

By-laws for Grassroots Seed Network, Inc.

Preamble: The following, as amended from time to time, shall constitute the bylaws of Grassroots Seed Network Inc. (GSN) Grassroots Seeds Network has been organized and shall exist as a benevolent and charitable institution with the meaning of 36 M.R.S.A. #652 1 A. and as a nonprofit, public benefit membership corporation, pursuant to its Articles of Incorporation and the Maine Nonprofit Corporation Act, 13-B M.R.S.A. #403 et seq. (The "Act").

Notwithstanding the foregoing, GSN shall be operated at all times as a 501c(3) organization within the meaning of the U.S. Internal Revenue Code of 1986 as amended from time to time (the "Code") and the activities of GSN shall be limited accordingly.

Article I. Organization

1.1 The name of the corporation shall be Grassroots Seeds Network, Inc., hereinafter referred to as GSN.

1.2 Principal Place of Business: GSN may have such principal places of business and other offices within the State of Maine as the Board of Directors may designate. The initial principal place of business and mailing address for GSN shall be Yaicha Cowell-Sarofeen, 2470 Industry Road, Starks, ME 04911.

1.3 Registered Agent: GSN's registered Agent may be changed from time to time under the authority of the Board of Directors. The initial Registered Agent for the Corporation is Yaicha Cowell-Sarofeen.

1.4 Fiscal Year: GSN's fiscal year is the calendar year, Jan. 1-Dec. 31.

1.5 Corporate Records: The records and documents required by state and federal law for a non-profit, charitable organization duly organized under the provisions of Section 501(c)(3) of the Internal Revenue Code shall be kept by GSN permanently at its principal place of business.

Article II. Purpose

2.1 Tax Status and Nature: This benevolent and charitable organization has been organized and is incorporated pursuant to the Maine Nonprofit Corporation Act. (13-B M.R.S.A. #101 et. Seq., or the "Act") It is intended that the Corporation shall have the status of an organization: 1) which is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of Section 509(a)(3) of the Internal Revenue Code; 2) to which contributions are deductible for federal income tax purposes under Section 170(c)(2) of the Internal Revenue Code; and, 3) to which gifts and bequests are deductible for federal, estate and gift tax purposes under Section 2055(a)(2) of the Internal Revenue Code.

2.2 Purpose: GSN is a membership organization devoted to the preservation and sharing of our crop plant genetic heritage.

2.3 Activities: GSN is authorized to do everything necessary, proper, advisable or convenient for the accomplishment of its exclusively charitable, literary or educational purposes within the meaning of Section 501c(3) of the Code, and to do all other things incidental to them, or connected with them that are not forbidden by law, the Articles of Incorporation or the GSN by-laws; provided however that GSN

shall not engage in any transaction or activity, or do or permit any act or omission, which shall operate to deprive it of its tax exempt status as a Corporation described in Section 501(c)(3) of the Code.

2.4 No part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning on Section 501(c)(3) of the Internal Revenue Code.

2.5 No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except as may be permitted by Section 501(h) of the Internal Revenue Code. The Corporation shall not participate in, or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

Article III. Membership

3.1 Voting members at-large: Each individual who offers at least one variety in the most current Annual Yearbook Seed Source or who has offered at least one variety in two of the most three recent years is a full voting member provided he or she is current in Annual Membership dues as set by the Board of Directors. The Board will waive dues as requirement for membership to any who claims a hardship exemption.

a. Rights and Duties: Voting rights are based on one person, one vote.

Voting members

may vote in the annual elections to the Board of Directors, on any changes to the by-laws or Articles of Incorporation, to dissolve the Corporation and on any referendum or vote called by the Board of Directors. Voting members are eligible to serve on the Nominating Committee to select candidates for the Board or on any other committee so designated by the Board.

3.2 Sustainers: Each individual not eligible for voting membership as a Listing Member may join as a non-voting Sustainer by paying annual Sustainer dues as determined by the Board of Directors.

3.3 Privileges: Members may suggest agenda items for consideration by the Board of Directors. Members may attend any meetings of the Board of Directors and its committees. A time shall be set aside at meetings of the Board of Directors for questions or comments by members. At other times, members may address such meetings by invitation or permission of the Board.

3.4 Nominating committee: Voting members will comprise a Nominating Committee of at least two persons to make nominations to the Board of Directors. The Committee shall prepare a slate of at least four candidates for each three open Board slots. Candidates must be members-at-large in good standing.

3.5 Annual Membership Meeting: The Board may call for an Annual Membership Meeting to precede the Annual Meeting of the Board, the site to be rotated among geographic regions. Voting members shall be invited to attend any such Annual Membership Meeting and be provided at least three weeks' notice by mail or email of any agenda items.

3.6 Quorum: A quorum of at least 25% of all eligible members voting shall be required to validate an election to the Board of Directors or a referendum. A quorum of at least two-thirds of all eligible members shall be required to approve any by-law changes, changes to the Articles of Incorporation or dissolution of the organization.

3.7 Method of voting: Voting by email or mail or in person is permitted. Voting by proxy for another member is prohibited.

3.8 Notice: Members-at-large shall receive at least three weeks advance notice by mail or email of any Board meetings, including agenda items to be taken up and votes to be conducted, except that nothing in this section precludes new business from being taken up and voted upon by Board members.

Article IV. Board of Directors

4.1 Definition: GSN shall be governed by a Board of Directors consisting of nine persons.

4.2 Elections and Term: Each Board member shall be elected for a term of three years, with staggered terms so that one third of the Board is elected annually.

4.3 Term Limits: Board members shall be limited to three consecutive three-year terms.

4.4 Nominating Committee: Voting members shall comprise a Nominating Committee of at least two persons to select a slate of at least four candidates annually. Candidates will be nominated in January and elected in April.

