

BYLAWS OF

Decriminalize Nature Philadelphia

A PENNSYLVANIA NON-PROFIT CORPORATION

2023

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*Section 1.1 Corporate*

*Name*

The name of this Non-Profit Corporation is Decriminalize Nature Philadelphia.

ARTICLE 2

OFFICES

*Section 2.1 Principle*

*Office*

The principal office of the Corporation for the transaction of its business is located at 920 S. 48th St., Philadelphia, PA 19143

*Section 2.2 Change of Address of Principle*

*Office*

The county of the Corporation's principal office can be changed only by amendment of these Bylaws and not otherwise.

The Board of Directors shall have full power and authority to change said principal office from one location to another within the Commonwealth of Pennsylvania. This Section shall be amended to state the new location.

*Section 2.3 Other*

*Offices*

The Board of Directors 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*

This Corporation is a nonprofit corporation and is not organized for the private gain of any person. It is organized under the Pennsylvania Non-Profit Corporation Law of 1988, as amended ("NPCL").

*Section 3.2 Specific*

*Purpose*

The purposes for which the Corporation is organized are to promote social welfare within the meaning of section 501(c)(4) of the Internal Revenue Code, including but not limited to: education and developing and advocating for legislation to decriminalize entheogenic plants, restore our root connection to nature, and improve human health and well-being.

ARTICLE 4 CODES OF ETHICS AND  
WHISTLEBLOWER POLICY

*Section 4.1*

*Purpose*

Decriminalize Nature Philadelphia requires directors and officers to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. It is the intent of Decriminalize Nature Philadelphia to adhere to all laws and regulations that apply to the Corporation and the underlying purpose of this policy is to support the Corporation's goal of legal compliance and ethical actions.

*Section 4.2 Conflict of*

*Interest*

The Board shall adopt and periodically review a conflict of interest policy to protect the Corporation's interest when it is contemplating any transaction or arrangement which may benefit any Director, Officer, employee, affiliate, or member of a committee with Board delegated powers.

*Section 4.3 Nondiscrimination*

*Policy*

The Officers and Directors, and persons served by this Corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, gender, race, religion, national origin, and sexual orientation. It is the policy of Decriminalize Nature Philadelphia not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, color, religion, or national origin.



*Section 4.4 Reporting  
Violations*

If any Director or Officer reasonably believes that some policy, practice, or activity of Decriminalize Nature Philadelphia is in violation of law, a written complaint must be filed by that person with the Vice President or the President.

*Section 4.5 Acting in Good  
Faith*

Anyone filing a complaint concerning a violation or suspected violation of this Article must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of this Article. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense.

*Section 4.6  
Retaliation*

A person is protected from retaliation if they bring an alleged unlawful activity, policy, or practice to the attention of Decriminalize Nature Philadelphia and provide Decriminalize Nature Philadelphia with a reasonable opportunity to investigate and correct the alleged unlawful activity.

Decriminalize Nature Philadelphia shall not retaliate against any Director or Officer who, in good faith, has made a protest or raised a complaint against some practice of Decriminalize Nature Philadelphia or of another individual or entity with whom Decriminalize Nature Philadelphia has a business relationship, on the basis of a reasonable belief that the practice is in violation of law.

*Section 4.7  
Confidentiality*

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

*Section 4.8 Handling of Reported*

## *Violations*

The President or Vice President shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five (5) business days. All reports shall be promptly investigated by the Board and its appointed committees and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all Directors, Officers, staff or employees and they shall have the opportunity to ask questions about the policy.

## ARTICLE 5 MEETINGS

### *Section 5.1 Place of Meetings*

Regular and special meetings of the Board may be held at any place within or outside the state that has been designated in the notice of the meeting.

Any meeting, regular or special, may be held by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all Directors participating in the meeting are able to hear one another.

