who are able to act in an advisory role. This class of members can be referred to as the “Far Reaches Botanical Conservancy Advisory Board,” and can be granted advisory-voting power, as the Board sees fit, provided that, under no circumstances will any vote taken by the Advisory Board be binding on the Board, which will have, and continue to have, the sole executive powers.

3.4 Selection and Nomination of New Members to Advisory Board. The Board shall select and appoint individuals for membership, doing so based on the needs of the Conservancy. The Board may, by a unanimous vote, delegate the selection and nomination of new members to a committee that is made up of already-appointed members, provided that the Board shall always have the sole power to appoint members to the Advisory Board, and the Power to remove such members for any reason.

3.5 Advisory Board Members as Executives or Officers. To the extent otherwise allowed by these Bylaws, or not otherwise prohibited, members of the Advisory Board may also be appointed as or act as an Executive or Officer of the Conservancy.

3.6 Maximum Number of Advisory Board Members. In any given year, there shall be no more than twelve new members appointed to the Advisory Board. There is no maximum number of members of the Advisory Board.

3.7 Service of Advisory Board Members on the Conflict-of-Interest Review Committee. Preference shall be given to members of the Advisory Board when identifying individuals to serve on the Review Committee to be constituted pursuant to the Conflict of Interest Policy, Attachment A. Except for experts and other needed authorities on a given subject matter for a given Committee, non-Director members of the Review Committee shall come from the Advisory Board, and only if there are too few of such members available should others be identified and selected to so serve.

Article 4: Board of Directors

4.1 Powers and Responsibilities: The Board of Directors (“Board”) shall possess and use only the power and responsibility that the Articles of Incorporation, including as amended or restated

(“Articles”), grant to the Board, along with such other power and responsibility otherwise available to the Board under the law, and, managing the affairs and operation of the Conservancy consistent with all of the same. The Board shall also be responsible for maintaining the existence of the Conservancy as a non-profit corporation under the laws of the State of Washington, and maintaining the tax-exempt status of the corporation under Section 501(c)(3) of the Internal Revenue Code.

4.2 Selection and Appointment of New Directors: Existing Board members shall select, nominate, and appoint new Directors consistent with the Articles and solely by unanimous vote. The Board can at any time adopt a specified procedure for the selection, nomination, or appointment of new Board members without amending these Bylaws so long as the procedure is first approved by a unanimous vote of the Board and the procedure is recorded in the minutes of an authorized meeting. The same procedure need not be used for the subsequent selection, nomination, or appointment of a new Board member, except that, if more than one new Board member is to be selected, nominated, or appointed at one time, the same procedure must be used for all potential Board members at that time. There is no limit on the number of successive terms that an individual can serve as a Board member.

4.3 Meetings. The Board shall meet a minimum of four-times per year, with the meetings to be scheduled by the agreement of a majority of Directors. To the extent Notice is required under Washington law for an action to be taken, an email sent at least one-week prior to the meeting, shall suffice as legal notice. Any Director may waive notice at the time of the meeting, so long as the waiver is consistent with Washington law and recorded in the minutes of the relevant meeting.

4.4 Manner of Acting. For all actions taken, the Board shall act in a manner consistent with the requirements of Washington law, and as follows:

(a) Quorum. A majority of the Directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting. No business shall be considered by the Board at any meeting at which a quorum is not present.

(b) Majority Vote. Except as otherwise required by law or by the Articles, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

(c) Hung Board Decisions. In the case of a tied number of votes, no action can be taken unless and until one or more Directors changes his or her vote at the meeting. A vote cannot be changed after a meeting has been adjourned; however, nothing prevents a motion or action seeking to be approved to be presented in identical fashion at a subsequent meeting.

(d) Participation. Except as required otherwise by law, Directors may participate in

a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video-meeting, or by telephonic conference call.

