

Bylaws of  
**LEAFS FOR WELLNESS FOUNDATION**  
A California Nonprofit Public Benefit Corporation

February 2014



## Table of Contents

<b>ARTICLE 1</b>	<b>NAME .....</b>	<b>1</b>
SECTION 1.1	CORPORATE NAME .....	1
<b>ARTICLE 2</b>	<b>OFFICES .....</b>	<b>1</b>
SECTION 2.1	PRINCIPAL OFFICE .....	1
SECTION 2.2	OTHER OFFICES .....	1
<b>ARTICLE 3</b>	<b>PURPOSES.....</b>	<b>1</b>
SECTION 3.1	GENERAL PURPOSE .....	1
SECTION 3.2	SPECIFIC PURPOSE .....	1
<b>ARTICLE 4</b>	<b>LIMITATIONS .....</b>	<b>1</b>
SECTION 4.1	POLITICAL ACTIVITIES .....	1
SECTION 4.2	PROHIBITED ACTIVITIES .....	1
<b>ARTICLE 5</b>	<b>DEDICATION OF ASSETS.....</b>	<b>2</b>
SECTION 5.1	PROPERTY DEDICATED TO NONPROFIT PURPOSES .....	2
SECTION 5.2	DISTRIBUTION OF ASSETS UPON DISSOLUTION.....	2
<b>ARTICLE 6</b>	<b>MEMBERSHIPS.....</b>	<b>2</b>
SECTION 6.1	MEMBERS .....	2
SECTION 6.2	NON-VOTING MEMBERS .....	2
<b>ARTICLE 7</b>	<b>DIRECTORS .....</b>	<b>2</b>
SECTION 7.1	NUMBER AND QUALIFICATIONS .....	2
SECTION 7.2	CORPORATE POWERS EXERCISED BY BOARD.....	2
SECTION 7.3	TERMS; ELECTION OF SUCCESSORS.....	2
SECTION 7.4	MEETINGS .....	3
SECTION 7.5	FEES AND COMPENSATION OF DIRECTORS .....	4
SECTION 7.6	NON-LIABILITY OF DIRECTORS.....	4
<b>ARTICLE 8</b>	<b>COMMITTEES.....</b>	<b>4</b>
SECTION 8.1	MANAGEMENT AND ADVISORY COMMITTEES.....	4
SECTION 8.2	MEETINGS AND ACTION OF COMMITTEES .....	4
SECTION 8.3	QUORUM RULES FOR COMMITTEES.....	5
SECTION 8.4	REVOCATION OF DELEGATED AUTHORITY .....	5
<b>ARTICLE 9</b>	<b>OFFICERS.....</b>	<b>5</b>
SECTION 9.1	OFFICERS .....	5
SECTION 9.2	RESPONSIBILITIES OF OFFICERS .....	5
SECTION 9.3	EXECUTIVE DIRECTOR .....	5
SECTION 9.4	COMPENSATION OF DIRECTORS AND OFFICERS.....	6
<b>ARTICLE 10</b>	<b>INDEMNIFICATION.....</b>	<b>6</b>
SECTION 10.1	INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS .....	6
<b>ARTICLE 11</b>	<b>EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS.....</b>	<b>6</b>
<b>ARTICLE 12</b>	<b>AMENDMENTS.....</b>	<b>7</b>
<b>CERTIFICATE OF SECRETARY</b>	<b>.....</b>	<b>7</b>

## ARTICLE 1 NAME

### Section 1.1 Corporate Name

The name of this corporation is **Leafs For Wellness Foundation** (the “Corporation”).

## ARTICLE 2 OFFICES

### Section 2.1 Principal Office

The principal office for the transaction of the business of the Corporation may be established at any place or places within or without the State of California by resolution of the Board.

### Section 2.2 Other Offices

The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to transact business.

## ARTICLE 3 PURPOSES

### Section 3.1 General Purpose

The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Law of California (“California Nonprofit Corporation Law”) for public and charitable purposes and under the Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

### Section 3.2 Specific Purpose

The specific purpose of the Corporation shall include without limitation participation in the growth of vibrant, prosperous, healthy communities:

- 3.2.1 To provide education and information opportunities through meetings, publications and other venues;
- 3.2.2 To provide wellness initiative grants in support of human and environmental endeavors.

## ARTICLE 4 LIMITATIONS

### Section 4.1 Political Activities

The Corporation has been formed under California Nonprofit Corporation Law for the charitable purposes described in Article 3, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

### Section 4.2 Prohibited Activities

The Corporation shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article 3. The Corporation may not carry on any activity for the profit of its Officers, Directors or other persons or distribute any gains, profits or dividends to its Officers, Directors or other persons as such. Furthermore, nothing in Article 3 shall be construed as allowing the Corporation to engage in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

## **ARTICLE 5 DEDICATION OF ASSETS**

- Section 5.1      Property Dedicated to Nonprofit Purposes  
 The property of the Corporation is irrevocably dedicated public and charitable purposes. No part of the net income or assets of the Corporation shall ever inure to the benefit of any of its Directors or Officers, or to the benefit of any private person, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.
- Section 5.2      Distribution of Assets Upon Dissolution  
 Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for public and charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code.

