

Bylaws of Butterflies of America Foundation

Article 1. Name and Purpose

Section 1. Name: The name of the organization is BUTTERFLIES OF AMERICA FOUNDATION. The acronym for the organization is BOAF.

Section 2. Mission statement: The Butterflies of America Foundation (BOAF) is a non-profit organization devoted to the scientific study of American butterflies and educating the public about these insects.

Section 3. Purpose: BOAF purpose is to advance scientific knowledge about butterflies and effectively disseminate this knowledge to the general public by providing the resources for easy access to scientific information and photographs of butterflies, caterpillars and their habitat. We hope to make identification of butterflies and their immature stages more enjoyable, more accurate and freely available to everyone with an internet connection. In order to conserve these beautiful insects, it is essential to increase public awareness about the butterflies and to provide public with the state-of-the-art scientific knowledge, presented with the highest standard of accuracy. We will perform scholarly research on butterflies and will disseminate it in a form interesting, accessible and useful for the public.

Currently, the main project of BOAF is the support and development of the comprehensive website "butterfliesofamerica.com" (acronym = BOA). This website, available for free to everyone with an internet connection, will contain essential information about American butterflies, including photographs of all known species and subspecies as pinned specimens and live adults, life history and habitat, relevant scientific literature about butterflies, instructions on how to identify and study them. Currently, the BOA website contains information on about 5,100 taxa and is illustrated with 30,000 photographs; it is by far the largest internet collection of butterfly images. No other similar resource is currently available.

Our immediate goal is to obtain photographs for species not yet illustrated by sending our staff and members on field trips to photograph live butterflies, their immature stages (eggs, caterpillars, pupae) and habitat; and to Entomological museums world-wide to obtain high quality photographs of pinned specimens with special emphasis on type material. We will support the maintenance and improvement of the BOA website, and all charitable, educational and scientific components related to this development. These components include, but are not limited to:

Charitable component: Advancement of education of the science of Lepidopterology.

Educational component: Conduct public discussion groups, forums, panels, lectures, or similar programs dedicated to butterflies; present a course of instruction on how to identify and study butterflies by means of internet; maintain an on-line database and a web site dedicated to butterflies, their identification, photography and studies.

Scientific component: Conduct research on butterfly systematics, distribution, and life histories, with the goal to learn more information about these fascinating insects and to support their conservation for the public enjoyment; publish research results in scientific journals and through the internet.

Article 2. Website Authors

Section 1. Website Authors. The authors of the website “butterfliesofamerica.com”, upon incorporation, are Andrew D. Warren, Kim Davis, Nick V. Grishin, Jonathan P. Pelham, and Mike Stangeland.

Section 2. Additional Authors. In order to operate most efficiently, the number of authors should be kept to a minimum. If exceptional need for an additional author is identified, any existing author may propose a candidate, to be voted on by other authors. A successful candidate must win the unanimous vote of all existing authors. Authors may also be members of the Board of Directors, or of any committees.

Section 2. Duties. The authors are responsible for maintenance and improvements to the website, as well as the format and accuracy of information presented. They are required to set their own work pace, avoid feeling stressed or pressured over BOA/BOAF, and to ensure that the development of the site remains a labor of love, fun, and personally rewarding.

Section 3. Compensation. Website Authors may serve as paid staff of the Corporation, as long as they are not also serving on the Board of Directors. Compensation for Authors will be determined through email discussions including all Authors and members of the Board of Directors.

Section 4. Tenure. Authors remain for as long as they are willing to serve, and cannot be removed by the Board of Directors.

Section 5. Voting. Authors are entitled to vote in all elections administered by the Board of Directors.

Section 6. Nonliability. Authors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 7. Resignation. Resignations are effective upon receipt by the Chair of the Board of Directors of written notification.

Article 3. Board of Directors

Section 1. Number. The corporation shall have a minimum of three directors who will collectively be known as the Board of Directors. At the time of incorporation, these include Nick V. Grishin (Chairman), Jim P. Brock and Jonathan P. Pelham.

Section 2. Additional Directors. If the need for an additional director arises, any member of the Board of Directors or any Author may propose a candidate to be voted on by the Board and Authors. A successful candidate must win the unanimous vote of all existing Board Members and Authors.

