

BYLAWS OF CHACRUNA INSTITUTE FOR PSYCHEDELIC PLANT MEDICINES

ARTICLE I - NAME, PURPOSE, NONDISCRIMINATION

Section 1: The name of the organization shall be Chacruna Institute for Psychedelic Plant Medicines (“Chacruna”).

Section 2: Chacruna is organized exclusively for charitable, scientific, and educational purposes; more specifically, to provide public education and cultural understanding about psychedelic plant medicines and naturally occurring psychedelic substances. Chacruna envisions a world where plant medicines and other psychedelics are preserved, protected, and valued as part of our cultural identity and integrated into our social, legal, and healthcare systems.

Section 3. Chacruna shall encourage broad public support and participation in its activities and shall not discriminate in any manner whatsoever against any person on the basis of race, nationality, religion, gender, sexual orientation, age, or mental or physical disability. As much as possible, the corporation should reflect the diversity and composition of the communities it serves. Women, people of color, LGBTI people, and other underrepresented groups shall be encouraged to participate in all aspects of the corporation’s activities.

Section 4. Chacruna will comply with all limitations related to obtaining and maintaining IRS 501(c)(3) status. Specifically, Chacruna will not have a substantial part of its activities focused on attempts to influence legislation (commonly known as lobbying). Legislation includes action by Congress, any state legislature, any local council, or similar governing body with respect to acts, bills, resolutions, or similar items (such as legislative confirmation of appointive office), or by the public in referendum, ballot initiative, constitutional amendment, or similar procedure. Legislation does not include actions by executive, judicial, or administrative bodies. Chacruna may, however, involve itself in issues of public policy without the activity being considered as lobbying. For example, Chacruna may publish articles on areas of its expertise related to public policy, conduct educational meetings, prepare and distribute educational materials, or otherwise consider public policy issues in an educational manner without jeopardizing its tax-exempt status.

ARTICLE II - MEMBERSHIP

Section 1: Membership shall consist of the members of the Board of Directors and non-voting individual members and non-voting member organizations granted membership based on criteria developed by the Board of Directors and staff of Chacruna.

Section 2: Non-Voting Members: Selection, Powers, Tenure, and Removal.

A. SELECTION. The payment of membership dues by any individual or organization shall constitute an application for non-voting membership. Unless the Board determines otherwise within 30 days of the receipt of dues, any person or organization who pays the required dues shall be automatically deemed a non-voting member of the corporation. The Board of Directors or Executive Director may also waive or reduce membership fees and grant non-voting

membership to any individual or organization. Non-voting membership in this Corporation is not transferable or assignable.

B. **POWERS.** The non-voting members shall have no power to vote on the election of Directors or on any other corporate manner unless specifically authorized by a revision of the Articles of Incorporation and Bylaws.

C. **TENURE.** Non-voting membership in the Corporation shall continue so long as the annual dues are paid or waived and non-voting membership has not been terminated by the Board of Directors.

D. **RESIGNATION.** Any non-voting member may resign by sending a written resignation to the corporation or by ceasing to pay the required dues.

E. **REMOVAL.** Any non-voting member may be suspended or removed by resolution through majority vote of the Board of Directors.

ARTICLE III - ANNUAL MEETING

Section 1: Annual Meeting. The regular annual meeting shall be held in June of each fiscal year at a time and place set by the Board of Directors. Board members can participate at these meetings by teleconference.

Section 2: Special Meetings. Special meetings may be called by the Chair or the Executive Committee.

Section 3: Notice. Notice of each meeting shall be given to each voting member, by mail, fax, or email not less than ten days before the meeting.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: Board Role, Size, Compensation. The Board is responsible for overall policy and direction of the organization, and delegates responsibility for day-to-day operations to the Executive Director and committees. The Board of Directors may hire, give policy input to, and fire the Executive Director as they deem proper and necessary for the operations of the Corporation. The Board shall have up to 10 and not fewer than 3 members. Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the organization's business may be reimbursed with documentation and prior approval. In addition, Directors serving the organization in any other capacity, such as staff or as contract employees, are therefore allowed to receive compensation.

Section 2: Meetings. The Board shall meet biannually, or more, at an agreed upon time and place, to conduct organizational business, including, but not limited to: financial review, program review, general input, and oversight. Board members can participate at these meetings via teleconference or any electronic medium, such as email or video conference.

Section 3: Board Elections. Election of new directors or election of current directors to a second term will occur as the first item of business at the last meeting of the organization at the end of each fiscal year. Directors will be elected by a majority vote of the current directors.

Section 4: Terms. For fiscal year 2019–2020, up to ten Board member positions shall be available, with half of all positions made available lasting for a term of 1 year and half lasting for a term of 2 years. Beginning in fiscal year 2020–2021, all Board members shall be elected to 2-year terms. All Board members are limited to a total of three terms, or six years, whichever is greater. If a Board member has been term limited, said Board member shall again be eligible for Board membership after a one-year hiatus from the Board for an additional three terms, or six years, whichever is greater.

Section 5: Quorum. A quorum must be attended by at least 50 percent of the Board members before business can be transacted or motions made or passed.

Section 6: Notice. An official Board meeting requires that each Board member have written notice by mail, fax, or email ten days in advance.

Section 7. Officers and Duties. There shall be three officers of the Board consisting of a Chair, Secretary, and Treasurer. Their duties are as follows:

The Chair shall convene regularly scheduled Board meetings, and shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Secretary and Treasurer.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board members, and assuring that corporate records are maintained.