4.5 Agendas and Notice: Any Board member or voting member at-large may place items on the meeting agenda. The Board Secretary will provide advance notice of meeting and agenda items at least three weeks prior to the meeting date. Such notice may be by mail or email.

4.6 Meetings: The Board shall meet at least twice per year. Upon the request of any five Board members the Presiding Officer shall call a special meeting of the Board. At the Annual Meeting, at least five persons must be physically present to constitute a quorum for conducting business. Other persons using indirect means such as Skype or telephone conferencing shall be deemed present to conduct business. Other meetings may be conducted entirely by indirect means.

4.7 Quorum: A quorum of at least five members is required to conduct business.

4.8 Decisions: Except where otherwise stated in the by-laws, a majority vote of those Board members present is required for passage. Votes by proxy are prohibited. In the event of a tie vote, the entire Board, including those who abstained and those not present for the first vote, shall be polled with a majority of five votes required for passage.

4.9 Interim Actions: In the interim between Board meetings, the Board may conduct business on specific measures by voting through mail or email except that it may not vote to change the by-laws as interim business.

4.10 Vacancies: The Board may fill any vacancies resulting from death, resignation, removal or failure to remain a member in good standing on an interim basis. Any such interim Board members shall be seated only until the next regularly scheduled Board election at which time an election shall take place to fill the remainder of their term.

4.11 Legal Authority: The Board of Directors is the legal authority for GSN and its associated projects with ultimate legal, fiduciary and governance responsibility.

4.12 Powers: The Board shall oversee all programs of GSN and is authorized to actively promote the mission and underlying principles of the organization. It shall formulate, approve and review annual budgets and regularly monitor the finances of the organization. It is authorized to hire an Executive Director and/or other staff members as needed to conduct the day-to-day affairs of the organization, and in cooperation with the Executive Director or other staff to develop personnel policies. It is authorized to appoint such standing or ad hoc committees as needed (except for the Nominating Committee chosen by voting members at-large).

Article V. Officers

5.1 The Board shall elect a Presiding Officer, Treasurer and Secretary each to serve three-year terms and eligible for re-election. In the event of a vacancy in any office due to resignation or removal or death, the Board shall elect a successor to complete the term of office.

5.2 Duties: a. The Presiding Officer shall call any special meetings as necessary. The Presiding Officer shall moderate all meetings of the Board. The Presiding Officer shall serve as Ex Officio chair of the Executive Committee if such is convened. At least three weeks prior to any scheduled meeting the Presiding Officer shall submit the agenda to the Secretary. b. The Treasurer shall oversee the funds of the corporation subject to the direction of the Board.

The Treasurer shall make financial reports at each Board meeting. At the request of any Director, the Treasurer shall make available any financial records of the organization. The Treasurer shall chair and be ex officio member of the Finance Committee if such is convened. In the absence of the Presiding Officer, the Treasurer shall serve as Board moderator. c. The Secretary shall post and distribute to all voting members minutes of all meetings including a faithful record of all decisions and agreements reached by the Board and/or by vote of the voting members-at-large, a table of all items brought to a vote, the recorded vote of each Board member and a list of all items not voted on or tabled. At least three weeks prior to each scheduled meeting, the Secretary shall provide notice of meeting and agenda to all interested parties.

VI. Indemnification.

6.1 Rights. The organization shall indemnify or reimburse directors and officers and for all claims and liabilities, including reasonable expenses and attorneys fees, to which they may be subject by reason of their positions with the organization. Indemnification under this Article shall not be exclusive of any other rights to which such persons may be lawfully entitled.

6.2 Limitations. Indemnification or reimbursement shall be made only if it is determined that the director or officer acted in good faith and in the reasonable belief that the action was in the best interests of the organization.

If this

determination is not made in a legal proceeding related to the claim or liability, it shall be made by a committee of disinterested directors.

If not

made or able to be made by either of the above, the determination shall be made by independent legal counsel selected by a committee of disinterested directors.

VII Notice and Waiver of Notice.

7.1 Notice. Any notice required under these by-laws shall be deemed delivered when deposited in the United States mail with names and addresses as they appear in the records of the organization or when they are sent via email using email addresses as they appear in the records of the organization.

7.2 Waiver of notice. Any notice of a meeting required under these by-laws may be waived in writing at any time before or after the meeting for which notice is required. The attendance of any person at a meeting, including by authorized representative or mail or email ballot, shall constitute a waiver of notice of the meeting except where the person attends for the express purpose of objecting to the transaction of business because the meeting is not lawfully convened.

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VIII. Amendments to the By-laws.

8.1 These by-laws may be amended by a two-thirds vote of all members of the Board of Directors subject to ratification by a two-thirds vote of all voting members at-large.

IX. Dissolution.

9.1 Dissolution of Grassroots Seed Network requires a two-thirds vote of all members of the Board of Directors subject to ratification by a two-thirds vote of all voting members at-large. In the event that organizational desuetude renders a Board and membership vote impossible, a failure of the Board or voting members to meet for two years automatically dissolves the organization.

9.2 In the event of dissolution, no liquidations, dividends or distributions of property shall be declared or paid to any private individual, and the assets of the Corporation shall be utilized to pay, satisfy and discharge all liabilities and obligations of the Corporation. All remaining assets shall be distributed to one or more organizations organized and operated exclusively for charitable, scientific, literary and/or educational purposes which are involved in similar work, the preservation and sharing of our crop plant genetic heritage, and which are exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, to which contributions are deductible pursuant to Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code and are not private foundations within the meaning of Section 509(a) of the Internal Revenue Code as designated by the Board of Directors of the Corporation or court with proper jurisdiction over said dissolution.