4.5 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if all the members of the Board consent to the action in writing (including by email). The action shall be signed by each director and filed with the minutes of the proceedings of the Board. Action taken under this provision is effective when the last Director signs the consent, unless the consent specifies an earlier or later effective date. Signed consent can be given by electronic signature, and in counter-parts, there being no requirement for the signatures to be set forth in original, or in a single document. Such consent shall have the same effect as a unanimous vote.

4.8 Officers. Except as otherwise required by Washington law, officers shall be elected for a two-year term, every other year, by a majority vote of the Directors. Such election shall occur at the Board meeting at the Annual Meeting.

4.9 Duties of the Officers. The Vice-President, Secretary, and Treasurer offices can be combined, although, if there are enough qualified persons willing able to serve, the Vice-President office shall be kept separate. Further, there can be more than one Vice-President, with each assigned different duties. The duties of all officers shall be as deemed necessary by the Board, consistent with Washington law, but such duties shall at least include the following:

(a) President. The President shall facilitate the Board meetings, opening and adjourning the meeting, and otherwise managing the meeting according to the agenda.

(b) Vice-President. The Vice-President shall have the duties of the President when he or she is absent from a meeting. The Vice-President shall also presumptively be appointed as the President when the term of the Director who is acting as President ends.

(c) Secretary. The Secretary shall be responsible for creating minutes based on the actions taken at the meeting, circulating the minutes in draft to the other Directors for input, finalizing and signing minutes of each minute, and causing the minutes to be maintained consistent with Washington law. The secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. In addition, the Secretary may appoint, with majority-approval of the other Directors, an individual to assist in performance of all or part of the duties of the Secretary, including an attorney hired for this purpose.

(d) Treasurer. The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the Board

informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the Board on a timely basis or as may be required by the Board or Washington law. The treasurer may appoint, with majority-approval of the other Directors, a qualified fiscal agent to assist in performance of all or part of the duties of the treasurer.

4.0 Non-Director Officers. The Board may designate additional officer positions of the corporation and may appoint and assign duties to other non-Directors, except that a non-Director officers shall not have the authority to vote on any action reserved to the Board for decision.

4.11 Executive Committee. In years in which there are more than six Directors, the Board of Directors may vote to form an Executive Committee comprised of fewer than all of the Directors, delegating to this Committee any power or responsibility that can be so delegated under Washington law. In years in which there are six or fewer Directors, the Board of Directors and the Executive Committee are one and the same.

4.12 Compensation for Board Service. Under no circumstance, shall any Director receive compensation for carrying out his or her duties as a director. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses that are incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend board meetings.

4.13 Compensation for Professional Services by Directors. Directors are not restricted from receiving compensation for professional services provided to the Conservancy, but such compensation must be reasonable and fair to the Conservancy, and must be approved in accordance with the Conflict of Interest policy and Washington law.

Article 5: Workings of the Conservancy.

5.1 Authority. The authority to act on behalf of the Conservancy rests solely with the Board of Directors except as otherwise expressly stated in these Bylaws, or except as the Board of Directors otherwise expressly delegated by a resolution of the Board adopted by unanimous vote. Unless otherwise stated, all decisions of the Conservancy will be by a majority vote of a quorum of members present at a meeting.

5.2 Meeting Schedule. The schedule for meetings shall be established at the first meeting of the year by a majority vote of all Members present. The schedule shall not be changed except by a majority-vote of all Members present at a prior meeting.

5.3 Facilitating Meetings. Unless agreed otherwise at the start of a meeting by a majority-vote, the President shall be the facilitator of all meetings.

5.4 Record of Meetings. A written record of all meetings shall be created by the Secretary, or a person that the Secretary designates, taking notes at the meeting, and then circulating a draft to all other Directors for input and corrections. Once finalized, the Board shall approve the meeting-record, and the Secretary shall cause the record to be maintained. Upon request, the Secretary shall make meeting records available for inspection, in a manner approved by a majority-vote of the Board.

5.5 Meeting Agendas. An agenda shall be created and circulated to all Directors that briefly describes the actions to be taken and topics to be addressed at an upcoming meeting. Unless a majority objects, items can be added or removed from the agenda at any time during the meeting.

