



Project PolliNation Incorporated
Bylaws

Article I

These bylaws constitute the code of rules adopted by Project PolliNation Incorporated (hereafter known as PolliNation) for the regulation and management of its affairs.

Article II

Purposes

PolliNation has been organized to protect native bee, butterfly and other pollinator populations through community pollinator gardens, responsible gardening practices, propagation of native host plants including milkweed, and community education to create social and environmental change toward the long-term sustainability of pollinators.

PolliNation may therefore seek, apply for, and receive donations, grants, loans, and other funding from individuals, organizations, corporations, government agencies, and others to support and conduct, in any manner, any lawful activities in furtherance of these charitable, scientific, and educational purposes.

Notwithstanding any other provision of these bylaws, PolliNation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 1. Specific Objectives and Purposes

PolliNation is organized for the following purposes:

1. Identifying and implementing programs to help preserve our native pollinators and their native habitat.
2. Creating and maintaining public pollinator gardens and habitats.
3. Educating the public and raising its awareness about pollinators, their status, how to help them thrive, and responsible gardening practices.
4. Create safe-havens specific to the Monarch butterfly species.

5. Help promote the availability of native milkweed and other native host plant species.
6. Spread the joy and transformative power of gardening and the butterfly life cycle.

Article III

Membership

PolliNation shall have no members.

Article IV

Directors

Section 1. General Powers

The management and control of the affairs of PolliNation shall be vested in its Board of Directors. Directors shall not be employees of the Corporation, nor otherwise be compensated for their duties except for out-of-pocket expenses as determined by the Board.

Section 2. Number

PolliNation shall have a minimum of five directors and a maximum of fifteen directors.

Section 3. Qualifications

Each director must have an interest in protecting the sustainability of native pollinators and their habitats, and an understanding the issues facing their future. Directors shall be sought who have experience or working interest in areas such as finance, real estate, human resources, fund raising, event management, and/or possess a specific skill necessary to oversee the committees of the corporation, and work with committee members to arrive at agreed-upon proposals for presentation to the full Board. Pollination is committed to a policy of fair representation on the Board of Directors, which does not discriminate on the basis of race, physical handicap, gender, ancestry, religion, or sexual orientation.

Section 4. Election and Term of Directors

The initial directors named in the Articles of Incorporation shall serve until the first annual meeting. At the first annual meeting, one director shall be elected to a one-year term, two directors to two-year terms, and the remaining two directors to three-year terms. Thereafter, directors shall be elected to three-year terms, with a limit of two consecutive terms. The appointment of directors shall be by the affirmative vote of not less than seventy-five percent (75%) of the board. The term of office for newly elected directors shall commence at the succeeding board meeting. Each director shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Section 5. Responsibilities

Directors shall maintain oversight of PolliNation to include its board, fundraising, financial management, policy, staffing, legal issues, real estate, and programming.

Specifically, each director shall have the following responsibilities:

1. Be a brand ambassador.
2. Foster inspiration and engagement.
3. Be aware of and understand any new issues as they relate to PolliNation's mission, programs, or interests.
4. Assess any new opportunities or proposals for furthering PolliNation's goals.
5. Uphold ethical and nondiscrimination policies as set forth in these bylaws.
6. Articulate and develop short- and long-term plans.
7. Protect the short-term and ensure the long-term financial health of PolliNation.

Article V

Officers

Section 1. Election and Term of Officers

PolliNation shall have a minimum of three officers: Chief Executive Officer, Communication Officer, and Finance Officer, each fulfilled by separate individuals.

PolliNation may appoint additional officers at the discretion of the board, by the affirmative vote of not less than seventy-five percent (75%). At the annual meeting each year, the board shall elect officers. Appointment of officers shall be by the affirmative vote of not less than seventy-five percent (75%) of the board. Each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Section 2. Non-liability of Directors and Officers

The directors and officers shall not be personally liable for the debts, liabilities, or the obligations of PolliNation.

Section 3. Responsibilities of the Chief Executive Officer

The Chief Executive Officer shall perform all duties incident to her office and other duties as may be required by law, these bylaws, or which may be prescribed from time to time by the board of directors. Specifically, her responsibilities shall be:

1. Provide overall direction, policy, and priority setting.
2. Manage and oversee the board of directors, including facilitating its meetings.
3. Ensure the short-term success of PolliNation while always looking to long-term opportunities for growth, community impact, and sustainability.
4. Be the primary promoter and key contact person.
5. Raise funds.
6. Advocate for anything and everything PolliNation is trying to do.
7. Create measures of success for PolliNation with officers, and committee and program leaders.
8. Lead by example.

