Rainforest Defense Fund, Inc.
(By-Laws)

ARTICLE 1: LIMITATIONS

(i) Any clause inconsistent with the Articles of Incorporation will be considered null and void but such a clause will not affect the validity of the other clauses in these By-Laws.

ARTICLE 2: MEMBERS

(i) The categories of membership are set forth in the Articles of Incorporation.

(ii) The dues for individual membership will be $15.00 per year and for family membership will be $25.00 per year. For students, senior citizens, and those who claim to have a low income, the dues will be $10.00 for individual membership and $15.00 for family membership. The dues for life membership will be $500.00 which will exempt the member from further payment of dues during his/her lifetime. In addition, individuals and family members will be considered sponsors upon payment of $50.00 per year and patrons upon payment of $100.00 per year.

(iii) The procedure for electing voting members is set forth in the Articles of Incorporation. Nominations for voting membership will be accepted at any regular meeting and maintained on file until the next special or annual meeting when they will be brought up for a vote by secret ballot.

(iv) No individual or family members will have any voting rights by virtue of such membership alone. All voting rights are vested with individuals elected to voting membership.

(v) Any member may resign by filing a written resignation with the secretary. No refund of membership dues will be made upon such resignation.

(vi) Any individuals or family members deemed by the Board of Directors to be not serving the interests of The Rainforest Defense Fund may be removed or suspended from membership. The current dues paid will be refunded on a pro-rated basis. Membership may be subsequently reinstated on approval of a written request to the Board of Directors.

(vii) Membership of the Rainforest Defense Fund is not transferable or assignable.

ARTICLE 3: REGULAR MEETINGS

(i) Regular meetings of the Rainforest Defense Fund must be called by the Board of Directors at least once a month. Any three members of the board may call a regular meeting.

(ii) Regular meetings will be open to all voting members and individual or family members. All issues not specifically described in the Articles of Incorporation may be covered at regular meetings.

(iii) All members will have the right to address the meetings, however, only voting members may participate in a roll call vote.

(iv) Voting may be held by voice or by general acclamation. Any voting member may however demand a roll call vote.

(v) At least 15 members or 25% of the voting membvership, whichever is lesser, will constitute a quorum for a regular meeting.

(vi) The voting members of the Rainforest Defense Fund must be informed of a regular meeting by mail or by phone or any other communication medium deemed appropriate. Members may be informed simultaneously about the date, time and place of several meetings to be held in the future and need not be informed about each meeting individually.

(vii) A rotating chair to presside over the regular meetings will be elected for periods of one to two months. Such elections will be held by open nomination and ballot by the voting ;members present at a regular meeting. The chair may be removed by a simple majority of members present.

ARTICLE 4: SPECIAL AND ANNUAL MEETINGS

(i) The scope of such meetings is described in the Articles of Incorpooration.

(ii) At least 50 voting members or 40% of voting membership, whichever is lesser, will constitute a quorum for any annual or special meeting of the Rainforest Defense Fund. If a meeting does not muster a quorum, it will be adjourned by a period of not less than four weeks at which time a second special or annual meeting will be called. No quorum will be required for the second meeting.

(iii) An annual meeting will be held on the fourth thursday of October of each year at 8pm unless the said day falls on a legal holiday, in which case the annual meeting will be postponed to the second thursday of November.

(iv) Nominations for any openings for members of the Board of Directors will be opened six weeks before, and close two weeks before, the annual meeting. The Secretary will recieve the nominations duly seconded by voting members and maintain a list of candidates. The voting will be by secret ballot. Voting members will be notified of the opening and closing dates of nomination for the Board of Directors six-weeks in advance of the annual meeting. Each nominee shall prepare a statement, not to exceed 200 words, regarding their desire to serve on the Board of Directors.

ARTICLE 5: BOARD OF DIRECTORS

(i) The office bearers and the members-at-large of the Board of Directors are described in the Articles of Incorporation.

(ii) The Clerk/Secretary (heretofore reffered to as the Secretary) will be responsible for informing the members about all meetings (regular, special, or annual) as required in the By-Laws. The Secretary will maintain minutes of all meetings including those of the Board of Directors.

(iii) Any two members of the Board of Directors may call a meeting of the Board. At least four members of the Board, including two office bearers, will constitute a quorum for meetings of the Board. All decisions by a majority of members of the Board of Directors present at a meetiing will be considered to be decisions made by the Board of Directors.

