

Bylaws

Article I. Name

The name of this organization shall be Biology Fortified, Inc. The name shall be abbreviated as BFI (hereafter referred to as BFI).

Article II. Purpose

The purposes for which BFI is organized are exclusively charitable, educational, and scientific, namely:

- A. To produce and provide factual information and foster discussion about topics in biology, agriculture, plant genetics, and science in general. The target audience for this information includes, but is not limited to, the general public, educators, and policy makers, including those in regulatory, judicial, and legislative bodies.
- B. To encourage scientists to engage in science communication activities.
- C. To make distributions to other organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, as part of BFI's charitable purposes.
- D. To do all things necessary and proper to carryout the foregoing purposes.

Article III. Board of Directors

The Board of Directors shall constitute the policy-making body of BFI and shall direct its activities.

Section 1. Number of Directors

The number of Directors shall be no fewer than three and no more than nine, as set by resolution of the Board from time to time.

Section 2. Election of Directors

Section 3. Term of Directors

The first Board of Directors of BFI shall consist of those persons named in the Articles of Incorporation. Such persons shall hold office until the first annual election of Directors.

Election of Directors shall occur at each annual meeting of the Board of Directors. The terms of Directors shall be staggered. At the first annual meeting, approximately half of the directors shall be elected for a term of one year with the remaining Directors being elected for a term of two years. Initial Directors shall serve staggered terms of one or two years. Thereafter, Directors shall serve two-

year terms with approximately half of the Directors elected at each annual meeting. Each Director shall hold office until the annual meeting when his/her term expires and until his/her successor has been elected, except in the case of removal or resignation. There are no term limits.

Section 4. Qualifications

Each new Director must demonstrate to the Board acceptable professional competence and a willingness to work for the purposes of BFI.

Section 5. Compensation

Directors shall not receive any compensation from BFI for services rendered as members of the Board. Directors may be reimbursed for expenses incurred in the performance of their duties to BFI, in reasonable amounts approved by the Board.

Section 6. Vacancies

Vacancies shall be filled by majority vote of the remaining members of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

Section 7. Removal

A Director may be removed from the Board whenever, in the Board's judgment, the best interests of BFI would be served by the removal. A Director may be removed only after a hearing before the assembled Board. Approval of at least two thirds of all Directors shall be necessary for removal of a Director.

Section 8. Resignation

Except as otherwise required by law, a Director may resign from the Board at any time by giving notice in writing to the Board. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

Article IV. Meetings of the Board

Section 1. Annual Meetings

The Board of Directors shall meet as a body no less than once a year. The board shall hold its first meeting within one year of BFI's incorporation.

Section 2. Quorum of Directors and Action by the Board

Unless a greater proportion is required by law, a simple majority of the Directors then in office shall constitute a quorum for the transaction of business.

Section 3. Action by the Board

Except as otherwise provided by law, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 4. Voting

Each Director shall have an equal vote. All voting shall be done personally and no proxy shall be allowed. The following table outlines what constitutes 2/3 of all Directors and a majority of all Directors (and Directors present at a meeting). A number of Directors voting in the affirmative that is equal or greater than the number of Directors specified in this table is required for an action by the Board.

Directors	2/3 of all Directors	Majority
9	6	5
8	6	5
7	5	4
6	4	4
5	4	3
4	3	3
3	2	2

Section 5. Meetings at a Distance

Except as otherwise provided by law, any or all Directors may participate in a meeting of the Board or a Committee of the Board by any means by which all persons participating in the meeting are able to directly communicate with each other, and such participation shall constitute presence in person at the meeting.

Section 6. Special Meetings and Votes

Except as otherwise provided by law, any action required or permitted to be taken by the Board may be taken without a meeting if all of the directors consent in writing through fax, mail, or electronic mail to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the directors shall be filed with the minutes of proceedings of the Board.

Section 7. Absence

Each Director is expected to communicate with the Chair in advance of all Board meetings, stating whether or not s/he is able to participate by the agreed-upon means of communication. Any Director who is absent from three successive Board

meetings or fails to participate for a full year shall be deemed to have resigned due to non-participation, and his/her position shall be declared vacant, unless the Board affirmatively votes to retain that director as a member of the Board.

Article V. Officers

Section 1. Offices

The Board of Directors of BFI shall elect a Chair, a Vice-Chair, a Secretary, and a Treasurer. Other offices may be created and filled at any meeting of the Board. Officers shall not receive any salary and must be Directors of the Corporation. The same person may hold multiple offices.

Section 2. Term of Office

The officers shall be elected for one-year terms at the regular annual meeting of the Board of Directors. Vacancies may be filled at any meeting of the Board. Each officer shall hold office until a successor has been duly elected or appointed and qualified, except in case of removal or resignation.

Section 3. Removal

Any officer may be removed by a majority vote of the Board of Directors in office whenever in the Board's judgment the best interests of BFI will be served by the removal.

Section 4. Resignation

Officers may resign at any time by providing written notice to the Chair.