Participation in a meeting through use of electronic video screen communication or other communications equipment constitutes presence in person at that meeting if all of the following apply: a) Each Director participating in the meeting can communicate with all of the other Directors concurrently; b) Each Director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation; c) The Corporation adopts and implements some means of verifying 1) that all persons participating in the meeting are Directors of the Corporation or are otherwise entitled to participate in the meeting, and 2) that all actions of, or votes by, the Board are taken and cast only by Directors and not by persons who are

not Directors.

### *Section 5.2 Regular and Annual Meetings*

The annual meeting of Directors shall be held every January. The date will be decided upon at least three months in advance. At the annual meeting of Directors, there will be a yearly review of the Officers, a self-assessment, and a review of the Board as a whole. This meeting will also review the previous year and financial documents.

Regular meetings will be held every three to four months to keep the Board engaged, active, and up-to-date with organizational initiatives and direction. At every meeting a new date will be proposed for the following regular meeting.

At the annual meeting of Directors, Directors shall be elected by the Board of Directors in accordance with this section. Cumulative voting by Directors for the election of Directors shall not be permitted. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected. Each Director shall cast one vote, with voting being by ballot only.

### *Section 5.3 Special Meetings*

Special meetings of the Board of Directors may be called by the Chairperson of the Board, the President, the Vice President, the Secretary, or by any two Directors.

### *Section 5.4 Notice of Meetings*

Notice of meetings shall specify the place, day, and hour of the meeting. Regular meetings of the Board may be held without notice. Meetings of the board shall be held upon four (4) days' notice via first-class mail or forty-eight (48) hours' notice delivered personally, by telephone, or by electronic communications including e-mail and videoconferencing. If sent by mail or email, the notice shall be deemed to be delivered on its deposit in the mail or by electronic communication. Such notices shall be addressed to each Director at their address as shown on the books of the Corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors. If the time and place of the

adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to Directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

#### *Section 5.5 Quorum for Meetings*

A quorum shall consist of at least a majority of the Board. Except as otherwise provided in these Bylaws, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the Directors present at such meetings may adjourn from time to time until the time fixed for the next regular meeting of the Board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken.

The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by Bylaws of this Corporation.

#### *Section 5.6 Majority Action as Board Action*

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the act or decision relates to appointment of committees, approval of contracts, or transactions in which a Director has a material financial interest. That Director will withdraw from the voting process for that decision being made, and 2/3 vote is still required.

#### *Section 5.7 Order of*

## *Business*

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in their absence, the President of the Corporation or, in their absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the board, provided that, in their absence, the presiding Officer shall appoint another person to act as Secretary of the Meeting. Meetings shall be governed by Roberts' Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, or with provisions of law.

### *Section 5.8*

#### *Adjournment*

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

## ARTICLE 6

### VOTING

#### *Section 6.1 How Voting Will Be*

##### *Conducted*

Voting will be conducted by a voice vote. The Chairman asks those in favor to say, "aye," those opposed to say "no". Any member may move for a ballot vote. This voting process will be carried out, unless the vote is to elect or dismiss a Director, in which case, the vote will be by ballot or electronic communication. The Secretary will record the result.

#### *Section 6.2 Tallying*

##### *Votes*

The Secretary will tally the votes by voice or by ballot and will record them in the minutes.

## ARTICLE 7 DIRECTORS

### *Section 7.1*

#### *Number*

The authorized number of Directors of the Corporation shall be no more than five (5).

*Section 7.2 Change in Number of the Board of Directors*

The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

*Section 7.3 Length of Service*

Each Director shall hold office until the next annual meeting for election of the Board of Directors as specified in these Bylaws, and until their successor is elected and qualifies.

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*Section 7.4 Board of Director Duties*

It shall be the duty of the Directors to: (a) Perform any and all duties imposed on them collectively or individually by law or by these Bylaws; (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all Officers, of the Corporation; (c) Meet at such times and places as required by these Bylaws; (d) Register their addresses with the Secretary of the Corporation and notices of meetings mailed to them at such addresses shall be valid notices thereof.