5.6 Location of Meetings. The location of the meeting shall be as indicated in the agenda circulated prior to the meeting.

5.7 Quorum. The attendance of more than half of current Directors shall constitute a quorum for purposes of these bylaws.

5.8 Voting. No matter shall be brought before the Conservancy for a vote except at a scheduled meeting at which a quorum of Directors is in attendance. Each Director shall be entitled to one vote on each matter that is submitted to a vote at a meeting. There is no requirement that a motion or second be made to put the matter to a vote. Whoever is facilitating the meeting shall determine the results of the vote, and the results shall be record in the record of the meeting.

5.9 Attendance. Directors are deemed to have attended a meeting if present for at least half of the meeting-time in person, or a substantial majority of the meeting-time via internet-based communication or by telephone conference.

Article 6: Committees.

6.1 Designation of Committees. The Conservancy may, by unanimous approval of the Board of Directors, designate one or more committees, each consisting of at least one Directors, to do the work of the Conservancy.

6.2 Membership of Committees. Both Directors and non-Directors, including Advisory Board Members, are eligible to serve on a designated committee.

6.3 Committee Authority. The authority of the Committee to act on behalf of the Conservancy shall be no greater than that described in the Conservancy vote approving the

Committee, as described in the minutes from the Conservancy meeting. Any committee, to the extent approved, shall have the authority of the Conservancy, except that no committee, regardless of approval, may take any action on matters that requires the approval of the Board of Directors.

6.4 Meetings and Action of Committees. All meetings and actions of the committees shall be accomplished according to the rules or practices agreed to by the committee members. If for whatever reason agreement cannot be reached on a matter or to the extent that it prevents the committee from functioning or accomplishing its goals, the Board can, by a majority vote, adopt rules on behalf of the committee.

6.5 Limit on Number of Kinds of Committees. There shall be no limit on the number or kind of committees that are formed under this Article.

6.6 Disbanding or Termination of Committees. A committee will be deemed disbanded without further vote of the Conservancy when a majority of the members of the committee vote to disband, for whatever reason. A committee can be terminated at any time, for any stated reason, by a majority-vote of the Board.

Article 7: Propagation, Preservation, Display, and Distribution of Conservancy Plants

7.1 Preamble. Consistent with its Purposes and Mission, a core activity of the Conservancy is the preservation of vulnerable or uncommon plants of botanical and horticultural importance, either directly through securing and propagating such plants, or indirectly through education intended to inspire the public protect and maintain such plants as part of a broader effort toward conserving the environment. To carry out this core activity and to achieve its multiple goals, in light of the necessity of propagating more plants than can be displayed or used for fundraising purposes, the Conservancy shall preserve, display, and distribute Conservancy plants according the following principles and methods.

7.2 Categories of Plants. Of the plants that are propagated, they shall be categorized as follows: (a) **Exemplar Plants**, which are species-examples created and maintained to preserve each such plant, keeping it available for further propagation; (b) **Display Plants**, which are those intended or used for public display consistent with the Conservancy's educational and other goals; (c) **Reserve Plants**, which are those created and maintained to be available for use as replacements or supplements to the Exemplar or Display Plants; (d) **Fundraising Plants**, which are those created and reserved for planned or expected fundraising efforts intended to support the Mission of the Conservancy; (e) **Distribution Plants**, which are those created and intended for distribution consistent with the Purpose and Mission of the Conservancy; and (f) **Excess Plants**, which are those that, although

created or intended for one of the preceding categories of plants, are no longer needed for such use and thus have become available for distribution in lieu of otherwise discarding or destroying the plants.

7.3 Priority Uses of Plant Categories. Of all plants propagated, if not needed as Exemplar or Display Plants, priority shall be given to designation and maintenance of such plants as Reserve or Fundraising Plants, with secondary priority given to designation as Distribution Plants, depending on projected need for such plants. Such designations need not be recorded nor remain fixed. Plants shall be determined to be excess throughout the calendar year based upon the appropriate considerations to warrant such designation.

