



LEAD for Pollinators

1624 Idlewood Ave.

Akron, OH 44313

330-803-3449

www.leadforpollinators.org

info@leadforpollinators.org

By Laws

Article I. Name of Organization

Section 1. Name of Organization

This organization shall be known as LEAD for Pollinators, Inc., and its location will be at the address of one of the two co-founders.

Section 2. A co-founder may assign the organization's mailing address to the organization's accountant, attorney, or similar statutory agent.

Article II. Mission, Charitable Purpose, Dissolution

Section 1. Mission

Our mission is to provide leadership, education, action, and development to support the health and sustainability of honey bees, native pollinators, and the keepers of the ecosystem. We will act as a catalyst, facilitator, and collaborator to support the work of local and state beekeepers and others who work for environmental sustainability. Acting as a catalyst we may support collaborators as their fiscal sponsor.

Section 2. Said organization is organized exclusively for charitable, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 3. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees/directors, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make

payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Section 4. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 5. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal revenue code, or the corresponding section of any future federal tax code.

Section 6. The organization may be dissolved with authorization of its co-founders and the Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the co-founders and Board members. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization 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 III. Board of Directors

Section 1. Membership

Membership in LEAD for Pollinators, Inc. is limited to the co-founders and members of the Board of Directors. No spouses, children, parents/grandparents, siblings of an officer and their spouse, and immediate family members shall serve on the Board, as an Officer or Board member at the same time.

No spouses, children, parents/grandparents, siblings, and immediate family members of a co-founder, shall serve on the Board, as an Officer or Board member at the same time.

Section 2. Duties of All Board Members

Members of the Board of Directors act as trustees of the organization's assets, and must exercise due diligence to oversee that the organization is well-managed, and that its financial situation and reputation remains sound. To these ends board members are expected to:

- a) Obey the Bylaws of the organization.
- b) Promote the organization and work to fulfill the mission of LEAD for Pollinators, Inc.
- c) Put the interests of the organization at the forefront.
- d) Disclose even potential conflicts of interest and be willing to recuse themselves from voting in matters in which they have personal interests. (The remaining members of the Board, without similar conflict, may need to determine if the potential conflict merits recusal.)
- e) Exercise ordinary and reasonable care in the performance of their duties, exhibiting honesty and good faith.

Section 3: Use of Board Titles

The titles of Executive Officers and Board members are to be used only, and exclusively in conjunction with activities associated with the organization.

All volunteer Board members will identify themselves per their exact title:

- President
- Vice President
- Secretary
- Treasurer
- Board member

All volunteer Board members will adhere to the titles while serving in these positions:

- While engaged in public service and promotion of the organization.

- In emails representing the organization's activities/business (utilizing the prescribed email signature policy/design, and must be used by all Board members.)
- No editing, abbreviating, deviating from the assigned title is permitted by any Board member on their own emails, letterhead, or in written and verbal promotion of themselves or the organization.

Section 4. Officers

The officers shall consist of President, Vice President, Secretary, and Treasurer. The Treasurer position may be held by one of the other Officers who has the skill-set required to manage the financial records.

Section 5. Duties of Officers

President. The duties of the President shall be to preside at all meetings. Other duties may be defined in a separate job description that can be revised based upon annual grant funding and projects.

Vice President. The duties of the Vice President shall be to assist the President and preside at any meeting during the absence of the President. Other duties may be defined in a separate job description that can be revised based upon annual grant funding and projects.

Secretary. The duties of the Secretary shall be to keep a written /electronic record of all proceedings at all meetings and send a copy to all the board members, and Executive Director via email. Other duties may be defined in a separate job description that can be revised based upon annual grant funding and projects, and the requirements of transparency and IRS / GAAP records management and retention.

Treasurer. The Treasurer position may be held by one of the other Officers who has the skill set required to manage the financial records. The duties of the Treasurer shall include maintaining a record of all income, expenses, and in-kind donations/support, prepare and present a financial report at each meeting, and with the Board prepare and provide an annual report. There will also be an annual financial reconciliation performed by the Board within thirty (30) days of the close of the end of fiscal year bank statement. Other duties may be defined in a separate job description that can be revised based upon annual grant funding

and projects and the requirements of transparency and IRS / GAAP records management and retention.

Statutory Agent. The Treasurer or the Executive Director shall be the Statutory Agent with the State of Ohio and the Internal Revenue Service utilizing the mailing address of the organization.

