

# Bylaws

## World Rainforest Fund

### ARTICLE I – OFFICES

Section 1. PRINCIPLE OFFICE. The principle office of the corporation shall be at 1888 Pomar Way, County of Contra Costa, State of California; zip code, 94598.

Section 2. OTHER OFFICES. The corporation may also have offices at such other places within or without the State of California as the Board of Directors may from time to time determine or the activities of the corporation may require.

Section 3. REGISTERED OFFICE. The registered office of the corporation shall be established and maintained at 1888 Pomar Way, Walnut Creek, in the County of Contra Costa, State of California; zip code 94598.

### ARTICLE II – MEETINGS

Section 1. ANNUAL MEETINGS. Annual meetings of the Board of Directors to conduct such business as may be stated in the notice of the meeting or as may properly come before the meeting shall be held at such places, either within or without the State of California, and at such times and dates as the Board of Directors, by resolution, shall determine and as set forth in the notice of the meeting.

In the event the Board of Directors fails to so determine the time, date and place of the meeting, the annual meeting of directors shall be held at the principal office of the corporation on the first day of June at two o'clock P.M. in each year.

If the date of the annual meeting shall fall upon a legal holiday, the meeting shall be held on the next succeeding business day.

Section 2. OTHER MEETINGS. Additional meetings of the Board of Directors to conduct other business that may arise may be held at such a time and place, within or without the State of California, as shall be stated in the notice of the meeting.

Section 3. MEMBERSHIP. This being a non-membership corporation, only persons on the Board of Directors shall be members of the corporation. The Board of Directors may permit interested other persons associated with the corporation, such as donors, advisors, etc., to sit in as observers.

Section 4. VOTING. Each member of the Board of Directors shall be entitled to vote, in person or by proxy, but no proxy shall be voted after three years from

its date unless such proxy provides for a longer period. Upon the demand of any member of the Board, the vote upon any question before the meeting shall be by ballot. All questions shall be decided by an unanimous vote of the Board of Directors, except as otherwise provided by the laws of the State of California.

Section 5. QUORUM. Except as otherwise required by law, by the Certificate of Incorporation or by these Bylaws, the presence, in person or by proxy, of all of the Board of Directors of the corporation shall constitute a quorum at a meeting for the transaction of any business.

Section 6. SPECIAL MEETINGS. Special meetings of the Board of Directors for any purpose, unless otherwise prescribed by statute or by the Certificate of Incorporation, may be called by the president and shall be called by the president at the request in writing of a majority of the directors. Such request shall state the purpose of the proposed meeting.

Section 7. NOTICE OF MEETINGS. Verbal or written notice, stating the place, date, and time of the meeting, and the general nature of the business to be considered, shall be given to each director at his address as it appears on the records of the corporation, not less than ten or more than fifty days before the date of the meeting.

Section 8. BUSINESS TRANSACTED. No business other than that stated in the notice shall be transacted at any meeting without the unanimous consent of all the Board of Directors.

Section 9. ACTION WITHOUT MEETING. Except as otherwise provided by the Certificate of Incorporation, whenever the vote of the Board of Directors at a meeting thereof is required or permitted to be taken in connection with any corporate action by any provisions of the statutes or the Certificate of Incorporation or of these Bylaws, the meeting and vote of the Board of Directors may be dispensed with, if all the Board of Directors shall consent in writing to such corporation action being taken.

### **ARTICLE III – DIRECTORS**

Section 1. NUMBER AND TERM. The number of directors shall be three, or no fewer than required by law. The original Board of Directors shall be nominated by the president and approved by a majority of the Board. They shall be appointed for one-year terms.

Section 2. RESIGNATIONS. Any director may resign at any time. Such resignation shall be made in writing, either on paper or by email, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the president. The acceptance of a resignation shall not be necessary to make it effective.

Section 3. VACANCIES. If the office of any director becomes vacant, the

remaining directors in office, though less than a quorum by a majority vote, may appoint any qualified person to fill such vacancy and to hold office for the unexpired term and until his successor shall be duly chosen.

Section 4. REMOVAL. Any director may be removed either for or without cause at any time by the affirmative vote of a majority of the directors at a special meeting of the directors called for the purpose, and the vacancies thus created may be filled, at the meeting held for the purpose of removal, by the affirmative vote of a majority of the directors.

Section 5. INCREASE IN NUMBER. The number of directors may be increased by amendment of these Bylaws by the unanimous vote of the directors, at the annual meeting or at a special meeting called for that purpose, and by like vote the additional directors may be chosen at such meeting to hold office until the next annual election and until the successors are elected and qualify.

Section 6. COMPENSATION. Directors shall not receive any stated salary for their services as directors, but by resolution of the Board a fixed fee and expenses of attendance may be allowed for attendance at each meeting. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity as an officer, agent or otherwise, and receiving compensation therefore.

Section 7. ACTION WITHOUT MEETING. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the Board and such written consent is filed with the minutes of proceedings of the Board.