(iv) The Board of Directors will have final responsibility for the distribution of funds. The Board of Directors may authorize operational expenses provided such expenses are within the limitations, if any, imposed on such expenses by the voting members.

(v) The Board of Directors may make decisions using any communication medium. However, decisions not made at a meeting will require that at least five board members vote affirmatively on it. The Secretary will maintain the record of such decisions and obtain the signature of at least five members on the question within 10 working days of such a decision.

(vi) The President will preside over all meetings of the Board of Directors. In his/her absence the Vice-President will do so. If neither is present, the Board members present may elect a member to preside.

(vii) The President and the Secretary are authorized to represent the organization and sign resolutions and other correspondance on behalf of the organization.

(viii) All powers of the President will be conferred on the Vice-President during her/his absence.

(ix) The Treasurer will have final responsibility for the custody of the funds and the maintenance of all financial records.

(x) Directors as such will not recieve any salaries or compensation for their services, but by authorization of the voting members, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular, special, or annual meeting or a meeting of the Board of Directors, or when travel is required for the purposes of the corporation; provided that nothing herein will be construed to preclude any member of the Board of Directors from serving the corporation in any capacity and recieving compensation thereof.

(xi) All powers given to the Board of Directors in these By-Laws constitute authority delegated by the voting membership in the absence of other determination by the voting members. Notwithstanding such delegation of authority to the Board, voting members may by resolutions at regular or special meetings authorize any officer or officers, agent or agentsof the corporation, or authorize a committee formed under Article 6(ii) of the By-Laws of the corporation, to exercise such powers as it deems fit. Such an authorization by the voting members would supercede any authority granted to the Board Directors by these By-Laws.

(xii) Pursuant to Section 23 of the Articles of Incorporation, the Board of Directors may take no action incompatible with the letter or intent of any resolution passsed by the members.

ARTICLE 6: COMMITTEES

(i) The Board of Directors, by resolution may designate one or more committees, each of which shall consist of one or more Directors and other voting members of the Rainforest Defense Fund, which committees, to the extent provided in the said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; But the designation of the committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it, him orher by law. The Board of Directors shall determine the term of office of such committees and designate their chair; however the committees may be dismissed by the Board of Direcors without further notice whenever the Board od Directors deemed it fit.

(ii) The voting members may elect committees and delegate any powers to such committees that are accorded to the voting members except for decisions requring a special or annual meeting. Any committees appointed by the voting members may be dismissed by the voting members at any time without regard to whether or not the tenure of the committee determined by resolution creating the committee has expired.

(iii) Vacancies in the committees may be filled in by appointments made in the same manner as provided by the original appointment.

(iv) Each committee may adopt its own rules for its own government not inconsistent with these By-Laws or the Articles of Incorporation.

(v) Unless otherwise provided by creating resolution, a majority of the members of a committee will constitute a quorum.

ARTICLE 7: CONTRACTS, CHECKS, DEPOSITS AND FUNDS

(i) The Board of Directors may authorize any officer, agent or agents of the corporation in addition to the officers so authorized by these By-Laws, to enter into any contract or execute any instrument in the name of the corporation and such authority may be general or confined to specific instances.

(ii) All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by any officer or officers, agent or agents of the corporation and in such manner as shall be determined by resolution of the Board of Directors, Such resolutions shall be signed by the treasurer or by the President.

(iii) 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 may select.

(iv) The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or device for the general or for any specific purpose of the corporation.

ARTICLE 8: CERTIFICATE OF MEMBERSHIP

(i) The Board of Directors may provide for the issuance of cards or certificate of membership in the form it deems appropriate. The name, address, and the date of expiration of membership of each member shall be entered into the record of the corporation under the appropriate category of membership.

ARTICLE 9: BOOKS AND RECORDS

The corporation shall keep correct and complete books amd records of account and shall also keep minutes of all meetings of members, Board of Directors, and duly constituted committees having delegated authority of the Board of Directors or of the voting membership. All books and records of the corporation will be open to inspection by any member for any proper purpose at any reasonable time convenient for the Secretary or other agent in charge of the records or books.

ARTICLE 10: SEAL

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and have the name of the corporation inscribed thereon and the words "Corporate Seal."

ARTICLE 11: FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of October and end on the last day of September in each year subsequent to the first October after incorporation.