Section 6. General Powers

The Board of Directors will have the authority to enter into contracts, review / approve policies and procedures set forth by the staff / Board, and recruit / remove Board members, staff, and independent contractors.

Section 7. Number of directors, term limits and requirements

Number of Directors. Per Ohio law a minimum of three (3) Board members are eligible to sustain the organization within the State. The Board will be comprised of a minimum of three (3) Board officers, with no more than a total of seven (7) Board members. To ensure gender diversity on the nonprofit Board when served by the maximum number of Board members, the gender composition will be 60% women, and 40% men on the LEAD for Pollinators, Inc. Board of Directors.

Board positions: Three to four Officers, plus Board members for a maximum of seven (7) total Board officers and Board members.

1. President
2. Vice President
3. Secretary
4. Treasurer
5. Board member
6. Board Member
7. Board member

Term Limits. Board members are limited to two consecutive terms. Board member and Board officer terms are staggered for convenience, short-term expertise, and consideration of Board member personal activities.

Co-founders have no term limits, unless due to legal and financial issues impacting the co-founder(s) and/or the organization. The Co-founders always serve on the Board.

Terms are defined as one year, and two year terms.

Requirements. The Board is to be comprised of individuals with necessary skills to provide management and expertise for the organization. Policies and procedures will define specific duties, responsibilities, and tasks of individual Board officers, and Board members.

Section 8. Quorums

A quorum of the Board of Directors shall represent the majority of officers and directors, present at a physical, digital, or electronic meeting. Voting may be via roll call voice vote on a telephone or video meeting, as well as email.

Section 9. Procedures.

The vote of a majority of the Directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors. A Director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

Section 10: Online Voting.

The Board may conduct online voting of Board related business. Votes may be cast within 72 hours once the motion receives a “second.” The Secretary shall document this process at any regular meeting, recording the motion, discussion, and presenting said records with the next regular meeting minutes. The quorum shall be determined by those who respond to the email vote. During e-mail voting all individual votes are to be recorded in the minutes.

Section 11. Adverse Interest.

In the determination of a quorum of the Board, the disclosed adverse interest of a director shall not invalidate the quorum.

Section 12. Officer and Board Recruitment and Service

The election of officers is conducted within the leadership of the Board. The co-founders serve as voting members of the board. Board members may nominate an individual to serve on the Board following the Nomination Policy.

The Board of Directors may have as few as three officers, and no more than seven Board members.

- a) If an Executive Officer is unable to attend an Executive Committee meeting they must notify the Board President at least one week prior to the meeting. Emergencies/health are valid, unexpected reasons for missing an Executive Committee meeting. Executive Officers who miss two Executive Committee meetings during the calendar year, with no valid reason, may be asked to resign from the Board.
- b) If a Board member is unable to attend a Board of Directors meeting they must notify the Board President at least one week prior to the meeting. Emergencies/health are valid, unexpected reasons for missing a Board of Directors meeting. Board members who miss two Board of Directors' meetings during the calendar year, with no valid reason, may be asked to resign from the Board of Directors.

Section 13. Board meetings

The Board will meet at maximum once each quarter during a calendar year. Officers/ Executive Committee may hold additional meetings as needed. The date, place, time, and type of meeting (in person, electronic, digital) will be determined by the Officers, Board, and staff by mutual agreement so all members can simultaneously hear one another.

Meeting Management will be based on best practices for effective meetings, and the process will be reviewed annually by the Board.

Section 14. Special Meetings

Special meetings may be requested by a Board or staff member, presenting the reason for the special meeting, and scheduling the special meeting at a time, date, and method conducive to a quorum in attendance.

Section 15. Notice

Notice of meetings is provided by a method conducive to and agreed upon by the Board of Directors annually.

Section 16. Vacancies

A Board member may resign their position in writing to the President of the Board, and/or the entire Board. The resignation notice may be sent via email, or U.S. mail to the organization.

If a vacancy occurs, the Board will seek nominations to the Board per the Nomination Procedure. A replacement need not be secured with one remaining meeting in the fiscal year, but sought for the next fiscal year.

Section 17. Removal or Vacancy.