## **ARTICLE 6 MEMBERSHIPS**

- Section 6.1      Members  
 The Corporation shall have no members within the meaning of section 5056 of the California Nonprofit Corporation Law.
- Section 6.2      Non-Voting Members  
 The Board may adopt policies and procedures for the admission of associate members, honorary members or other designated members who shall have no voting rights in the Corporation. Such associate, honorary or other members are not “members” of the Corporation as defined in section 5056 of the California Nonprofit Corporation Law.

## **ARTICLE 7 DIRECTORS**

- Section 7.1      Number and Qualifications  
 The authorized number of directors of the Corporation (“Directors”) shall be five (5).
- Section 7.2      Corporate Powers Exercised by Board  
 Subject to the provisions of the Articles of Incorporation of the Corporation (the “Articles of Incorporation”), California Nonprofit Corporation Law and any other applicable laws, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the board of Directors (the “Board”). The Board may delegate the management of the activities of the Corporation to any person or persons, management company or committee however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.
- Section 7.3      Terms; Election of Successors  
 The Directors do not have an expiration of term. Each Director shall hold office until their death, resignation, or removal in accordance with these Bylaws. The President’s successor is appointed from within the current Directors. All other new directors are appointed as soon as practicable after the vacancy occurs by the Directors from within the ranks of Non-Voting Members.
- 7.3.1            Removal  
 The Board may by resolution declare vacant the office of a Director who has been declared of unsound mind by an order of court, or convicted of a felony, or found by final order or judgment of any court to have breached a duty under California Nonprofit Corporation Law.

A Director may be removed without cause by unanimous consent of Directors then in office.

7.3.2 Resignations

Any Director may resign by giving written notice to the Board.

7.3.3 Directors' Rights of Inspection

Every Director shall have the absolute right at any reasonable time to inspect the books, records, documents of every kind, and physical properties of the Corporation. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

Section 7.4

Meetings

7.4.1 Annual Meeting

Each year, the Board shall hold at least one meeting, at a time and place fixed by the Board, for the purposes to review and approval of the corporate budget and transaction of other business.

7.4.2 Regular meetings

Regular meeting by the Board may be held at such time and place as the Board may fix from time to time by resolution.

7.4.3 Special Meetings

Special meetings of the Board for any purpose may be called at any time by any Director.

7.4.4 Notice of Meetings

Except when the time and place of a regular meeting is set by the Board by resolution in advance, notice of the time and place of all regular and special meetings shall be given to each Director by one of the following methods:

(a) Personal delivery of oral or written notice; (b) First-class mail, postage paid; (c) Telephone, including a voice messaging system or other system or technology designed to record and communicate messages; or (d) Facsimile, electronic mail ("e-mail") or other means of electronic transmission if the recipient has consented to accept notices in this manner.

7.4.5 Meetings by Telephone or Similar Communication Equipment

Any meeting may be held by conference telephone or other communications equipment permitted by California Nonprofit Corporation Law, as long as all Directors participating in the meeting can communicate with one another and all other requirements of California Nonprofit Corporation Law are satisfied. All such Directors shall be deemed to be present in person at such meeting.

7.4.6 Quorum and Action of the Board

All Directors then in office shall constitute a quorum for the transaction of business.

Approval of contracts or transactions in which a Director has a direct or indirect material financial interest shall be recused from voting.

7.4.7 Conduct of Meetings

Meetings shall be governed by rules of procedure as may be determined by the Board from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles, or with any provisions of law applicable to the Corporation.

7.4.8 Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to the action. For the

purposes of this 7.4.8 only, “all members of the Board” shall not include any “interested Director” as defined in section 5233 of the California Nonprofit Corporation Law.

Written consent may be transmitted by first-class mail, messenger, courier, facsimile, e-mail or any other reasonable method satisfactory to the President.

Section 7.5 Fees and Compensation of Directors

The Corporation shall not pay any compensation to Directors for services rendered to the Corporation as Directors, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by the Board.

Also, Directors may not be compensated for rendering services to the Corporation in a capacity other than as Directors.

Section 7.6 Non-Liability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

## ARTICLE 8 COMMITTEES

Section 8.1 Management and Advisory Committees

The Board may, by unanimous resolution by the Directors then in office, create one or more Management Committees (“Committees”), to serve at the discretion of the Board. Management Committees form one class of Non-Voting Members. Any Committee, to the extent provided in the resolution of the Board, may be given the authority of the Board except that no Committee may:

- (a) approve any action for which the California Nonprofit Corporation Law also requires approval of the board;
- (b) fill vacancies on the Board or in any Committee which has the authority of the Board;
- (c) fix compensation of the Directors for serving on the Board or on any Committee;
- (d) amend or repeal Bylaws or adopt new Bylaws;
- (e) amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) appoint any other Committees or the members of these Committees;
- (g) expend corporate funds to support a nominee for Director after more persons have been nominated than can be elected; or
- (h) approve any transaction (i) between the Corporation and one or more of its Directors or (ii) between the Corporation and any entity in which one or more of its Directors have a material financial interest.

