**BY-LAWS**

**OF**

**THE SUGAR PINE FOUNDATION**

**A NEVADA NOT-FOR-PROFIT CORPORATION**

**ARTICLE I. ORGANIZATION**

The name of the organization shall be The Sugar Pine Foundation. The organization may change its name by a majority vote of the Board of Directors.

**ARTICLE II. PURPOSE**

The Sugar Pine Foundation was formed to improve forest health through scientifically based forest management and advocacy for forest restoration through public education. The Sugar Pine Foundation specializes in the restoration of forest composition through the planting of white pine blister rust resistant seedlings and other tree species that are underrepresented in the current forest species mix. The Sugar Pine Foundation identifies white pine blister rust resistant white pines for use as seed trees. White pine blister rust, (Cronartium ribicola) is an exotic fungal infection from Asia and has reached epidemic levels in the Lake Tahoe Basin and in much of the Western United States. White pine blister rust eventually kills all susceptible sugar pines (Pinus lambertiana), western white pines (Pinus monticola) and whitebark pines (Pinus albicaulis) that become infected. Over 90 percent of these trees in infected areas will die of or be seriously damaged by this fungal infection. The Sugar Pine Foundation grows genetically resistant seedlings from the proven resistant seed trees and uses volunteers and field crews to plant those seedlings throughout the Lake Tahoe Basin and Western United States. The Sugar Pine Foundation also teaches the public about forest health, the importance of native species and the effects of white pine blister rust on Western forests through educational events such as presentations, school field trips and tabling.

**ARTICLE III. MEMBERSHIP**

Members of the Board of Directors shall constitute membership of the corporation.

**ARTICLE IV. BOARD OF DIRECTORS**

A. Composition of the Board of Directors. The number of board members shall be at least 2 and no more than 12. Directors shall be of adult age.

B. Election. Candidates for the Board of Directors shall be selected from among those nominated by the existing Board of Directors.

C. Terms. Each director shall serve for a term of three years. Directors may be elected for multiple terms.

D. Removal. A director who has missed three or more consecutive meetings may be removed by a majority vote of the board members then sitting. A director may be removed for any reason by a vote of two-thirds of the members then sitting.

E. Vacancies. Vacancies may be filled at any time by a majority vote of directors then sitting.

F. General Powers. The Board of Directors shall constitute the governing body of the corporation. The board shall manage the business and affairs of the corporation. It shall have all powers necessary to carry out the objectives of the corporation as set forth in Article 2. The board may accept, on behalf of the corporation, any contribution, bequest, or devise. The board shall have the authority to hire and dismiss a director as necessary in order to carry out the objectives of the corporation. Board members shall vote on matters by saying “yes” or “no” in person, by telephone or e-mail. A simple majority is enough for most matters with the exception of those outlines specifically in these Bylaws.

G. Meetings. Meetings of the Board of Directors shall be held at least 2 times each year, at a reasonable time and place designated by the president. The president may designate additional meeting dates. One-third of the board members may, by written request such as e-mail, schedule additional meetings.

H. Annual Meeting. A meeting during the fourth quarter of the year shall be designated as the "Annual Meeting," at which new Directors and Officers are elected, and other formal annual business conducted.

I. Notice of Meetings. Board members shall receive ten days’ notice of regularly scheduled meetings. This notice may be given by e-mail, in person, by telephone, or by any other reasonable method.

J. Waiver of Notice of Meeting. A director may, in writing, waive notice of any meeting of the board of directors either before or after the meeting, and such waiver shall be deemed the equivalent of giving notice. Attendance of a director at a meeting shall constitute waiver of notice of that meeting, unless attendance is for the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.

K. Informal Action. If all the directors severally or collectively consent in writing such as email, to any action taken or to be taken by the corporation, the action shall be as valid as though it had been authorized at a meeting of the board.

L. Attendance by Telephone. If a director is not reasonably able to physically attend a meeting, the director may participate by telephone or internet, so long as the director can hear and other directors can hear the director's votes or comments. A director participating by telephone or internet counts toward a quorum. The Board of Directors shall reasonably provide for remote attendance by directors.

M. Resignations. Any director may resign at any time by giving notice of resignation to any officer of the board.

N. Quorum. A quorum shall be 50%of the directors then sitting.

O. Proxy Voting. There shall be no proxy voting.

P. Committees. The board of directors may appoint any committee it deems necessary to help fulfill its functions.

Q. Compensation of Board Members. No member of the board of directors shall receive any salary or compensation for their services as director. No director shall receive any service or benefit not provided to the general public. Directors may receive reimbursement for out-of-pocket expenses incurred while conducting authorized business on behalf of the corporation. Directors shall be entitled to receive reasonable fees for goods or services rendered to the corporation in capacities other than as members of the board.

