

Article I. Name of Organization

Biochar Coalition

Article II. Corporate Purpose

Section 1. Nonprofit Purpose

This corporation is organized exclusively for public benefit, educational, and scientific purposes, 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, or the corresponding section of any future federal tax code.

Section 2. Specific Purpose

Biochar Coalition's purpose is to increase biochar making, for stable carbon sequestration. Creating more biochar by educating and training more people in how to properly make and incorporate biochar into landscapes to sequester stable carbon, reducing atmospheric carbon and increasing soil carbon, protect watersheds, while addressing our current global carbon imbalance for the benefit of future generations of all biological life.

Section 3. Specific objectives of this organization shall be:

- a. Advocate and provide platforms for workforce opportunities.
- b. Seek out and provide safe work opportunities, converting woody residues into biochar, for invested community members (if available) and or biochar generating subcontractors willing to do aligned work.
- c. Provide education, demonstration, research, and instruction to benefit individuals, communities, and organizations on the production and sequestration of biochar.
- d. Conversion of biomass into biochar to be incorporated into native soils for protection of watersheds, using various

methods.

- e. Support prescribed and controlled burns, trying to increase the biochar produced while reducing the development of ash.
- f. Seek funding to expand our operations in accordance with the organization's purpose and objective.
- g. Progress development of [biocharcoalition.org](http://biocharcoalition.org) website for public education.

## Article III. Board of Directors

### Section 1. General Powers

- a. The affairs of the corporation shall be managed by its Board of Directors.
- b. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the corporation.

### Section 2. Number, Tenure, Requirements, and Qualifications

- a. The numbers of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) unrelated nor more than fifteen (15) including the following officers: the President, the Vice-President, the Secretary, and the Treasurer.
- b. The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be qualified and duly elected.
- c. All members of the Board of Directors and Advisory Council must be approved by a majority vote of the members of the Board.
- d. Each member of the Board of Directors shall attend the annual board meeting.

### Section 3. Regular and Annual Meetings

- a. An annual meeting of the Board of Directors shall be held at a time and day in the month of January of each calendar year and at a location, including digital platforms, designated by the Executive Committee of the Board of Directors.
- b. The Board of Directors may provide by resolution the time and place for the holding of regular meeting of the Board.
- c. Notice of the meetings shall be sent to all members of the Board of Directors no less than seven (7) days prior to the meeting date.

#### Section 4. Special Meetings

- a. Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors.
- b. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them.

#### Section 5. Notice

- a. Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, electronic methods or by written notice.
- b. Any Director may waive notice of any meeting.
- c. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- d. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

## Section 6. Quorum

- a. The presence of a majority of members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business.
- b. Without a quorum for a transacting agenda, present board members shall have the power to adjourn to a specified later date without notice.
- c. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

## Section 7. Forfeiture

- a. Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article automatically forfeit his or her seat on the Board.
- b. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith proceed to fill the vacancy.
- c. Members of the Board of Directors who are removed for failure to get any or all the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 14 of this Article in these by-laws.

## Section 8. Vacancies

- a. Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting.
- b. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

## Section 9. Compensation

- a. Members of the Board of Directors shall not receive any compensation for their services as Directors.
- b. Members of the Board of Directors may receive compensation for services rendered as employees or contractors of the organization, under the authority of the Executive Director.

## Section 10. Informal Action by Directors

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by majority of all the Directors following notice of the intended action to all members of the Board of Directors.

## Section 11. Confidentiality

- a. Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations' purposes or can reasonably be expected to benefit the Corporation.
- b. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties.
- c. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purpose and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.
- d. Each Director shall execute confidentiality consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

- e. If the organization's confidentiality is breached, it may be treated as a conflict of interest.

## Section 12. Advisory Council

- a. An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meeting of the Board.
- b. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors.
- c. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge.
- d. Members of the Advisory Council shall comply with the confidentiality agreement consistent therewith upon being voted onto and accepting the appointment to the Advisory Council.

## Section 13. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

## Section 14. Removal

- a. Any member of the Board of Directors or members of the Advisory Council may be removed with or without cause, at any time, by vote of majority of the members of the Board of Directors, if in their judgement the best interest of the corporation would be served thereby.
- b. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action.