ARTICLE 12: AMENDMENT TO BY-LAWS

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by a three-fourths vote at any regular meeting or a simple majority at a special or annual meeting.

ARTICLE 13: PARLIAMENTARY PROCEDURE

All questions of parliamentary procedure at any of the meetings of members, Board of Directors or committees shall be governed by *Roberts Rules of Orders, Latest Edition.*

The Commonwealth of Massachusetts

OFFICE OF THE MASSACHUSETTS SECRETARY OF STATE
MICHAEL J. CONNOLLY, Secretary
ONE ASHBURTON PLACE, BOSTON, MASSACHUSETTS 02108

ARTICLES OF ORGANIZATION
(Under G.L. Ch. 180)

Examiner

ARTICLE I

The name of the corporation is:

Name Approved

Rainforest Defense Fund Inc

ARTICLE II

The purpose of the corporation is to engage in the following activities:

(SEE ATTACHED FORM LABELED ARTICLE II)

8?-3?8?

C ☐
P ☐
M ☐
R.A. ☑

9

P.C.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8½ x 11 sheets of paper leaving a left hand margin of at least 1 inch. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.

ARTICLE III

If the corporation has one or more classes of members, the designation of such classes, the manner of election or appointments, the duration of membership and the qualification and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

(SEE ATTACHED FORM LABELED ARTICLE III)

ARTICLE IV

• Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:

(SEE ATTACHED FORMS LABELED ARTICLE IV)

• If there are no provisions, state "None".

Note: The preceding four (4) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.

Rainforest Defense Fund, Inc.

ARTICLE II

Purposes

The corporation has been organized to operate exclusively for charitable purposes, including but not limited to:

*To stop the destruction of the world's remaining rainforests.
*To preserve the biological diversity of the world's rainforest ecosystems.
*To assist the indigenous peoples of the world's rainforests in their efforts to survive and become self-determined.

Methods

1. Rainforest Defense Fund, Inc. will use all possible measures to educate the public, including but not necessarily limited to, the following:

(i) Publish or disseminate brochures, articles, newsletters, books, movies, slideshows, etc., on topics relating to the destruction and exploitation of the rainforest and/or its indigenous inhabitants.

(ii) Sponsor educational events to disseminate information about the plight of the rainforests and its indigenous inhabitants, and about possible solutions.

2. Rainforest Defense Fund, Inc. will inform the public about legislation which may reduce the destruction of the rainforest and its fauna, or assist the indigenous peoples in their efforts towards survival and self-determination, and lobby for such legislation, to the extent that such actions are legally permissible and compatible with its status as a non-profit, tax-exempt organization.

3. Rainforest Defense Fund, Inc. will cooperate with other organizations, nationally and internationally, on any project which may promote the objectives of the Rainforest Defense Fund.

4. Rainforest Defense Fund, Inc. will cooperate with or initiate projects to protect the rainforest, the wildlife of the rainforest, or the peoples of the rainforest.

5. Rainforest Defense Fund, Inc. will cooperate with or initiate educational, research, and philanthropical projects which have the purpose of furthering the aims of the Rainforest Defense Fund.

ARTICLE III

Membership

1. There will be five classes of Rainforest Defense Fund, Inc. members as listed below:

(i) Voting Members. Individuals who are active in promoting the cause of the organization may be nominated by any voting member and elected to voting membership by a two-thirds vote of the voting members present at a *special meeting*.

(ii) Individual Members. Individual membership is open to all individuals who subscribe to the objectives of Rainforest Defense Fund, Inc. and pay the annual dues as set forth by the *Board of Directors*. The membership may lapse because of non-payment of dues. Individual members will have no voting rights but may attend any *regular meeting* (defined in Article 4).

(iii) Family Members. These members will have the same rights and responsibilities as individual members except that all members of a household will be considered as members but will pay family membership dues as determined by the *Board of Directors*.

(iv) Block Members. These members will be individuals who are members of a like-minded organization with which Rainforest Defense Fund, Inc. has made an agreement. These individuals will have no voting privileges but may enjoy other privileges as determined by an agreement between Rainforest Defense Fund, Inc. and the cooperating organization.

