

AMENDED AND RESTATED
BYLAWS
OF
TREES FOR LIFE, INC.
www.treesforlife.org

Article I
MEMBERSHIP

The membership of the corporation shall consist of the trustees.

Article II
TRUSTEES

Section 1. Board of Trustees. The oversight of business and affairs of the corporation shall be managed by or under the direction of the Board of Trustees.

Section 2. Number, Qualifications and Tenure. The power to elect trustees shall be vested in the members. The number of trustees shall be not less than five or more than twenty-one as established from time to time by the Board of Trustees. Trustees may be elected at any regular meeting and shall serve for a term of three years. A trustee shall not be elected for more than two consecutive terms, after which a one-year lapse in membership is required before being eligible to be re-elected to the board unless otherwise approved by the board. The President is excepted from these term limits and shall remain a member of the board for as long as they hold the position of President.

Section 3. Board Chairperson. The Chairperson of the Board of Trustees shall be elected to serve a term of two years. The Chairperson shall preside over the meetings of the Board of Trustees. No person shall hold the position of Chairperson for more than two consecutive terms. A former Chairperson shall remain a member of the board for one year or until the end of their term as a member as defined in this Article, whichever period is longer. In the absence of the Chairperson at any board meeting, another officer shall preside over the meeting.

Section 4. President. The President shall have general supervision over the affairs of the corporation. The President shall be an ex-officio member of the Board and of all committees except the President's performance and salary review committee and shall have the general powers and duties of supervision vested in the office of President of a corporation. The President shall not have voting rights regarding his or her compensation.

Section 5. Annual Meetings. An annual meeting of the members shall be held during the first quarter of each year, at a time and place to be determined by the trustees, for the purpose of electing trustees and officers, and for the transaction of such other business as may come before the meeting. The annual meeting may be held during the first regular meeting of the year. Any business may be transacted at the annual meeting of the Board of Trustees.

Section 6. Regular Meetings. Regular meetings of the Board of Trustees shall be held quarterly and at such other times and places as the Board of Trustees may from time to time determine. Any business may be transacted at any regular meeting.

Section 7. Special Meetings. Special meetings of the Board of Trustees may be called at any time by the President or Chairperson. The President shall fix the time and place of any such special meeting. The purpose of the special meeting shall be stated in the notice thereof and no business other than that related to the purpose of the special meeting shall be transacted at any such special meeting unless all trustees are present at such meeting and no trustee objects thereto.

Section 8. Notices of Meeting, Waiver. Written notice of regular and annual meetings shall be given by emailing such notice to each trustee at least 10 days in advance thereof or by personal delivery to each trustee at least 48 hours prior to such meetings. Written notice of any special meeting shall be given by emailing such notice to each trustee at least three days in advance thereof or by personal delivery to each trustee at least 24 hours prior to such meeting. Any trustee may waive notice of any meeting and a written waiver of notice of any meeting, signed by the trustee entitled to such notice, whether before or after the meeting stated therein, shall be deemed equivalent to the required notice. The attendance of a trustee at any meeting shall constitute a waiver of notice of meeting except that, when a trustee attends a meeting for the sole purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened, does not otherwise participate in any business at such meeting, and makes known to the other trustees that the sole reason for his attendance is such objection, such attendance shall not constitute waiver of the required notice.

Section 9. Quorum. A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees. A Trustee will be considered present for the sake of quorum if he or she is participating from a remote location by telephone, teleconference, video conference or similar interactive means.

Section 10. Manner of Acting. Except as otherwise provided in the Articles of Incorporation or Bylaws of the corporation, the act of the majority of the trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees.

Section 11. Compensation. Trustees shall receive no compensation for their services as trustees. However, nothing herein contained shall preclude any trustee from serving the corporation in another capacity and receiving compensation therefore, provided, however, no trustee shall be entitled to any compensation for such services unless the same is authorized by the Board of Trustees.

Section 12. Removal. Any trustee who shall fail to attend or participate remotely in any three consecutive meetings of the Board of Trustees may be removed from membership as trustee by a majority of the entire Board of Trustees at the next meeting. Any trustee may be removed by a majority vote of the entire Board of Trustees, with or without cause, whenever in the judgment of the Board the best interest of the corporation will be served.