- c. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

#### Article IV. Officers

The officers of this Board shall be the President, Vice-President, Secretary and Treasurer. All officers must have the status of active members of the Board.

##### Section 1. President

The President shall have the following duties:

- a. He/She shall preside at all meeting of the Board of Directors.
- b. She/He shall preside at all meetings of the Executive Committee.
- c. He/She shall have a general and active management of the business of this corporation, any committees, and councils created by the Board of Directors.
- d. She/He shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
- e. He/She shall submit a report of the operations of the corporation for the fiscal year to the Board of Directors, and from time to time, shall report to the Board all matters that may affect the corporation.
- f. She/He shall be vested with all the powers and perform all the duties of the Treasurer during any absence of the Treasurer.
- g. He/She shall assume sergeant of arms during any absence of the Vice-President.

##### Section 2. Vice-President

The Vice-Present shall have the following duties:

- a. She/He shall be vested with all the powers and perform all the duties of the President during any absence of the

President.

- b. He/She shall be vested with all the powers and perform all the duties of the Secretary during any absence of the Secretary.
- c. She/He shall operate as Sergeant of Arms at board meetings.

### Section 3. Secretary

The Secretary shall have the following duties:

- a. He/She shall attend all meetings of the Board of Directors and of the Executive Committee, and assisted by a staff member, will act as a clerk thereof.
- b. She/He shall record all votes and minutes of all proceedings in a book to be kept for that purpose.
- c. He/She in concert with the President shall make the arrangements for all meetings of the Board of Directors, including the annual meeting of the organization.
- d. She/He shall send notices of all meeting to the members of the Board of Directors and shall take reservations for the meetings, assisted by a staff member.
- e. He/She shall perform all official correspondence from the Board of Directors as may be prescribed by the Board of Directors or the President.

### Section 4. Treasurer

The Treasure shall have the following duties:

- a. She/He shall submit for the Finance Committee approval of all expenditures of funds raised by the Board of Directors, proposed capital expenditures (equipment and furniture), by a staff member.
- b. He/She shall present a complete and accurate report of the finances raised by the Board of Directors at each meeting.
- c. She/He shall have the right of inspection of funds including budgets and subsequent audit reports.

- d. He/She shall assist in direct audits of the funds of the corporation according to funding source guidelines and generally accepted accounting principles.

#### Section 5. Election of Officers

- a. Members of the Board of Directors may nominate themselves or other members of the Board, whom must have active member status, for the respective offices of the Executive Committee.
- b. The election shall be held at the annual meeting of the Board of Directors. Those officers elected shall serve a term of one (1) year, commencing at the next meeting following the annual meeting.
- c. Officers of the Executive Committee shall be eligible to maintain their respective offices until no longer capable of performing the duties of the office, as long as they are elected each year at the annual meeting of the Board of Directors.

#### Section 6. Removal of Officer

- a. The Board of Directors with a majority vote may remove any officer of the Board of Directors and elect a successor for the unexpired term.
- b. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing ten (10) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

#### Section 7. Vacancies

- a. The Board of Directors shall be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers.
- b. Nominations shall be sent in writing to members of the Board

of Directors at least ten (10) days prior to the next meeting at which the election will be held.

- c. Any nominated persons elected to fill vacancies shall hold membership or office for the remaining unexpired term of which such vacancy occurred.

## Article V. Committees

### Section 1. Committee Formation

- a. The Board of Directors may create committees as needed.
- b. Board members may nominate themselves, or other members, to be on any committee.
- c. The president appoints all committee chairs.
- d. All board members may attend and must be notified of all committee meetings.

### Section 2. Executive Committee

- a. The four officers serve as the members of the Executive Committee.
- b. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full board.
- c. Any member of the board may attend executive committee.

### Section 3. Finance Committee

- a. The treasurer is the chair of the Finance Committee, which includes three other board members.
- b. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members.
- c. The board must approve the budget and all expenditures must be within budget.

- d. Any major change in the budget must be approved by the board or the Executive Committee.
- e. The fiscal year shall be the calendar year.
- f. Annual reports are required to be submitted to the board showing income, expenditures, and pending income.
- g. The financial records of the organization are public information and shall be made available to the board members and the public.

#### Section 4. Dissolving of Committees

- a. Board members at any board meeting can motion to dissolve committees, except the Finance Committee and Executive Committee can not be dissolved.
- b. The committee chairperson and Executive Director must consult with the Executive Committee and reach a majority vote to agree to dissolution.