Section 5. Powers and Duties

The powers and duties of the officers of BFI shall be as follows:

- A. **Chair.** The Chair shall preside at the meetings of the Board of Directors. The Chair shall ensure the supervision and administration of the business and affairs of the Corporation. The Chair shall play a major role in resource development and in representing the organization within and outside the community. The Chair, as well as any other Director or staff person of BFI authorized by the Board of Directors, may sign any deeds, bond, mortgages, or other instruments and enter into agreements necessary to carry out the missions and programs of BFI, except where these Bylaws or policies adopted by the Board require the signature of some other officer or agent of the Corporation. The Chair shall communicate with the Board of Directors and make such suggestions as may in her/his opinion tend to promote the prosperity and welfare and increase the usefulness of BFI.
- B. **Vice Chair.** In case of the absence of the Chair, or of her/his inability from any cause to act, the Vice-Chair shall perform the duties of that office. Like the

Chair, the Vice-Chair shall play a major role in resource development and in representing the organization within and outside the community.

- C. **Secretary.** The Secretary shall be responsible for keeping an accurate record of all meetings of the Board of Directors, see that all notices are duly given in accordance with these Bylaws or as required by law, maintain the official records of the organization, and in general perform all duties customary to the office of Secretary and such other duties as from time to time may be assigned by the Chair or by the Board.
- D. **Treasurer.** The Treasurer shall be responsible for financial management, ensuring that all funds are recorded, spent, and monitored consistent with funder requirements, legal requirements, and sound financial management.

Article VI. Committees

Section 1. Committee Creation

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees. Committees shall have and exercise the authority of the Board of Directors in the governance of the Corporation. However, no committee shall have the authority to amend or repeal these Bylaws, elect or remove any officer or director, adopt a plan of merger, or authorize the voluntary dissolution of the Corporation.

Section 2. Membership

These committees shall consist of two or more Directors, and may include one or more people from outside the Board. Each committee shall have a Chair. If the Chair is from outside the Board, they must be advised by a Director.

Section 3. Term of Office

Each member of a committee shall serve for one year until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee is sooner dissolved. Vacancies in the membership of committees may be filled by the Chair of the Board.

Section 4. Rules

Each committee and task force may adopt rules for its meetings. Such rules must not be inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

Article VII. Agents and Employees

The Board of Directors may choose to appoint an Executive Director, who shall serve at the pleasure of the Board. The Executive Director shall hire, direct, and discharge all other agents and employees, who shall have such authority and perform such duties as may be required to carry out the operations of BFI.

Any employee or agent may be removed at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

BFI may pay compensation in reasonable amounts to agents and employees for services rendered. The Board shall determine the level of compensation of the Executive Director, and shall approve compensation guidelines for other categories of employees.

Article VIII. Finances

Section 1. Fiscal Year

The fiscal year of the corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.

Section 2. Incoming and Outgoing Funds

The Board of Directors may authorize agents to accept any contribution, gift, bequest, deposit, or devise for the purposes of BFI. The Board may also authorize agents to sign checks, drafts, loans, or other orders for the payment of money, or acceptances, notes, or other evidences of indebtedness issued in the name of BFI. All funds of the Corporation shall be deposited in accounts of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may from time to time select. No loans shall be made by the Corporation to its directors or officers.

Section 3. Books and Records to be Kept

BFI shall keep (1) correct and complete books and records of account, (2) minutes of the proceedings of the Board of Directors and any committee having any of the authority of the Board, and (3) a record of the names and addresses of the Directors. Any Director or his/her agent or attorney may inspect all books and records of the Corporation.

Article IX. Miscellaneous

Section 1. Amendment of Articles and Bylaws

The Articles of Incorporation and the Bylaws of BFI may be adopted, amended, or repealed by a two-thirds vote of all Directors then in office, provided that at least ten days' written notice of the intention to adopt, amend, or repeal the Articles of Incorporation or the Bylaws has been provided to the Directors.

Section 2. Contracts and Other Documents

The Board of Directors may authorize agents to enter into contracts or to execute and deliver other documents and instruments on BFI's behalf.

Section 3. Indemnification and Insurance

Biology Fortified, Inc.

- A. Unless otherwise prohibited by law, BFI shall indemnify any Director or Officer, any former Director or Officer, any person who may have served at its request as a Director or Officer of another corporation, whether for-profit or not-for-profit, and may, by resolution of the Board of Directors, indemnify any employee against any and all expenses and liabilities actually and necessarily incurred by him/her or imposed on him/her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which s/he may be or is made a party by reason of being or having been such Director, Officer, or employee; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which s/he shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to BFI for damages arising out of his/her own negligence or misconduct in the performance of a duty to BFI.
- B. Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such Director, Officer, or employee. BFI may advance undertake the defense of any Director, Officer, or employee; provided, however, that such Director, Officer or employee shall undertake to repay or to reimburse such expense if it should ultimately be determined that s/he is not entitled to indemnification under this Article.
- C. The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.
- D. The indemnification provided by this Article shall not be deemed exclusive to any other rights to which such Director, Officer, or employee may be entitled under any statute, Bylaw, agreement, vote of the Board of Directors, or otherwise and shall not restrict the power of BFI to make any indemnification permitted by law.
- E. The Board of Directors may authorize the purchase of insurance on behalf of any Director, Officer, employee, or other agent against any liability asserted against or incurred by him/her which arises out of such person's status as a Director, Officer, employee, or agent or out of acts taken in such capacity, whether or not BFI would have the power to indemnify the person against that liability under law.
- F. In no case, however, shall BFI indemnify, reimburse, or insure any person for any taxes imposed on such individual under Chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended.
- G. If any part of these Bylaws shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

Biology Fortified, Inc.

Bylaws approved by the Board of Directors on 4-15-2013.