Section 3. Compensation. Members of the Board of Directors **will serve without pay.** Reasonable reimbursement of expenses incurred in the performance of their duties is permitted. Any payment to directors shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 11 of these bylaws.

Section 3. Duties. Directors are responsible for legislative tasks including ensuring compliance with IRC Section 501(c)(3), bookkeeping, maintenance and storage of records, and financial administration. Directors will also perform any and all duties imposed on them collectively or individually by law, in accordance with these bylaws. The Chair of the board will coordinate communication between members of the Board and Authors on all official BOAF matters, and will preside over Foundation meetings.

Section 4. Treasurer. The Chair of the Board of Directors will serve as the Foundation Treasurer. Duties of the treasurer include: 1) Have charge and custody of, and be responsible for, all funds of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors in consultation with the Authors. 2) Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever. 3) Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors in consultation with the Authors, taking proper vouchers for such disbursements. 4) Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. 5) Exhibit at all reasonable times the books of account and financial records to any Author or Member of the Board of Directors, within five days of request. 6) Render to the Authors or Members of the Board of Directors, whenever requested, an account of any or all transactions as treasurer and of the financial condition of the corporation. 7) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

Section 5. Tenure. The three Founding Members of the Board of Directors are intended to serve indefinitely. Subsequently added members will serve a term of three years, with no limit on the number of terms they may serve. The Chair of the Board will serve an initial term of three years, with no limit on the number of terms he/she may serve as Chair. To serve subsequent terms, the Chair must win over half of the votes of the Board Members and Authors.

Section 6. Voting. Members of the Board of Directors are required to vote in all elections administered by the Board (via the Chairman).

Section 7. Nonliability. The Members of the Board of Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 8. Resignation. Resignations are effective upon receipt by the Chair of the Board of Directors of written notification. If the Chair chooses to resign, potential successors will be identified by the Board in consultation with all Authors, and the successful candidate will receive over half of the votes cast by the Board and Authors.

Section 9. Vacancies. If a resignation reduces the Board of Directors to two members, nominations for new members may be proposed by any Author or Member of the Board, to the Board Chair. The Chair will then call for a discussion, and subsequently a vote. The successful nominee will receive over half of the votes cast by the Board and Authors.

Article 4. Membership

Section 1. Composition. Members of BOAF include the General Advisors, Scientific Advisors and Content Advisors as stated on the BOA website (with complete mailing addresses).

Section 2. New Members. Any existing Member, Author, or member of the Board of Directors may nominate a new member as a General Advisor, Scientific Advisor, or Content Advisor. A successful nominee will win the unanimous vote of Authors and Members of the Board of Directors, after a discussion period that should consider what the nominee can contribute and what type of membership (group) they should be offered.

Section 3. Duties. Members are expected to be active contributors of advice, information, and or images to the site. Members should be outstanding individuals with exceptional knowledge of butterflies and/or have a very strong desire to be involved in BOAF. Members should actively work to promote BOA and BOAF in their interactions with others interested in butterflies. Members will be assigned to one of the following groups, as determined during the nomination discussions:

General Advisors: Outstanding individuals with a vast knowledge of butterflies and tremendous insight and vision.

Scientific Advisors: Experts on Lepidoptera at the international level.

Content Advisors: Major contributors to the website who are influential in butterfly-related circles at a regional level.

Section 4. Tenure. Members may serve indefinitely.

Section 5. Voting. Members may not participate in votes related to BOAF business, unless they are serving on the BOAF Board of Directors.

Section 6. Nonliability. Members shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 7. Resignation. Resignations are effective upon receipt by the Chair of the Board of Directors of written notification.

Article 5. Voting

Section 1. Vote Administration. All BOAF votes will be conducted over email. All votes on BOAF related business will be administered by the Chair of the Board of Directors, who will also collect votes from Members of the Board and Authors, and announce the result of votes over email to the Board Members and Authors.

Section 2. Exceptions. The only exception to the procedure in Section 1 would be in the unusual case that the Authors vote to add an additional Author to the BOAF team. Under such circumstances, the “vote” will consist of a discussion between all Authors with votes cast over email to all other Authors.