### Article VI. Corporate Staff

#### Section 1. Executive Director

- a. The Board of Directors shall hire an Executive Director who shall serve at the will of the Board.
- b. She/He shall have immediate and overall supervision of the operations of the Corporation
- c. He/She shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director's supervision.
- d. She/He shall perform such additional duties as may be directed by the Executive Committee or the Board of Directors.
- e. He/She shall implement fundraising plans made by the

Finance Committee.

- f. No officer, Executive Committee member or member of the Board of Directors may individually instruct the Executive Director or any other employee.
- g. She/He shall share up to date progress reports at the Board and Executive Committee meetings.
- h. He/She shall be an ad-hoc member of all committees.
- i. She/He may be hired or discharged at any meeting of the Board of Directors by a majority vote.
- j. Discharge may be with or without cause.

## Article VII. Conflict of interest and compensation

### Section 1. Purpose

- a. The purpose of the conflict-of-interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction.
- b. 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

- a. Interested Person - Any director, principal officer, 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.
- b. Financial Interest - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - 1. An ownership or investment interest in any entity with which the organization has a transaction or

arrangement.

2. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement.
  3. 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.
  4. A financial interest is not necessarily a conflict of interest.
- c. Compensation - includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

### Section 3. Procedures

- a. 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 directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. Determine whether a conflict of interest exists.
  1. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon.
  2. The remaining board or committee members shall decide if a conflict of interest exists.
- c. Procedures for addressing the conflict of interest:
  1. An interested person may make a presentation at the governing board or committee meeting, but after the

presentation, he/she shall leave the meeting during the discussion of, and vote on, the transaction or arrangement involving the possible conflict of interest.

2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. 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.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable.
5. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the conflict of interest policy:

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after

making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action(s).

#### Section 4. Records of Proceedings

The minutes of 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, 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 director, principal officer 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.
- d. Understands the organization is for public benefit 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

- a. To ensure the organization operates in a manner consistent with public benefit purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted.
- b. The periodic reviews shall, at a minimum, include the following subjects:
  1. Whether compensation arrangements and benefits are reasonable, based on competent survey of information, and the result of arm's length bargaining.
  2. 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

- a. When conducting the periodic reviews as provided for in section 7 of this Article, the organization may, but need not, use outside advisors.
- b. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

### Article VIII. Indemnification

#### Section 1. General

To the full extent authorized under the laws of the District of Columbia, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement,

resolution of the Board of Directors, or otherwise.

## Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

## Section 3. Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

## Article IX. Books and Records

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

## Article X. Amendments

### Section 1. Articles of Incorporation

- a. The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three (3) days in advance of such a meeting if

delivered personally, by facsimile, or by e-mail or at least five (5) days if delivered by mail.

- b. As required by the Articles, any amendment to Article III. or Article VI. of the Articles shall require the affirmative vote of all directors then in office.
- c. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

## Section 2. Bylaws

- a. The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting.
- b. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

## Section 3. Dissolution

- a. Notification of all board members of intention to dissolve this organization shall be shared ten (10) days prior to a meeting to vote on dissolution.
- b. Dissolution of this organization requires majority vote of remaining board members, or as required by state law.
- c. Upon the dissolution of this 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 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.
- d. The organization to receive the assets of Biochar Coalition hereunder shall be selected by the discretion of a majority of the Board of Directors.

- e. If the members cannot agree on the recipient organization, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Biochar Coalition by one (1) or more of its Board of Directors which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State California.

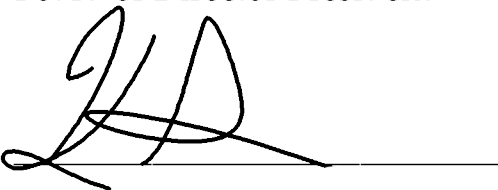
#### Article XI. ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the twenty (20) preceding pages as the Bylaws of this corporation.

Article XII. ADOPTED AND APPROVED by the Board of Directors on this 19<sup>th</sup> day of January, 2023



ATTEST: C. Tabor Teachout,  
Board of Director President



ATTEST: Kenneth J. Scherer,  
Board of Director Secretary