The Board of Directors shall have the power to remove an officer or agent of the organization by a majority vote of Board members in office. Any vacancy that occurs for any reason may be filled by approval of the Executive Committee with final approval by the Board of Directors. If appointed mid-term (serving for less than one year of the term), an Officer or Director may run for the office in the next election for a full elected term. If appointed to serve for less than half of the term it shall not count toward the term limit, the Officer may run for the office in the next election for a full elected term.

A Board member may be removed for not fulfilling their board member responsibilities, violating Bylaws, violating the defined organizational policies and procedures, or prejudicial conduct including verbally or physically abusing an Officer, co-founder, collaborator, partner, or fellow stakeholder, engaging in dishonest behavior that negatively impacts the organization, spreading unconfirmed rumors about the organization or its Co-Founders, Officers, Board members, partners, collaborators, and fellow stakeholders and misrepresenting their status with the organization, and similar.

Section 18. Conflict of Interest and Compensation

Board of Directors will serve without compensation. Members of the Board of Directors are not compensated for the services as Board members.

Board members will be reimbursed for eligible expenses for Board related and budget approved expenses in service to the organization. Board members are to track their volunteer hours / activities to be reported on the organization's IRS 990 Annual Report.

The Board will require each member to sign a Conflict of Interest Policy to be maintained with the organization documents.

Section 19. Indemnification

Section 19- 1. General Provisions. The Corporation shall indemnify any person who is or was a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation, against expenses (including attorneys' fees), liability, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if such person [a] conducted himself in good faith, [b] reasonably believed, in the case of conduct in his or her official capacity with the Corporation, that his or her conduct was in the best interests of the Corporation, and, in all other cases, that his or her conduct was at least not opposed to the best interests of the Corporation, and [c] with respect to any criminal proceeding, had no reasonable cause to believe that his or her conduct was unlawful. However, no person shall be entitled to indemnification under this

Section 2 either [a] in connection with a proceeding brought by or in the right of the Corporation in which the director or officer was adjudged liable to the Corporation or [b] in connection with any other proceeding charging improper personal benefit to the director or officer, whether or not involving action in his or her official capacity, in which he or she is ultimately adjudged liable on the basis that he or she improperly received personal benefit. Indemnification under this Section 2 in connection with a proceeding brought by or in the right of the Corporation shall be limited to reasonable expenses incurred in connection with the proceeding. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith or otherwise failed to meet the standard of conduct set forth in this Section 1.

Section 19-2. Successful Defense on the Merits; Expenses. To the extent that a director or officer of the Corporation has been wholly successful on the merits in defense of any proceeding to which he or she was a party, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with such proceeding.

Section 19-3. Determination of Right to Indemnification. Any indemnification under Section 2 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in each specific case upon a determination that indemnification of the director or officer is permissible under the circumstances because such person met the applicable standard of conduct set forth in such Section 2. Such determination shall be made [a] by the Board of Directors by a majority vote of a quorum of disinterested directors who at the time of the vote are not, were not, and are not threatened to be made parties to the proceeding, or [b] if such a quorum cannot be obtained, by the vote of a majority of the members of a committee of the Board of Directors designated the board, which committee shall consist of two or more directors who are not parties to the proceeding (directors who are parties to the proceeding may participate in the designation of directors to serve on such committee), or [c] if such a quorum of the Board of Directors cannot be obtained or such a committee cannot be established, or even if such a quorum is obtained or such a committee is so designated, but such quorum or committee so directs, then by independent legal counsel selected by the Board of Directors in accordance with the preceding procedures, or [d] by the members. Authorization of indemnification and evaluation as to the reasonableness of expenses shall be made in the same

manner as the determination that indemnification is permissible, except that, if the determination that indemnification is permissible is made by independent legal counsel, authorization of indemnification and evaluation of legal expenses shall be made by the body that selected such counsel.

Section 19-4. Advance Payment of Expenses; Undertaking to Repay. The Corporation shall pay for or reimburse the reasonable expenses (including attorneys' fees) incurred by a director or officer who is a party to proceeding in advance of the final disposition of the proceeding if [a] the director or officer furnishes the Corporation a written affirmation of his or her good faith belief that he or she conducted himself in good faith, [b] the director or officer furnishes the Corporation with a written undertaking, executed personally or on his or her behalf, to repay the advance if it is determined that he or she did not conduct himself in good faith, which undertaking shall be an unlimited general obligation of the director or officer but which need not be secured and which may be accepted without reference to financial ability to make repayment, and [c] a determination is made by the body authorizing indemnification that the facts then known to such body would not preclude indemnification.