**ARTICLE V. OFFICERS**

A. Officers. The board of directors shall have a president, a vice-president, a secretary, and a treasurer. Any person may hold two or more offices except that the president shall not also be vice-president, secretary or treasurer.

B. Duties of Officers.

1. The president shall preside at all meetings of the board. The president shall appoint members to standing and ad hoc committees. The president shall perform whatever duties the board of directors may from time to time assign.

2. The vice-president shall carry out the duties of the president when the president is absent or incapacitated; shall have the same power and duties as the president when acting in that capacity; and shall perform whatever duties the board may from time to time assign.

3. The secretary shall have charge of such books, documents and papers as the board of directors may determine; shall keep, or cause to be kept, a true and complete record of the meetings of the board of directors; shall give, or cause to be given, notice of all meetings of the directors; shall keep, or cause to be kept, a record containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence, the names of persons entitled to participate in corporate affairs. Such books shall be open for inspection as provided by law. The secretary shall, in general, perform all the duties incident to the office of secretary subject to the control of the board of directors and shall perform other duties as may be prescribed by the board of directors.

4. The treasurer shall have custody of all corporate funds, property and securities subject to such regulations as may be imposed by the board of directors. The treasurer shall keep, or cause to be kept, full and accurate accounts of receipts and disbursements and shall deposit, or cause to be deposited all corporate funds and other valuable effects in the name of and to the credit of the corporation in a depository or depositories designated by the board of directors. Corporate funds may be deposited only in banks or institutions which are insured by the Federal Deposit Insurance Corporation or the Federal Savings and Loan Insurance Corporation. The treasurer shall give to the president or board, whenever they require it, an account of transactions as treasurer and of the financial condition of the corporation and shall, in general, perform all duties incident to the office of treasurer, subject to the control of the board of directors.

C. Election and Terms. The officers shall be elected by the board of directors. The term of office shall be for three years or until the member's term as director expires.

**ARTICLE VI. STAFF**

A. Executive Director. The executive director is responsible for administering the program of the corporation. The executive director is accountable to the board of directors and shall work closely with the board to fulfill its objectives. The executive director, as authorized by the board's fiscal policy, shall sign or delegate authority to sign checks and enter into agreements with the approval of the board of directors, which are necessary to carry out the objectives of the corporation. The executive director may hire other staff members as the board of directors authorizes. The executive director shall be an ex officio member of the board. The executive director shall not be entitled to vote but shall be entitled to notice of and attendance at meetings, except those portions of a meeting at which matters directly relating to the director are discussed.

B. Other Staff. All other staff shall be supervised by and accountable to the director.

**ARTICLE VII. FINANCES**

A Fiscal Year. Jan 1-Dec 31

B Budget. The board of directors shall prepare and adopt a budget at its first meeting each year.

C Annual Financial Statement. The corporation shall prepare an annual financial statement for distribution to board members.

D Fiscal Policy. The board shall adopt and from time to time review a fiscal policy setting out a formal procedure that shall govern internal controls, the signing of checks; the obligation of funds; approval of contracts, leases, deeds and mortgages; and other significant aspects of the organization's fiscal operation. The fiscal policy shall assure that the corporation shall have sound financial controls that are appropriate, under generally accepted accounting principles, to its size and purpose.

E Seal. The corporation will not use a common seal. The signature of the name of the corporation by an authorized person shall be legal and binding.

**ARTICLE VIII. AMMENDMENTS**

The charter and these bylaws may be amended, supplemented, or repealed by a two-thirds vote of the directors present at any meeting at which a quorum is present. These bylaws shall become effective upon approval by the board of directors.

**ARTICLE IX. NONDISCRIMINATION**

The corporation shall not discriminate against any person in the hiring of personnel, election of board members, provision of service to the public, the contracting for or purchasing of services or in any other way, on the basis of race, color, sex, national origin, disabling condition, age, or any other basis prohibited by law. This policy against discrimination includes, but is not limited to, a commitment to full compliance with Title VI of the Civil Rights Act of 1964; Section 504 of the Rehabilitation Act of 1973, and the Age Discrimination Act of 1975, and any subsequent amendments to these statutes.

Approved by e-mail vote in November, 2015