(v) Honorary Councillors. The *Board of Directors* may invite any individual whose contribution to the preservation of the rainforest ecosystem and/or to the plight of its indigenous peoples is deemed to be outstanding by a vote of the *Board of Directors* to be an Honorary Councillor to Rainforest Defense Fund, Inc.. Such members will have all privileges enjoyed by individual members and may be called upon for advice or to represent Rainforest Defense Fund, Inc. by the *Board of Directors*. Their tenure as Councillors will last until they either resign or it is determined by the *Board of Directors* that their tenure is no longer in the interests of Rainforest Defense Fund, Inc.'s objectives.

2. Membership in various categories will not be exclusive, i.e. an individual may be a member under several categories. Under such conditions, no membership privilege will be duplicated.

3. The incorporators of Rainforest Defense Fund, Inc. shall constitute the initial voting members of the corporation and will elect the first *Board of Directors*.

4. The *Board of Directors* may determine other categories of membership, which may be called Sponsor, Patron, Life-Member, etc., with the same privileges as Individual or Family members but with different tenures of membership and fees

ARTICLE IV

Officers of the Corporation

1. The President will have no powers except those specifically given by this constitution or delegated by the *Board of Directors*.

2. The Clerk will be responsible for maintaining the records of Rainforest Defense Fund, Inc. meetings and resolutions passed.

3. The Treasurer will be responsible for maintaining the financial records of the organization and issuing assets, liabilities and expenses to members.

4. The Treasurer and Clerk may delegate their responsibilities to any voting member during a temporary absence on their part.

5. There will be not less than four nor more than ten members of the *Board of Directors*, serving terms of one year each, elected at each annual meeting. The *Board of Directors* will meet within one month of their election to appoint from amongst themselves officers with the title President, Vice-President, Treasurer, and Clerk.

6. If any member of the *Board of Directors* dies, resigns, or is removed, the *Board of Directors* may elect a director to serve for the duration of the unexpired term.

7. Any voting member may nominate any member for a position on the *Board of Directors*. The nomination must be seconded by a voting member. In case more than one individual is nominated per position, an election will be held under the maximum approval criterion: Each nominee may be either approved or disapproved by any voting member present; those that recieve the most approvals will be deemed elected. Any ties will be broken by a coin-toss.

8. The *Board of Directors* will be responsible for implementing any decisions made by the voting members at any meeting.

Dissolution

1. If Rainforest Defense Fund, Inc. becomes inactive or cannot effectively contribute to its objectives, it may dissolve or merge with any organization with similar aims. Any merger or dissolution must be approved by a two-thirds vote of all members present at a special meeting expressely called for that purpose.

2. The resolution dissolving Rainforest Defense Fund, Inc. must specify the distribution of assets to one or more exempt organizations within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Any assets not so disposed of shall be disposed by the Court of Common Pleas of the county in which the principle office of Rainforest Defense Fund, Inc. is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

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ARTICLE IV CONT

Meeting

1. There will be two categories of meetings:

(i) Regular Meetings: Regular meetings are to be held <u>at least</u> once a month. Any business may be conducted at these regular meetings except changes to the constitution, removal of any *voting member*, and election of any office bearer or the involuntary removal from office of any bearer whose responsibilities are described in this constitution. The *Board of Directors* will convene such meetings.

(ii) Special Meetings: Any business may be conducted at a special meeting provided notification of such a meeting is sent to all voting members at least two weeks in advance of such a meeting and the purpose of the special meeting is accurately stated in the notification. A special meeting may be called by a majority vote of the *Board of Directors* or by a majority vote of the members present at a monthly meeting. All decisions at a special meeting, except for the election of office-bearers, must be approved by two-thirds vote of the members present.

3. An *Annual Meeting* will be held each fall. Any business may be conducted at the annual meeting.

4. The President will preside over all meetings. In his/her absence, the Vice-President will do so. In case the latter is absent as well, the President must designate a voting member to do so.

5. The voting members will determine the immediate priorities and worthy projects that Rainforest Defense Fund may support. Such decisions will be made or ratified at the *regular meetings* of the membership.

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ARTICLE IV CONT.

Limitations

1. No part of the net earnings of the Rainforest Defense Fund, Inc. will inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and di [illegible] in furtherance of purposes set forth in the Articles of Section 2. No substantial portion of the activities of the Rainforest Defense Fund, Inc. shall be carrying of propaganda, participation in, or intervention in (including publishing or distribution of statements) any political campaign on behalf of any candidate for political office.