Section 8.2 Meetings and Action of Committees

Minutes shall be kept of each meeting of any Committee and shall be filed with the corporate records. The Committee shall report to the Board from time to time as the Board may require. The Board may adopt rules for the governance of any Committee not inconsistent with the provisions by these Bylaws. In the absence of rules adopted by the Board, the Committee may adopt such rules.

- Section 8.3 Quorum Rules for Committees  
A majority of the Committee members shall constitute a quorum for the transaction of Committee business.
- Section 8.4 Revocation of Delegated Authority  
The Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a Committee.

## ARTICLE 9 OFFICERS

- Section 9.1 Officers  
The officers of the Corporation (“Officers”) shall be President, a Secretary, and a Treasurer. These persons are selected from among the Directors. Any number of offices may be held by the same person, except that the Secretary, Treasurer may not serve concurrently as the President. Appointment, resignation and removal of officers is stated in Section 7.
- Section 9.2 Responsibilities of Officers
- 9.2.1 President  
The president of the Corporation (the “President”) shall preside at meetings of the Board and exercise and perform such other powers and duties as may from time to time be assigned to him by the Board or prescribed by these Bylaws. The President shall, in addition, be the chief executive and shall have the powers and duties prescribed in Section 9.3.
- 9.2.2 Secretary  
The secretary of the Corporation (the “Secretary”) shall attend to (a) keeping corporate records, minutes, notices, at principal office of the Corporation and (b) shall have such other powers and perform such other duties incident to the office of Secretary as may be prescribed by the Board or these Bylaws.
- 9.2.3 Treasurer  
The treasurer of the Corporation (the “Treasurer”) shall attend to managing (a) Records of Account of the properties and transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times; (b) shall prepare the financial statements to be included in any required reports; and (c) deposit and disbursement of Corporate money and valuables.
- Section 9.3 Executive Director  
The Board may hire an executive director who shall be the general manager of the Corporation and subject to the control of the Board, shall supervise, direct and control the Corporation's day-to-day activities, business and affairs. The executive director shall be empowered to hire, supervise and fire all of the employees of the Corporation, under such terms and having such job responsibilities as the chief executive shall determine in his or her sole discretion, subject to the rights, if any, of the employee under any contract of employment. The executive director may delegate their responsibilities and powers subject to the control of the Board, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws. Additionally, the Board may, by resolution, appoint the executive director as an Officer.

**Section 9.4      Compensation of Directors and Officers****9.4.1      Salaries Fixed by Board**

The salaries of Officers and Directors, if any, shall be fixed from time to time by resolution of the Board or by the person or Committee to whom the Board has delegated this function. In all cases, any salaries received by Officers shall be reasonable and given in return for services actually rendered for the Corporation which relate to the performance of the public benefit purposes of the Corporation. No salaried Officer serving as a Director shall be permitted to vote on his or her own compensation as an Officer.

**9.4.2      Loans to Directors and Officers**

The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or Officer, unless approved by the Attorney General; except that, however, the Corporation may advance money to a Director or Officer for expenses reasonably anticipated to be incurred in the performance of duties of such Director or Officer, if in the absence of such advance, such Director or Officer would be entitled to be reimbursed for such expenses by the Corporation.

## **ARTICLE 10 INDEMNIFICATION**

**Section 10.1      Indemnification of Directors, Officers, Employees and Agents**

The Corporation shall provide for indemnification of any and all of its Officers, Directors, Committees, Agents, or employed staff against expenses incurred by them except in relation to matters in which the individual shall be judged to be liable for negligence or misconduct in the performance of duties.

## **ARTICLE 11 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

**Section 11.1      Execution of Instruments**

The Board, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, 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 11.2      Checks and Notes**

Except as otherwise specifically determined by resolution of the Board, 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 and countersigned by the President.

**Section 11.3      Deposits**

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 may select.

**Section 11.4      Gifts**

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of the Corporation.



**ARTICLE 12 AMENDMENTS**

Section 12.1 Amendment by Directors

The Board may adopt, amend or repeal Bylaws. Such power is subject to unanimous consent of the Directors.

**Certificate of Secretary**

I certify that I am the duly elected and acting Secretary of Leaf's For Wellness, a California nonprofit public benefit corporation, that these Bylaws, consisting of 7 page, are the Bylaws of this Corporation as adopted by the Board of Directors on \_\_\_\_\_ and that these Bylaws have not been amended or modified since that date.

Executed on \_\_\_\_\_ at \_\_\_\_\_, California.

\_\_\_\_\_  
[NAME]  
Secretary