Section 8. Responsibilities of the Communication Officer

The Communication Officer functions in both an internal and external capacity. Her internal responsibilities include:

1. Recording meeting minutes.
2. Maintaining PolliNation's corporate documents, mailing lists, databases, and permanent record.

Her external responsibilities include:

1. Managing official correspondence.
2. Managing email traffic.
3. Reviewing all collateral and PR communication.
4. Seeing that PolliNation's website (pollinationpower.org), Facebook page (www.facebook.com/projectpollinationinc/), and any other digital or social media is current.

Section 9. Responsibilities of the Finance Officer

The Finance Officer oversees the short- and long-term financial health of PolliNation. Her responsibilities include:

1. Maintaining and/or managing the financial books.
2. Managing bank account(s), securities, assets, and investments.
3. Receiving contributions and receiving and giving receipts for moneys due and payable to Project PolliNation from any source whatsoever, and deposit all such moneys in the name of Project PolliNation into accounts as selected by the board in accordance with the provisions of these By-laws.
4. Preparing annual financial report for the IRS.
5. Rendering reports as requested by the board of directors.
6. Assist in yearly operating budget development.
7. Develop long-term strategy for the sustainability of PolliNation.
8. Oversee fundraising efforts.

Article VI

Committees

Section 1. Executive Committee

The Executive Committee shall consist of all officers of the Corporation. The Committee shall have the power to act on behalf of PolliNation subject to final ratification of its acts by the Board. Any officer may call a meeting of the Executive Committee.

Section 2. Standing and Ad hoc Committees.

Standing and ad hoc committees and leaders of each committee shall be established and empowered by the board of directors as needed. One board member shall reside on each committee. The intention of each committee shall be written and success measures determined. Committees may be long-standing or created to serve a short-term objective. Dissolution of committees shall be determined by the board.

These may include, but are not limited to, the following:

1. Budget Committee
2. Fundraising Committee
3. Volunteer Gardener Committee
4. Education Committee
5. Outreach Committee
6. Marketing & PR Committee
7. Special Event Committee
8. Greenhouse Committee

Article VII

Procedures

Section 1. Regular and Special Meetings

Regular meetings of the board of directors shall be no fewer than quarterly. The annual meeting of the board shall be in the winter months for the purpose of electing directors. Special meetings may be called by any board officer or any two directors, or a majority of paid staff. Committees shall also hold regular meetings, scheduled according to each committee.

Section 2. Location of Meetings

Board meetings shall be held at a location of the Chief Executive Officer's determination. Committee meetings shall be held at a location of the committee leader's determination. Meetings may be conducted via phone or internet conference so long as all participants agree to such conditions and can communicate concurrently with each other participant.

Section 3. Notification of Meetings

Written notice of date, time, and location of each meeting shall be accompanied by meeting agenda. Regular meetings shall be communicated at least two weeks in advance, and special meetings shall be communicated at least five days in advance.

Section 4. Quorum

A majority of the directors shall constitute a quorum for the purposes of convening a meeting or conducting business. A majority of the quorum shall constitute an act of the board unless a greater number is required by any provision in the bylaws.

Section 5. Process

All meetings shall be conducted according to a standard parliamentary procedure. The board shall seek to make decisions through consensus. If consensus cannot be reached in a reasonable period of time, the President may table the decision until the next meeting or ask that a decision be made by the affirmative vote of not less than seventy-five percent (75%) of those present and eligible to vote. Each board or committee member shall be entitled to one vote. The act of those present in person at a meeting at which a quorum has been attained shall be the act of the body so meeting.

Section 6. Voting

When it is necessary to vote on any matter before the board, directors shall be present either at location or via phone or internet conference, according to Article VII, Section 2 of these bylaws. Voting by proxy and cumulate voting is not permitted.

Section 7. Resignation

Any director, officer, or committee leader may resign at any time by delivering notice to the board.

Section 8. Removal

Any director, officer, or committee leader may be removed without cause, at any time with a majority vote by the board of directors. A director, officer, or committee leader under consideration for removal shall be notified of the consideration by written notice at least five days prior to the meeting at which the vote takes place.

Section 9. Vacancies

The board of directors may fill a vacancy of the board or committee for the remainder of the unexpired term.

Section 10. Compensation

Directors, officers, and committee leaders shall receive no salary or other compensation for their services. They may be eligible for reimbursement for actual expenses incurred in the performance of their duties for PolliNation, as determined by the board.

Section 11. Records

All board and committee meetings shall be recorded with meeting minutes and filed as part of the permanent record. All officers and committee leaders shall relinquish their records to the board immediately upon the completion of their term of office or the life of the committee.