The Treasurer shall make a report at each Board meeting. The Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

Section 8: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members or from the Executive Director by the Secretary two weeks in advance of a Board meeting. Prospective Board members shall be interviewed by the Executive Committee and the Executive Committee shall provide recommendations to the entire Board regarding prospective new Board members. The Executive Committee shall make its best good faith efforts to provide the Executive Director input into the selection of new Board members.

These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies may be filled at the end of the particular Board member's term or upon the resignation or termination of any Board member.

Section 9: Resignation, Termination, and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be terminated for excess absences

from the Board if they have two unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a two-thirds vote of the remaining directors.

Section 10: Special Meetings. Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member, postmarked ten days in advance.

ARTICLE V - COMMITTEES

Section 1: The Board may create committees as needed, such as fundraising, research, etc. The Board Chair appoints all committee chairs.

Section 2: The three officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 3: Finance Committee. The Treasurer is Chair of the Finance Committee, which includes two other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members, and the public.

ARTICLE VI – ADVISORY BOARD

Section 1: The Executive Director may create and develop Advisory Boards for advice on activities relevant to the corporation’s purpose.

Section 2: An individual may be added to an Advisory Board by agreement between the individual and the Executive Director.

Section 3: Advisory Board members may resign from the Advisory Board by providing written notice. The Executive Director may remove members of the Advisory Board, with or without cause, by providing written notice.

ARTICLE VII – PAID STAFF AND OPERATIONAL COMMITTEES.

Section 1: Except as otherwise provided herein, the Executive Director shall manage all day-to-day activities of the organization, including directing, managing, hiring and firing staff, and engaging in any activities consistent with the organization’s mission.

Section 2: The Executive Director shall not be fired without a three-fourths majority vote of the Board of Directors at a special meeting called to decide this matter. At this special meeting, the

Executive Director shall be given the opportunity to address the Board to explain any alleged poor performance.

Section 3: The Executive Director shall hire, manage, and fire all paid staff consistent with the budgetary allocations made by the Board of Directors as the Executive Director deems proper and necessary for the operations of the Corporation. The Executive Director may take any action necessary to further the mission of the organization, subject to the limitations of these bylaws.

Section 4: Initial Organizational Projects. The Executive Director shall have the power to create, manage, and dissolve any organizational projects consistent with the mission of the organization. The initial projects shall include: (a) Council for the Protection of Sacred Plants; (b) Ayahuasca Community Committee; (c) Chacruna Chronicles; and (d) Working Group on Women, Gender Diversity, and Sexual Minorities.

ARTICLE VIII – INDEMNIFICATION

Every member of the Board of Directors, officer or employee of the organization shall be indemnified by the organization against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which they may become involved by reason of their being or having been a member of the Board, officer, or employee of the organization, or any settlement thereof, unless adjudged therein to be liable for gross negligence or willful misconduct in the performance of their duties; provided, however, that, in the event of a settlement, the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the organization. The foregoing right of indemnification shall be in addition and not exclusive of all other rights to which such member of the Board, officer or employee is entitled.

ARTICLE IX - FINANCIAL ADMINISTRATION

Section 1. Fiscal Year. The fiscal year of the organization shall be January 1st to December 31st but may be changed by resolution of the Board of Directors.

Section 2. Checks, Drafts, Etc. All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by the Chair, Treasurer, or the Executive Director, or by another party specifically delegated authority by the Board of Directors. The Executive Director is authorized to make payments by check or other means within the approved budget guidelines of the Board of Directors. In addition, the Executive Director is authorized to make any other payments not within the budget necessary to carry out the purpose of the organization up to \$10,000 without prior approval of the Board of Directors. The Executive Director is required to obtain approval from the Board of Directors or Executive Committee before entering into contracts that extend beyond one year.

Section 3. Deposits and Accounts. All funds of the organization not otherwise employed shall be deposited from time to time in general or special accounts in such banks, trust companies, or

other depositories as the Board of Directors, or any committee to which such authority has been delegated by the Board, may select; or as may be selected by the Executive Director or by any other officer or officers or agent or agents of the organization, to whom such power may, from time to time, be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the organization, checks, drafts, and other orders of the organization may be endorsed, assigned, and delivered on behalf of the organization by any officer or agent of the organization.

Section 4. Investments. The funds of the organization may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

Section 5. Books and Records. Correct books of account of the activities and transactions of the organization shall be kept at the office of the organization. These shall include a minute book, which shall contain a copy of the Articles of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.

ARTICLE X – DISSOLUTION

Section 1. Dissolution. The organization may be dissolved, consistent with state and federal law, upon a unanimous vote of the Board of Directors at a special meeting called for such purposes where employees of the organization are given an opportunity to participate and provide input.

Section 2. Distribution of Assets. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes as shall, at the time, qualify as an exempt organization or organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation 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.

ARTICLE XI – AMENDMENTS

Section 1. These Bylaws may be amended when necessary by a two-thirds majority vote of all Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

These Bylaws were approved at a meeting of the Board of Directors of Chacruna in April 2019.

ARTICLE XII. Political Action Committee

- A. The Executive Director may establish a Political Action Committee (PAC), in accordance with federal law, for the purpose of advancing the legislative interests of the corporation.
- B. The corporation's PAC may solicit contributions from members.

ARTICLE XIII Parliamentary Authority

Robert's Rules of Order, Newly Revised, by Sarah Corbin Roberts, shall be used in all cases not covered by these bylaws.

These Bylaws were adopted by a vote of the Board of Directors on the _____ day of _____, 2019.

Chair, Board of Directors of Chacruna