Section 19-5. Reports to Members. In the event that the Corporation indemnifies, or advances the expenses of, a director or officer in accordance with this Article in connection with a proceeding by or on behalf of the Corporation, a report of that fact shall be made in writing to the members with or before the delivery of the notice of the next meeting of the members.

Section 19-6. Other Employees and Agents. The Corporation shall indemnify such other employees and agents of the Corporation to the same extent and in the same manner as is provided above in Section 2 with respect to directors and officers, by adopting a resolution by a majority of the members of the Board of Directors specifically identifying by name or by position the employees or agents entitled to indemnification.

Section 19-7. Insurance. The Board of Directors may exercise the Corporation's power to purchase and maintain insurance (including without limitation insurance for legal expenses and costs incurred in connection with defending any claim, proceeding, or lawsuit) on behalf of any person who is or was a director or officer of the Corporation against any liability asserted against him or her or incurred by him or her in any such capacity or arising out of his or her status as such, whether

or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

Section 19-8. Non-exclusivity of Article. The indemnification provided by this Article shall not be deemed exclusive of any other rights and procedures to which one indemnified may be entitled under the Articles of Incorporation, any bylaw, agreement, resolution of disinterested directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of such person's heirs, executors, and administrators.

Article IV. Organizational Management

Section 1. Policies and Procedures

The organization will draft, enact, and regularly review policies and procedures to ensure the highest quality of nonprofit management for the organization and the Board. Policies will be reviewed annually, unless a change in state or federal law requires an earlier update/revision.

Policies and Procedures will include, but are not limited to:

Board-related policies

Eligibility, Powers, Duties, Election of officers, Conflict of interest, Code of conduct, Confidentiality, Compensation, Reimbursement: Travel expenses, Privacy, Data Security, Personal contribution, Meeting attendance, Indemnification, Diversity, Term limits, Removal from office, Nepotism, Fraternalization, Media/public relations, Whistle-blower policy, Non-discrimination, and regular review of the organizational governing documents, and similar.

Personnel policies

Equal Employment, Anti-harassment, Substance abuse, Performance review, Personnel and Member files; Working schedules: working hours, overtime, flex-time, inclement weather; Compensation and benefits: paid/ unpaid leave, deferred compensation, severance pay, displacement expenses, travel expenses;

Disciplinary issues: termination, grievances; Nepotism, Personal appearance, Privacy, Data Security, Personal phone/e-mail/web usage, Non-discrimination, Whistle-blower policy, and similar.

Financial policies

Investment: asset mix, asset quality, diversification, cash flow, risk management; Reserves, Acceptance of gifts, Fiscal period, Audits, Signing of checks, Endowment management, Use of credit cards, Request for checks, Privacy, Data Security, and similar.

Section 2. Administration

The day-to-day control and direction of the affairs of the organization shall be vested in the Executive Director and the Coordinator, as provided by these Bylaws.

Section 3. Corporate Staff

The Co-founders are the initial staff of the organization. Job descriptions will define each position, compensation, responsibility, and tax liability. Additional staff may be secured as independent contractors, with job descriptions applicable to their grant funded project.

Article V. Corporate seal, execution of instruments

The organization shall have a corporate logo. All instruments executed by the organization, including a release of a lien, may be executed by the President or Executive Director. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any Officer(s) or agent(s), including the Executive Director, that are specifically designated by resolution of the Board of Directors.

Article VI. Amendments to These By Laws

Section 1. Amendments

Amendments may be made at any regular meeting, but shall be submitted in writing, one week prior to the meeting to all Board members.

A majority of a quorum shall vote in favor of any amendment before said amendment shall be declared adopted at the time of its reading, discussion, revision, and vote.

Article VII. Committees

Section 1. Committees

The President with the consent of the Board may select / appoint a committee to support the work of the organization. The President shall be a member of any committee.

Section 2. Executive Committee

An Executive Committee shall be composed of the President, Vice President, Secretary/Treasurer, and the Executive Director.

The Executive Committee shall be empowered to act upon matters that pertain to the general business of the organization and, upon such action, report to the Board at the following regular meeting.

A quorum, in order to function properly, shall represent a majority of the Executive Committee.

These By Laws were ratified April 26, 2020 by the Board of Directors.