Section 13. Disclosure. A Trustee, or any business or organization in which he or she has a direct or indirect interest, having business dealings with the corporation shall provide complete disclosure to the Board prior to commencement of said dealings. A Trustee doing business with the corporation as a client may not enjoy rates or arrangements preferential to those available to similarly situated clients.

Section 14. Conflict of Interest. Whenever a Trustee or Officer has a financial or personal interest in any matter coming before the Board, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Trustees determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Section 15. Non-Discrimination. The Trustees, Officers, and employees of the corporation shall be selected entirely on a non-discriminatory basis with respect to age, gender, sexual orientation, marital status, disability, race, religion and national origin.

Article III COMMITTEES

Section 1. Ad Hoc Committees. The President or Chairperson may appoint the members to ad hoc committees as needed. Members of these committees may or may not be members of the Board of Trustees. Such ad hoc committees shall have no authority over the business or affairs of the Corporation but shall serve only to advise the Board of Trustees and officers.

Article IV OFFICERS

Section 1. Number. The officers of the corporation shall be Chairperson, Secretary, Treasurer and other officers as may be established by the Board and elected in accordance with the provisions of this Article. The offices of Secretary and Treasurer may be combined in one individual. No officer except the Chairperson need be a member of the Board of Trustees.

Section 2. Election and Term of Office. Officers shall be elected by the Board of Trustees at the annual meeting. Vacancies may be filled or new offices created and filled at any meeting of the Board of Trustees. Each officer shall hold office until his/her successor has been duly elected.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Trustees shall serve at the pleasure of the Board and may be removed by the Board of Trustees, with or without cause, whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies. In the event of the death or resignation or disqualification of one or more trustees serving as an officer, a majority of the surviving trustees shall appoint a trustee to fill the vacancy or vacancies within a reasonable time, and s/he shall serve the remainder of the unexpired term of the officer until his/her successor is elected and qualified.

Section 6. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Trustees, shall have charge of all corporate records, and shall perform the usual duties of an officer of this character including the giving of notices of meetings.

Section 7. Treasurer. The Treasurer shall be the custodian of and receive and pay all money coming to or owing by the corporation, pay all salaries and wages of officers, agents and employees of the corporation, shall make a report of the fiscal condition of the corporation to the Board of Trustees at least quarterly and whenever required by them, and, in general perform all of the duties incident to the office of Treasurer. The Treasurer shall, if required by the Board, execute a good and sufficient bond in such amount as may be fixed by the Board of Trustees. Said bond shall be subject to the approval of the Board of Trustees.

Notwithstanding the foregoing, the Board may employ such persons as it determines to perform the duties of the Treasurer as set forth herein.

Section 8. Salaries. The officers and employees shall receive such salaries and compensation as is fixed by the President, except that the President's compensation shall be determined by the Board of Trustees at least annually.

Article V USE OF FUNDS

Funds contributed to this corporation shall be used exclusively for the purposes set forth in the Articles of Incorporation and the Bylaws.

Article VI FISCAL YEAR

The fiscal year of the corporation shall be such period of twelve (12) months as the Board of Trustees shall determine.

Article VII SEAL

The corporation shall have no seal.

Article VIII
INDEMNIFICATION

The corporation shall indemnify every manager, trustee, officer, managing agent, their respective successors, personal representatives, and heirs, against all loss, costs, and expenses, including counsel fees reasonably incurred by such persons in connection with any action, suit, or proceeding to which they may be made party by reason of being or having been a manager, officer, or trustee of the corporation, except as to matters as to which such person shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the corporation is advised by counsel that the person to be indemnified has not been guilty of gross negligence or willful misconduct in the performance of his duty as such manager, trustee, officer, or managing agent. The foregoing rights shall not be exclusive of other rights to which such manager, trustee, officer, or managing agent may be entitled.

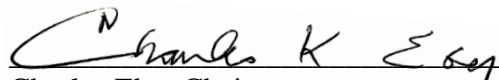
Article IX
Amendment of Bylaws

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted at any regular meeting of the Board of Trustees or at any special meeting of the Board of Trustees called for that purpose when such action is taken by a majority of the entire Board of Trustees.


ADOPTED AND APPROVED by the Board of Trustees on this 20th day of July, 2018.



Simmi Dalla, President



Charles Eby, Chairperson



Jeffrey Faus, Secretary