Article 6. Annual Meeting

Section 1. Annual Meeting. Except as mandated by IRC Section 501(c)(3), all Society business, including votes, will be conducted over email, coordinated by the Chair of the Board of Directors. Annual meetings (one per fiscal year) of the Board of Directors will take place at the time agreed upon by the Board Members, via teleconference or at the location agreed upon by the Board Members. Annual meetings will include a review of the financial state of the Foundation, as well as a discussion of any new or unfinished old business that requires timely resolution. All Authors and Members are eligible to attend the annual meeting (via teleconference or in person). For each individual meeting, the Chair will assign a Board Member to serve as secretary (to compile minutes). Agenda items may be submitted by any Board Member or Author to the Chair, at least one week in advance of the meeting.

Article 7. Committees

Section 1. Committee Formation. If the need for a special committee is identified by the Board of Directors in consultation with the Authors, discussions between these

groups will nominate eligible individuals, to be contacted by the Chair.

Section 2. Eligibility. Any Member, Author or Member of the Board of Directors of BOAF may serve.

Article 8. Financial Administration

Section 1. Fiscal Year. The Fiscal Year for BOAF will be from January 1st to December 31st.

Section 2. Paid Staff. The Board of Directors in consultation with the Authors may hire such paid staff as they deem proper and necessary for the operations of the Corporation. The powers and duties of the paid staff, when not defined by Article 2 of these bylaws, shall be as assigned or as delegated to be assigned by the Board in consultation with the Authors.

Section 3. Execution of Instruments. Unless so authorized, no Author, Board Member, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 4. Checks and Notes. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer of the Corporation.

Section 5. Deposits and Accounts. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors in consultation with the Authors may select.

Section 6. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

Article 9. Books and Records

Section 1. Maintenance of Corporate Records. The Chair of the Board of Directors (Treasurer) will archive minutes of all meetings of the Board of Directors, BOAF-related business conducted over email, and any Committees that may be formed. The Chair will also maintain adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses, as well as a copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the Members and Authors at all reasonable times. The complete names and mailing

addresses of all Members of the Board of Directors, Authors, and Members (indicating their membership group) will be maintained online at the BOA website.

Section 2. Inspection Rights. All Members, Authors, and Members of the Board of Directors (or their agent or attorney), for a purpose reasonably related to such person's involvement in BOAF, shall have the right to inspect and copy the books, records and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

Section 3. Periodic Report. The Board of Directors shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to Authors and Members, to be so prepared and delivered within the time limits set by law.

Article 10. Tax Exemption Provisions

Section 1. IRC Section 501(c)(3) Purposes. This corporation is organized exclusively for the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 2. Limitations and Activities. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this Corporation 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. Notwithstanding any other provisions of these bylaws, this Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 3. Prohibition Against Private Inurement. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its Members, Members of the Board of Directors, or other private persons except where authorized by Articles 2 (Section 3) and 3 (Section 3) of these bylaws.

Section 4. Distribution of Assets. Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Article 11. Conflict of Interest

Section 1. Purpose. The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Member of the Board of Directors of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions.

1. Interested Person: Any Member of the Board of Directors, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3, Part 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures.

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion

with the interested person, he/she shall be excluded from online discussions while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation during the online discussion, but after the presentation, he/she shall be excluded from the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The Chair of the Board of Directors shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested Directors and Authors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe an Interested Person has failed to disclose actual or possible conflicts of interest, it shall inform the person of the basis for such belief and afford them an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the person's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings: The minutes of the discussions by the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements: Each member of the Board of Directors, Author, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews: To ensure the Organization 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. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts. When conducting the periodic reviews as provided for in Section 7, the Organization may, but need not, use outside advisors. If outside

experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article 12. Amendments.

Section 1. Amendment Procedure. These bylaws may be amended at any time by a three-fourths vote of Board Members and Authors. Proposed amendments should be suggested to the Chair of the Board, who will then call for a discussion of the motion.

Article 13. Adoption of Bylaws

We, the undersigned, are all of the Authors and Members of the Board of Directors of this corporation, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of 10 preceeding pages, as the bylaws of this incorporation.

Dated: March 3rd, 2009

Board of Directors:

Nick V. Grishin

Jim P. Brock

Jonathan P. Pelham

Authors (who are not also Board Members):

Andrew D. Warren

Kim Davis

Mike Stangeland