

BYLAWS
RED WIGGLER FOUNDATION, INC.
Revised July 26, 2018

ARTICLE I

Name of Corporation

The name of the corporation shall be the Red Wiggler Foundation, INC. hereinafter sometimes referred to as "the Foundation." The Foundation was formed in 1996 and has been listed as the owner of the trade name the 'Red Wiggler Community Farm' since 2005.

ARTICLE II

Purposes

The Foundation programs and activities serve the charitable purposes of education and the promotion of social welfare as defined in Internal Revenue Code 501(c) (3).

ARTICLE III

Members

The Foundation will have no voting members.

ARTICLE IV

Offices

The principal office of the Foundation shall be located within the confines of the continental United States in such a location as may be determined by the Board of Directors.

ARTICLE V

Board of Directors – General Provisions

The Foundation's affairs shall be managed by its Board of Directors. The Board is responsible for hiring an Executive Director for the Foundation.

There shall be no less than 5 nor more than (15) directors who will serve three (3) year terms. It is the goal of the Foundation that beginning as of the Fiscal Year beginning October 1, 2013, and not counting previous service, each Director shall serve no more than 2 consecutive 3-year terms. The Board shall establish an orderly rotation of Directors to ensure the continuity of the Foundation. Following at least one (1) full year off the Board, any Director may be re-elected to the Board for not more than 2 additional consecutive terms. Exceptions to this policy may be made by vote of a majority of the Board.

Directors shall elect new members at any Board meeting. New Directors may be elected by a majority of the quorum at any Board meeting

Any Director may resign by giving written notice to the other directors. The resignation shall be effective at the next regular meeting of the Board of Directors. A Director may be removed with or without cause by a majority vote of all of the other Directors.

The Executive Director of the Foundation may be a non-voting member of the Board of Directors.

Directors (except for the Executive Director) shall not receive compensation for their services as Directors but can receive reimbursement for expenses and can be engaged to perform other services for the Foundation as long as the reimbursement compensation is not excessive as that term is used in IRC 494(d)(2)(E).

ARTICLE VI

Meetings of the Board

The Board of Directors shall have quarterly meetings. Special meetings, as needed, may be called by the president. Except in case of an emergency meeting (in which notice may be given with only 24 hours' notice), notice of the meeting should be given ten (10) days in advance either in writing (which shall include email), or by telephone. Attendance at the meeting shall constitute waiver of notice except where a Director attends a meeting with the express purpose of objecting to the transaction of any business because the meeting was not called or convened. 'Attendance' may be in person or via computer (e.g., Skype) or telephone.

A majority of the Directors attending any meeting shall constitute the quorum for purposes of transacting any business of the Foundation. A Director may vote in person, or by telephone conference, or via computer (e.g. Skype).

Any action which may be properly taken by the Board of Directors attending a meeting may also be taken without a meeting, if consent in writing setting forth the action so taken is signed by all of the Directors entitled to vote with respect to the action. This includes, without limitation, written consent via email. Such consent shall have the same force and effect as a vote of the Directors assembled and shall be filed with the minutes.

ARTICLE VII should

Officers of the Board of Directors

The officers shall consist of a President, a Vice President, a Treasurer, and a Secretary. The officers shall be elected by the Board of Directors. Any officer of the Corporation may be removed with or without cause by a vote of the majority of the entire Board of Directors then in office.

President: The President shall supervise all Foundation activities or delegate such supervision to other officers or to the Executive Director. The President shall preside at all meetings and shall keep the Board informed concerning the activities of the Foundation. He or she may sign, in the name of the Foundation, all contracts and documents authorized by the Board. He or she shall have the authority to establish committees and to appoint members to serve on such committees.

Vice President: The Vice President shall have such powers and duties delegated to him or her by the President. She or he will serve as President during the absence of the President.

Secretary: The Secretary shall act as Secretary of all meetings of the Board of Directors and shall keep the minutes of all such meetings. He or she shall attend to the giving and serving of all notices of the Foundation. She or he shall perform all duties customarily incident to the office of Secretary.

Treasurer: The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Foundation and shall oversee the deposit and safekeeping of all monies and other valuable effects of the Foundation in such banks or depositories as the Board of Directors may designate.

ARTICLE VIII

Committees

General/Operational Committees: The Board of Directors may create various standing committees with such powers as it deems appropriate. The President shall appoint Directors to chair and serve on those committees, and each Director may serve on multiple committees. Such committees may undertake any business that the entire Board may take up and shall report to and provide recommendations to the full Board of Directors.

Ad Hoc Committees: The Board of Directors may also establish such special committees as it determines are necessary from time to time for the functioning of the Foundation. Each such committee shall be given a specific charge and term. No special committee shall have a term extending beyond one (1) year unless reappointed. The members of special committees may be Directors, employees, or non-directors with an interest in the work and goals of the Foundation, and shall be appointed by the Board or the Executive Director of the Foundation.

ARTICLE IX

Conflicts of Interest

Any Director, officer, or employee having an interest in a contract or any other transaction, course of conduct, or determination presented to the Board of Directors or a committee of the Foundation for recommendation, authorization, approval or ratification shall give prompt, full and frank disclosure of his or her interest to the Board of Directors or committee prior to its acting on such contract or transaction. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract, transaction or determination. Such person may not be counted in determining the existence of a quorum at any meeting where the contract, transaction, or determination is

under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present.

ARTICLE X

General Provisions

Contracts

The Board of Directors may authorize any officer or officers to enter into any contract on behalf of the Foundation. The Board of Directors specifically authorizes the Executive Director to enter into such contracts as set forth in the position description for the Executive Director, as it may be amended from time to time.

Checks, Drafts, Etc .

All checks, drafts and other orders for payment of money shall be signed by the Executive Director, the President, or the Treasurer. The Board or applicable committee may establish other procedures with regard to such issues.

Gifts.

The Board of Directors or the Executive Director may accept on behalf of the Foundation any contribution, gift, bequest or devise for general purposes or for any special purpose of the Foundation.

Books/Minutes

There shall be kept at the office of the Foundation correct books of account of the activities and transactions of the Foundation including a minute book which shall contain a copy of the Articles of Incorporation, these Bylaws and all minutes of the meetings of the Board of Directors. Separate copies of the minutes of the meetings of the Board of Directors shall also be kept by the Secretary and may be kept and stored online. Minutes of the meetings of any Committees formed pursuant to Article VIII shall be kept and stored as determined by each Committee.

Indemnification

To the fullest extent of the law, Directors shall be indemnified by the Foundation against liabilities imposed upon them and expenses reasonably incurred by them in connection with any claim against them, or any action, suit or proceeding to which they may be a party by reason of their being a director. No Director shall be indemnified with respect to matters for which they shall be adjudged in such action, suit or proceeding to be liable for gross negligence or criminal misconduct in performance of duty. The Foundation shall at all times carry and maintain insurance adequate to provide such indemnification as is reasonable and appropriate.

Fiscal Year

The fiscal year of the Foundation shall run from October 1st through September 30th.

Amendments

The Directors may amend the bylaws at any regular or special meeting prior to which proper notice was given. Bylaws can only be amended by a vote of two-thirds (2/3) of all of the Directors.

ARTICLE XI

Non-Discrimination

The officers, directors, employees, and persons served by the Foundation shall be selected in a non-discriminatory manner with respect to age, sex, race, color, assets, sexual orientation, national origin, and/or political or religious opinion or affiliation.