2. Notwithstanding any provision of these articles, Rainforest Defense Fund, Inc. will not, except to an insubstantial degree, engage in activities or exercise any powers that are not furtherance of the purposes of this co. poration.

3. Said corporation is organized exclusively for charitable, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations undersection 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE V

By-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers, whose names are set out below, have been duly elected.

ARTICLE VI

The effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth or if a later date is desired, specify date, (not more than 30 days after date of filing)

The information contained in ARTICLE VI [illegible] PERMANENT part of the Articles of Organization and may be changed ONLY by filing the appropriate form provided therefor.

ARTICLE VII

a. The post office address of the initial principal [illegible] corporation IN MASSACHUSETTS is:

P.O. B[illegible] CAMBRIDGE, MA 02238

b. The name, residence and post office address of each of the initial directors and following officers of the corporation are as follows:

	NAME	RESIDENCE	POST OFFICE ADDRESS
President:	BRIAN J KEANE	[illegible] SIDE RD [illegible] MA 01776	
Treasurer:	ALLAN ROYAL	66 PARSONS ST #2 BRIGHTON, MA 02135	
Clerk:	MATTHEW CAHILLANE	18½ FOREST ST CONCORD, NH 03301	

Directors: (or officers having the powers of directors).

NAME	RESIDENCE	POST OFFICE ADDRESS
JANE LIDSKY	215 HIGHLAND AVE NEWTON, MA 02160	
MARTIN E KAUPP	66 PARSONS ST #2 BRIGHTON, MA 02135	

c. The fiscal year of the corporation shall end on the last day of the month of:

SEPTEMBER

d. The name and BUSINESS address of the RESIDENT AGENT of the corporation, if any, is:

MARTIN E. KAUPP 66 PARSONS ST. #2 BRIGHTON, MA. 02135

I/We the below-signed INCORPORATORS do hereby certify under the pains and penalties of perjury that I/We have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/We do hereby further certify that to the best of my/our knowledge the above-named principal officers have not been similarly convicted. If so convicted, explain.

IN WITNESS WHEREOF and under the pains and penalties of perjury, I/WE, whose signature(s) appear below as incorporator(s) and whose names and business or residential address(es) ARE CLEARLY TYPED OR PRINTED beneath each signature do hereby associate with the intention of forming this corporation under the provisions of General Laws Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 13th day of December 19[illegible]

[signature]	Martin Kaupp
Brian J. Keane	MARTIN KAUPP
115 Woodside Rd.	66 PARSONS ST #2
Sudbury, MA 01776	BRIGHTON, MA 02135

NOTE: If an already-existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.

320265

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION

GENERAL LAWS, CHAPTER 180

I hereby certify that, upon an examination of the within-written articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of $35.00 having been paid, said articles are deemed to have been filed with me this 14th day of December 1989

Effective date

Michael J Connolly

MICHAEL J. CONNOLLY
Secretary of State

A PHOTOCOPY OF THESE ARTICLES OF ORGANIZATION SHALL BE RETURNED

TO: RAINFOREST DEFENSE FUND
P.O. BOX 2104 CAMBRIDGE, MA. 02238

Telephone: 617 894-5663

RECEIVED BY
OFFICE OF CITY CLERK

1991 MAR 22 AM 9:41

CAMBRIDGE MA

Brian J. Keane
Rainforest Defense Fund
P.O. Box 2104
Cambridge, Ma. 02238

Jeffrey Nutting
City of Cambridge
Coordinator of Public Works
147 Hampshire Street
Cambridge, Ma. 02139

March 21, 1991

Dear Mr. Nutting,

I am petitioning you on behalf of the Rainforest Defense Fund, a public non-profit corporation, for permission to set up a table in Harvard Square for the purpose of distributing educational material, selling t-shirts, and encouraging membership. We are a Cambridge-based environmental organization whose primary mission is to educate the public on both local and international issues, while working to promote alternative sustainable development projects for the world's endangered forests. Enclosed you will find copies of our organization's by-laws and articles of incorporation. If you have any further questions please contact me at 894-6902. Thank you for your time.

Sincerely,

Brian Keane

Brian J. Keane

9. H-49

CONSENT

Petition received from Brian J. Keane, Rainforest Defense Fund requesting permission to set up a table in Harvard Square for distribution of material.

In City Council,

April 1, 1991.

Referred to the City Manager with power to Act

Copies sent to City mgr 4/3/91 dc