Article VIII

Administration**Section 1. Fiscal Year**

The fiscal year shall be the calendar year.

Section 2. Books & Records

PolliNation shall keep correct and complete books and records of accounts, minutes of the meetings of the board and committees, and at its registered office the names and addresses of the directors and officers. All books and records shall be open for public inspection for any proper purpose at any reasonable time.

Section 3. Contracts

The board may authorize any officer or agent of PolliNation to enter into any contract or to execute and deliver any instruments on behalf of the Corporation.

Section 4. Loans

No loans shall be contracted on behalf of PolliNation and no evidences of indebtedness issued in its name. No loans shall be made to any director.

Section 5. Checks and Drafts

All checks, drafts, or other orders for the payment of money or other evidences of indebtedness issued on behalf of PolliNation shall be signed by such officer or agent of the Corporation in such a manner as determined by the board.

Section 6. Deposits

All funds of PolliNation, not otherwise employed, shall be deposited to the credit of PolliNation in such banks, trust companies, or other depositories as determined by the board.

Section 7. Disbursements

All itemized project budgets shall be reviewed and approved by the board. Once approval is obtained, no additional approval is required for disbursements. Any financial transactions which have a value of \$500.00 or more, not included in an itemized project budget shall require board approval.

Section 8. Receipt of Gifts and Donations

The board of directors may accept on behalf of PolliNation any contribution, gift, bequest, or device for the nonprofit purposes of this corporation.

Section 9. Staffing

The board may determine if and when part- or full-time paid staff is required to fulfill the duties of PolliNation, by the affirmative vote of not less than seventy-five percent (75%) of the board. No voting member of the board or a committee may be considered for paid positions within PolliNation.

Section 10. Compensation of Staff

The board shall determine the salary for any paid staff. All salaries must be a fixed amount and be in line with similar job descriptions in the community of hire.

Article IX

Miscellaneous

Section 1. 1 Offices

The principal office of PolliNation shall be located in Montgomery County of the State of Texas. PolliNation may also have offices at such other places within the State of Texas as its business and activities may require and as the board may, from time to time, designate.

Section 2. Indemnification

PolliNation may indemnify to the fullest extent permitted by Texas State law any person who was or is a party to or who is threatened to be made a party to any threatened, pending,

or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that the person is or was a director, officer, employee, or agent of the Corporation against expenses (including attorneys' fees), judgments, fines, penalties, damages, and any amounts paid in settlement actually or reasonably incurred by him or her in connection with the action, suit, or proceeding.

8.3 Amendment

These bylaws may be amended by the affirmative vote of not less than seventy-five percent (75%) of the directors at any meeting of the board provided all directors have been notified of this purpose, and that as amended the bylaws shall not contain any provision that permits PolliNation to carry on activities not permitted by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax code.

Section 4. Dissolution

PolliNation may voluntarily dissolve and cease to operate upon the affirmative vote of not less than seventy-five percent (75%) of the directors at any meeting of the board, provided all directors have been notified of this purpose. Upon dissolution, any net assets of the Corporation shall be distributed to one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article X

Code of Ethics

Section 1. Higher Standard

The officers, board, committee leaders and members, and any paid staff, shall recognize that the work they each do on behalf of PolliNation shall be held to a higher standard than anything else. Each carries a torch that when best used, can illuminate the spirit and reflect the consciousness of PolliNation.

Section 2. Treatment of Others and Our Environment

Each officer, director, committee leader and members, and any paid staff shall treat all people, creatures, living things, and natural resources in our environment with the highest respect. We recognize the importance of diversity, balance, wellbeing, and mindfulness in the complex web of life on our planet, as well as in our personal lives.

Section 3. Conflict of Interest

Any officer, director, or committee member who has a conflict of interest in any decisions or transactions under consideration of the board, shall recuse themselves from all discussions and votes pertaining to that transaction.

A person has a conflict of interest if there is any potential financial benefit from any transaction to any of the following:

1. The person;
2. Any member of the person's immediate family including spouse and children;
3. A business partner of the person; or
4. Any organization for profit in which the person or any persons listed above, is serving or about to serve as a director, officer, trustee, partner, or employee.

A financial benefit includes but is not limited to grant money, contract, subcontract, royalty, contingency, fee, gratuity, favor, or any other thing of monetary value.

Section 4. Periodic Review

To ensure PolliNation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted.

Section 4. Non-Discrimination

PolliNation is committed to ensuring a positive, respectful, and kind working environment within the organization and with whomever PolliNation interacts. PolliNation does not discriminate on the basis of race, physical handicap, gender, ancestry, religion, or sexual orientation and shall have zero tolerance for anyone exhibiting such behavior.