*Section 7.5 Compensation*

Directors shall serve without compensation except that they shall be allowed and paid for their expenses incurred in attending Directors meetings. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article.

*Section 7.6 Restriction Regarding Interested Directors*

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" means either: (a) Any person currently being compensated by the Corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time Officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or (b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in law, daughter-in-law, mother-in-law, or father-in-law of any such person.

### *Section 7.7 Vacancies*

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Director, (2) during a leave of absence, and (3) whenever the number of authorized Directors is increased.

A leave of absence is an optional 3-6 month leave for a medical issue, pregnancy, and/or family emergencies. The Board Member must notify the Board about a potential need for a leave of absence and provide explanation. The Board may not agree to offer a leave of absence if the reason offered is not one of the three reasons listed above.

### *Section 7.8 Removal of Directors*

A Director may be removed by two-thirds vote of the Board of Directors then in office, if: (a) the Director is absent and unexcused from 4 or more meetings of the Board of Directors in a twelve month period. The Board President is empowered to excuse Directors from attendance for a reason deemed adequate by the Board President. Or: (b) If before any meeting of the board at which a vote on removal will be made, the Director in question is given electronic or written notification of the Board's intention to discuss her/his case at least five (5) business days before the meeting, and is given the opportunity to be heard at a meeting of the Board.

Any Director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of

such resignation.

Vacancies on the Board may be filled by approval of the Board.

A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors or until their death, resignation or removal from office.

*Section 7.9 Limitation of Personal Liability of Directors*

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

A Director of the Corporation shall not be personally liable for monetary damages for any action taken unless the Director has breached or failed to perform the duties of their office under Chapter 57, Subchapter B of the NPCL as in effect at the time of the alleged action by such Director, and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. Such limitation of liability does not apply to the responsibility or liability of a Director pursuant to any criminal statute or for payment of taxes pursuant to any federal, state or local law.

Any repeal or modification of this Article by the Corporation shall not adversely affect any right or protection existing at the time of such repeal or modification to which any Director or former Director may be entitled under this Article. The rights conferred by this Article shall continue as to any person who has ceased to be a Director of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE 8  
OFFICERS

*Section 8.1 Number of Officers*

The Officers of the Corporation shall be a President, a Secretary, and a Treasurer. The Corporation may also have, as determined by the Board of Directors, a Chairperson of the Board, one or more Vice Presidents,



Assistant Secretaries, Assistant Treasurers, or other Officers The President/Chairperson of the Board may not also serve as Treasurer or Secretary except on an interim basis until such time as these positions can be filled by qualified persons, for a period not to exceed one year.

*Section 8.2 Qualification, Election, and Term of Office*

Any person may serve as Officer of this Corporation. Each Officer shall hold office until they resign or are removed or are otherwise disqualified to serve, or until their successor shall be elected and qualified, whichever occurs first.

*Section 8.3 Subordinate Officers*

The Board of Directors may appoint such other Officers as it may deem desirable, and such Officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

*Section 8.4 Removal and Resignation*

Any Officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

The Board may vote to remove an Officer at any time.

The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any Officer of the Corporation.

*Section 8.5 Vacancies*

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Officer shall be filled by the Board of Directors. In the

event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

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*Section 8.6 Duties of  
President*

The President shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the Officers. They shall perform all duties incident to their office and such other duties as may be required by law, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, they shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, or by these Bylaws, they shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

*Section 8.7 Duties of Vice  
President*

In the absence of the President, or in the event of their inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, or by these Bylaws, or as may be prescribed by the Board of Directors.