7.4 Distribution of Plants to Other Organizations. Plants available for distribution can be made available to both members of the other public, and to other organizations that sell or distribute vulnerable or uncommon plants of botanical and horticultural importance, so long as the distribution is substantially consistent with the Purpose and Mission of the Conservancy, and notwithstanding the fact that the organization that is the recipient of such distributed plants is a for-profit corporation.

7.5 Limitation on Distribution of Plants in Exchange for Money. Except for plants sold for fundraising purposes, in exchange for a donation equal to a plant's value, no propagated plants shall be subject to commercial sale for profit, or otherwise exchanged in such a way as to be or be characterized as an excess benefit transaction, within the meaning of the Internal Revenue Code.

Article 8: Contracts, Checks, Indemnification, and Related Matters

8.1 Contracts and Other Agreements. Except as otherwise provided by a motion and vote of the Board, the President shall execute all contracts and other written agreements on behalf of the Conservancy, no other Director or Member having any authority to bind or obligate the Conservancy.

8.2 Checks, Drafts. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Conservancy, shall be signed by the Treasurer, or other Director or Member as authorized by a resolution of the Board, and allowed by bank or other financial institution for the relevant account. A fiscal agent properly appointed, consistent with these Bylaws, may also be designated as person with authority to sign checks in the normal course.

8.3 Deposits. All funds of the Conservancy, not otherwise employed, shall be deposited in a timely manner to the credit of the Conservancy in such banks, trust companies, or other depositories as the Board may select.

8.4 Loans. No loans shall be contracted on behalf of the Conservancy, and no evidence of indebtedness shall be issued in its name, unless authorized by motion and vote of the Board.

8.5 Employees and Independent Contractors. There shall be no limitation on the hiring of employees or independent contractors, except that the compensation paid must be reasonable in that such compensation cannot exceed the value that would ordinarily be paid for like services by like enterprises under like circumstances, and under no circumstances can such compensation constitute an inurement or private benefit otherwise inconsistent with the Conservancy's tax-exempt status.

8.6 Indemnification of Directors and Members. Each person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, lawsuit, or legal proceeding, whether threatened, pending, or completed, and whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Conservancy), arising from or premised on the fact that he or she is or was a Director, officer, Member, or agent of the Conservancy, shall be entitled to indemnification against expenses (including attorney fees), judgments, fines, and amounts paid in settlement, to the fullest extent permitted by applicable law, provided that the person was acting in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the Conservancy.

8.7 Insurance. The Conservancy may purchase and maintain insurance on behalf of any person who is or was a Director, officer, Member, employee, or agent of the Conservancy against any liability asserted against him or her incurred by him or her in any capacity arising from his or her status or authorized actions for or on behalf of the Conservancy.

Article 9: Miscellaneous

9.1 Fiscal Year. The fiscal year of the corporation shall be the calendar year, that is, from January 1 to December 31 of each year.

9.2 Conflicts of Interest. All matters related to potential conflicts of interest, including the determination and management of the same, shall be according to the Conflict Interest Policy that was adopted at the same time as, and as made an appendix to these Bylaws at Attachment A.

9.3 Bylaw Amendment. These Bylaws may be amended, altered, repealed, or restated by a unanimous vote of the Board of Directors then in office at a meeting of the Board, provided, however, (a) that no amendment shall be made to these Bylaws that would cause the Conservancy to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and, (b) that no amendment shall affect the voting rights of Directors.

9.4 Document Retention. All documents and records required by law to be created and maintained shall be retained consistent with the requirements of the law that required the documents

to be created, and as otherwise consistent with any Document Retention Policy that the Board may elect to subsequently create, adopt, and attach to these Bylaws.

CERTIFICATE OF ADOPTION OF BYLAWS

By the signature below, I certify that the Bylaws set forth above were approved by the Board of Directors on September 8, 2017, and constitute a complete copy of the Bylaws of the Conservancy.

Director and Secretary _____ Date: _____

Kelly Dodson