#### **ARTICLE IV – OFFICERS**

Section 1. OFFICERS. The officers of the corporation shall consist of a president, a treasurer, and a secretary, and shall be elected by the Board of Directors and shall hold office until their successors are elected and qualified. In addition, the Board of Directors may elect a chairman and one or two vice-presidents. The officers shall be elected at the annual meeting of the Board of Directors. More than two offices may be held by the same person, except the offices of president and secretary.

Section 2. OTHER OFFICERS AND AGENTS. The Board of Directors may appoint such officers and agents as it may deem advisable, who shall hold their offices for such terms and shall exercise such power and perform such duties as shall be determined from time to time by the Board of Directors.

Section 3. PRESIDENT. The President shall be the chief executive officer of the corporation and shall have the general powers and duties of supervision and management usually vested in the office of the president of a corporation. He shall preside at all meetings of the Board of Directors and shall have general

supervision, direction and control of the affairs of the corporation. Except as the Board of Directors shall authorize the execution thereof in some manner, he shall execute bonds, mortgages, and other contracts in behalf of the corporation, and shall cause the seal to be affixed to any instrument requiring it and when so affixed the seal shall be attested by the signature of the secretary or treasurer.

Section 4. VICE-PRESIDENT. Each vice-president shall have such powers and shall perform such duties as shall be assigned to him by the directors.

Section 5. TREASURER. The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the corporation. He shall deposit all moneys and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. The treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, or the president, taking proper vouchers for such disbursements. He shall render to the president and Board of Directors at the regular meetings of the Board of Directors, or whenever they may request it, an account of all his transactions as treasurer and of the financial condition of the corporation. If required by the Board of Directors, he shall give the corporation a bond for the faithful discharge of his duties in such amount and with such surety as the Board shall prescribe.

Section 6. SECRETARY. The secretary shall give, or cause to be given, notice of all meetings of the Board of Directors, and all other notices required by law or by these Bylaws, and in case of his absence, or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the president, or by the directors, upon whose requisition the meeting is called as provided in these Bylaws. He shall record all the proceedings of the meetings of the Board of Directors in a book to be kept for that purpose, and shall affix the seal to all instruments requiring it, when authorized by the president, and attest the same.

Section 7. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES. Assistant treasurers and assistant secretaries, if any, shall be elected and shall have such powers and shall perform such duties as shall be assigned to them, respectively, by the directors.

## **ARTICLE V – PROHIBITION OF DIVIDENDS**

Section 1. PROHIBITION OF DIVIDENDS. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, as dividends or in any other manner, its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the Certificate of Incorporation. Further, upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation,

dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for environmental and/or conservation purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE VI – CORPORATE SEAL**

Section 1. SEAL. The corporate seal shall be circular in form and shall contain the name of the corporation, the year of its creation and the words “FOUNDATION FOR BIOL. CONSERVATION & RESEARCH INC. 1983.”

#### **ARTICLE VII – FISCAL YEAR**

Section 1. FISCAL YEAR. The fiscal year of the corporation shall be determined by resolution of the Board of Directors.

#### **ARTICLE VIII – EXECUTION OF CORPORATION INSTRUMENTS**

Section 1. INSTRUMENTS. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by officer or officers, agent or agents of the corporation, and in such manner as shall be determined from time to time by resolution of the Board of Directors.

#### **ARTICLE IX – NOTICE AND WAIVER OF NOTICE**

Section 1. NOTICE. Whenever any notice is required by these Bylaws to be given, personal notice is not meant unless expressly stated, and any notice so required shall be deemed to be sufficient if given by depositing the same in the United States mail, postage prepaid, addressed to the person entitled thereto at his address as it appears on the records of the corporation, and such notice shall be deemed to have been given on the day of such mailing.

Section 2. WAIVER OF NOTICE. Whenever any notice whatever is required to be given under the provisions of any law, or under the provisions of the

Certificate of Incorporation of the corporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed proper notice.

## **ARTICLE X – AMENDMENTS**

Section 1. AMENDMENTS. These Bylaws may be altered and repealed and Bylaws may be made at any annual meeting of the Board of Directors or any special meeting thereof if notice thereof is contained in the notice of such special meeting, by the unanimous vote of the Board of Directors.

Dated: August 3rd, 1983

David M. Seaborg, President

(Signature of Incorporator)

Note: The World Rainforest Fund is part of the Foundation for Biological Conservation and Research, which is doing business as (dba) the World Rainforest Fund. Thus, as stated in these Bylaws, the corporate seal reads: “FOUNDATION FOR BIOL. CONSERVATION & RESEARCH INC. 1983.” Also, the original Bylaws at corporate headquarters and filed with the State of California have the corporate name Foundation for Biological Conservation and Research wherever World Rainforest Fund is listed in this version of the Bylaws, which have this slight revision for clarity on our website.

World Rainforest Fund EIN 94-2914127