*Section 8.8 Duties of  
Secretary*

The Secretary shall: a) Certify and keep at the principal office of the Corporation the original, or a copy of these Bylaws as amended or

otherwise altered to date. b) Keep at the principal office of the Corporation or at such other place as the board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof. c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. d) Be custodian of the records of the Corporation. e) Exhibit at all reasonable times to any Director of the Corporation, or to their agent or attorney, on request therefor, the Bylaws, and the minutes of the proceedings of the Directors of the Corporation. F) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

*Section 8.9 Duties of  
Treasurer*

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall: a) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors. b) Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever. c) Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, or the President or Vice President, taking proper vouchers for such disbursements. d) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. e) Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to their agent or attorney, on request. f) Render to the President and Directors, whenever requested, an account of any or all of their transactions as Treasurer and of the financial condition of the Corporation. g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports. h) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

*Section 8.10*  
*Compensation*

The salaries of the Officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no Officer shall be prevented from receiving such salary. In all cases, any salaries received by Officers of this Corporation shall be reasonable and given in return for services actually rendered for the Corporation which relate to the performance of the purposes of this Corporation.

ARTICLE 9  
COMMITTEES

*Section 9.1 Executive*  
*Committee*

The Board of Directors may, by a majority vote of Directors, designate two (2) or more of its members (who may also be serving as Officers of this Corporation) to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the Board in the management of the business and affairs of the Corporation, except with respect to: (a) The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the Board or of a majority of all of the Board. (b) The filling of vacancies on the Board or on any committee which has the authority of the Board. (c) The fixing of compensation of the Directors for serving on the Board or on any committee. (d) The amendment or repeal of Bylaws or the adoption of new Bylaws. (e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealed. (f) The appointment of committees of the Board. (g) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected. (h) The approval of any transaction to which this Corporation is a party and in which one or more of the Directors has a material financial interest.

By a majority vote, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the Board. The Executive Committee shall keep regular minutes of its proceedings,

cause them to be filed with the corporate records, and report the same to the Board from time to time as the board may require.

*Section 9.2 Other  
Committees*

The Corporation may have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as "advisory" committees.

*Section 9.3 Meetings and Action of  
Committees*

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 10 DEPOSITS AND  
FUNDS

*Section 10.1 Checks and  
Notes*

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the President, Vice President or Treasurer. If signed by the President or Vice President, the Treasurer will be notified by email.

*Section 10.2*

*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 of Directors may select.

*Section 10.3*

*Gifts*

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or device for the purposes of this Corporation.

ARTICLE 11 CORPORATE RECORDS AND REPORTS

*Section 11.1 Maintenance of Corporate*

*Records*

The Corporation shall keep at its principal office in the Commonwealth of Pennsylvania: (a) Minutes of all meetings of Directors, committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof; (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses; (c) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date at all reasonable times during office hours.

*Section 11.2 Directors' Inspection*

*Rights*

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation.

*Section 11.3 Annual*

### *Report*

The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the Corporation's fiscal year to all Directors of the Corporation, which report shall contain the following information in appropriate detail: (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year; (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year; (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year; (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year; (e) Any updates regarding compensation of Officers (Section 8.10). The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized Officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

## ARTICLE 12

### INDEMNIFICATION

#### *Section 12.1 Right to Indemnification.*

Unless in a particular case indemnification would jeopardize the Corporation's tax-exempt status under Section 501 (a) of the Internal Revenue Code of 1986, as amended (the "Code"), or result in the Corporation's failure to be described in Section 501(c)(4) of the Code, the Corporation shall indemnify, to the fullest extent now or hereafter permitted by law (including but not limited to the indemnification provided by Chapter 57, Subchapter D of the NPCL), each Director and/or Officer (including each former Director or Officer) of the Corporation who was or is or a party or is threatened to be made a party to or a witness in any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that the Director or Officer is or was an authorized representative of the Corporation, against all costs and expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the Director or Officer in connection with such action, suit or proceeding if such Director or Officer

acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Corporation and, with respect to any criminal proceeding, had no reasonable cause to believe their conduct was unlawful.

*Section 12.2 Mandatory Advancement of Expenses to Directors and Officers.*

The Corporation shall pay expenses (including attorneys' fees) incurred by a Director or Officer of the Corporation in defending or appearing as a witness in any civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding, only upon receipt of an undertaking by or on behalf of such Director or Officer to repay all amounts advanced if it shall ultimately be determined that the Director or Officer is not entitled to be indemnified by the Corporation.

*Section 12.3 Permissive Indemnification and Advancement of Expenses.*

The Corporation may, as determined by the Board of Directors from time to time, indemnify, in full or in part, to the fullest extent now or hereafter permitted by law, any person who was or is a party or is threatened to be made a part to or a witness in, or is otherwise involved in, any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that such person is or was an authorized representative of the Corporation, both as to action in their official capacity and as to action in another capacity while holding such office or position, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in conjunction with such action, suit or proceeding, if such person acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interest of the Corporation and, with respect to any criminal proceeding, had no reasonable cause to believe their conduct was unlawful. The Corporation may, as determined by the Board of Directors from time to time, pay expenses incurred by any such person by reason of such person's participation in an action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.



*Section 12.4 Scope of Indemnification.*

Indemnification under this Article shall not be made by the Corporation in any case where a court determines that the alleged act or failure to act giving rise to the claim for indemnification is expressly prohibited by Chapter 57, Subchapter D of the NPCL or any successor statute as in effect at the time of such alleged action or failure to take action.

*Section 12.5 Miscellaneous.*

Each Director and Officer of the Corporation shall be deemed to act in such capacity in reliance upon such rights of indemnification and advancement of expenses provided by this Article. The rights of indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of disinterested Directors, statute or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized representative of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person. Any repeal or modification of this Article by the Board of Directors of the Corporation shall not adversely affect any right or protection existing at the time of such appeal or modification to which any person may be entitled under this Article.

*Section 12.6 Definition of Authorized Representative.*

For the purposes of this Article, the term, "authorized representative" shall mean a Director, Officer or employee of the Corporation or of any corporation controlled by the Corporation, or a trustee, custodian, administrator, committeeperson or fiduciary of any employee benefit plan established and maintained by the Corporation or by any corporation controlled by the Corporation, or person serving another corporation, partnership, joint venture, trust or other enterprise in any of the foregoing capacities at the request of the Corporation. The term "authorized representative" shall not include money managers or investment advisors (or any employees thereof) hired by the Corporation, and shall not include

agents of the Corporation unless indemnification thereof is expressly approved by the Board of Directors.

*Section 12.7 Procedure for Effecting Indemnification.*

Unless ordered by a court, any indemnification under this Article or the NPCL shall be made only following a determination that the indemnification is proper in the circumstances because the person seeking indemnification has met the applicable standard of conduct. Such determination shall be made:

- (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not party to the action or proceeding; or
- (b) if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

ARTICLE 13 FISCAL  
YEAR

*Section 13.1 Fiscal Year of the Corporation*

The fiscal year of the Corporation shall begin on the First of January and end on the Thirty-first of December in each year.

ARTICLE 14 AMENDMENT OF  
BYLAWS

Section 14.1  
Amendment

Subject to any provision of law applicable to the amendment of Bylaws of nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

ARTICLE 15 AMENDMENT OF ARTICLES OF  
INCORPORATION

Section 15.1 Amendment of

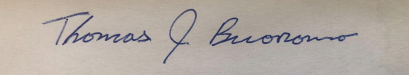
*Articles*

Subject to any provision of law applicable to the amendment of the Articles of Incorporation, the Articles of Incorporation may be altered, amended, or repealed and adopted by approval of the Board of Directors

WRITTEN CONSENT OF DIRECTORS  
ADOPTING BYLAWS

We, the undersigned, are all the Directors of Decriminalize Nature Philadelphia, a Pennsylvania nonprofit corporation, and, pursuant to the authority granted to the Directors by law or these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws as the Bylaws of this Corporation.

Director Signature:



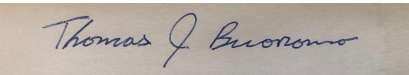
Printed Name: Thomas Buonomo

Date: 10 December 2023

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said Corporation on the date set forth below.

Acting Secretary Signature:



Printed Name: Thomas Buonomo

Date: 10 December 2023

