

Bylaws

of the

Gypsy Moth

Slow the Spread Foundation, Inc.

Incorporated in the State of North Carolina

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***Bylaws Of The
Gypsy Moth Slow the Spread Foundation, Inc.***

A Non-profit Foundation, Incorporated in the State of North Carolina

These bylaws shall serve the purpose of regulations of the Gypsy Moth Slow the Spread Foundation, Inc., a non-profit foundation under the “Non-Profit Corporation Act” of the State of North Carolina and pursuant to Chapter 55A of the General Statutes of North Carolina. The Gypsy Moth Slow the Spread Foundation, Inc. is a tax-exempt organization under IRS Code Section 501(c).

ARTICLE ONE: PURPOSES AND POWERS

1.1 Purpose

The purposes of the Gypsy Moth Slow the Spread Foundation, Inc. (STS Foundation) are:

- a) to provide coordination among the various state members of the STS Foundation for the implementation of the area-wide Slow-the-Spread strategy (STS), hereinafter referred to as the STS program and
- b) to cooperate with the United States Department of Agriculture (USDA), Forest Service - Forest Health Protection (FS-FHP), the Animal and Plant Health Inspection Service – Plant Protection and Quarantine (APHIS-PPQ) and other entities in implementing and operating the STS program in an effective manner.

1.2 Powers

The powers of the STS Foundation are:

- a) to enter into cooperative agreements with federal, state and other entities.
- b) to receive and administer funds for operating the STS Foundation and implementing the STS program as long as practicable.
- c) to allocate said funds among the entities participating in the STS program as allowed by state or federal law.

1.3 Additional Powers

- a) The foundation shall have the power to accept any contribution made by devise, bequest, or by gift during life or otherwise, in money or property, unless the terms of such contribution require activity outside the scope of the corporate purposes or are not consistent with the corporate purposes. The foundation shall also have the power to reject any contribution if such is deemed in the best interest of the Foundation.
- b) Except as limited by the foregoing and by the purposes for which the foundation is organized as stated in the Articles of Incorporation, the foundation shall administer any contribution which it accepts in accordance with the terms of the accompanying instrument so that the wishes of the donor may be carried out. It shall have the power

to administer the funds of others or to designate or recommend beneficiaries of such funds.

- c) Subject to the foregoing requirements, the foundation shall have the power to administer all contributions received in its sole discretion and without accounting to any court or other governmental authority as follows:
- To use all or any part of the income or corpus of any or all such contributions;
 - To retain any such contributions in the original form or to exchange them for money or to exchange, invest and reinvest them or such money in form of property whatsoever, regardless of whether such property is a legal investment for trust funds under the laws of the State of North Carolina;
 - To buy, sell, lease, exchange and otherwise dealing any and every way in real property, tangible personal property, intangible personal property, mixed property and any form of property whatsoever, at public or private sales on terms or for cash without order of or report to any court or other governmental authority;
 - To use any national bank in the United States or state banking institution in North Carolina as a fiscal agent and to delegate to such agent the custody, management, investment and reinvestment of all or any part of its money and property and to compensate such agent for its services;
 - The foundation may exercise other powers now or hereafter authorized by the laws of North Carolina and other states in which it conducts business and the United States.

ARTICLE TWO: OFFICES

2.1 Principal Office

The address and county of the principal office is the current registered office, but is expected to change within a year. The address of the initial registered office of the foundation is 434 Fayetteville Street Mall, Suite 2200, Raleigh, Wake County, North Carolina 27601 (Mail: Post Office Box 1776, Raleigh, North Carolina 27602).

2.2 Registered Office and Agent

The registered office of the foundation required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office. The foundation shall have a registered agent as required by law.

2.3 Other Offices

The foundation may have other offices at such place or places, within or without the State of North Carolina, as the Board of Directors may appoint from time to time or the affairs of the foundation may require or make desirable.

ARTICLE THREE: MEMBERS

3.1 Members

A state may apply for membership in this foundation and upon approval of such membership by the Board of Directors of this foundation, shall become a member of the foundation. The initial members of this foundation shall be: North Carolina, Virginia, West Virginia, Indiana, Illinois, Michigan and Wisconsin. The Board of Directors of the Foundation may establish additional and other classes or categories of membership from time to time.

ARTICLE FOUR: BOARD OF DIRECTORS

4.1 Number and Qualification of Directors

The initial directors shall be the seven (7) persons named in the Articles of Incorporation of the foundation filed with the Secretary of State of North Carolina. The regular Board of Directors shall consist of one (1) member from each state participating in the STS Foundation designated by that state as an equivalent state official pursuant to 16 U.S.C. §§ 2102 and 2104.

4.2 Manner of Appointment

The initial directors named in the Articles of Incorporation shall be the state plant regulatory officials and shall serve until their successors qualify and are appointed. Appointment of successors for the initial directors shall be at the discretion of the respective state's agency having regulatory authority. Additional directors may be added to the Board from time to time as the STS program area expands into new states. Only the Board of Directors shall have the power to confirm membership to additional states as full participants of the STS Foundation, whereupon the new state's regulatory agency shall appoint a qualified director.

4.3 Terms of Office

Each director shall serve until a successor qualifies and is appointed. Vacancies shall be filled by appointment as stated in 4.2 above. Each state that is participating in the STS Foundation shall have a person serving as a director as long as the state continues to participate in the STS Foundation. Participation is determined by continued support and involvement in the purposes and powers of the STS Foundation as stated in 1.1, 1.2 and 1.3 above and confirmation by the Board of Directors.

4.4 Powers and Duties of the Board of Directors

- a) Except as otherwise provided in the Articles of Incorporation of the foundation or in these bylaws, all the powers, duties, and functions of the foundation conferred by the Articles of Incorporation, these bylaws, state statutes, common law, court decisions, or otherwise shall be exercised, performed or controlled by the Board of Directors.
- b) The Board of Directors shall have general charge of the affairs, property and assets of the foundation. It shall be the duty of the Board of Directors to determine the policies or changes therein, to actively pursue or initiate the purposes and objectives of the foundation, and, to this end, to manage and control all of its property or assets. Each

member of the Board of Directors shall serve in a fiduciary capacity. The Board of Directors may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of the foundation as shall be deemed advisable, and, in the execution of the powers granted, may delegate certain of its authority and responsibility to an individual member or committee. The Board of Directors shall not permit any part of the net earnings or capital to inure to the personal benefit of any member, director, officer, trustee, or other private person or individual.

- c) The Board of Directors may, from time to time, appoint, as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the purposes and functions of the foundation.
- d) The Board of Directors is authorized to employ such person or persons, including a program manager, attorneys, accountants, trustees, agents, and assistants, as in its opinion are necessary or desirable for the administration and management of the foundation, and to pay reasonable compensation for the services and expenses performed or incurred by any such person or persons.

ARTICLE FIVE: MEETINGS OF THE BOARD OF DIRECTORS

5.1 Regular Meetings; Notice

There shall be at least one regular meeting held during each calendar year at such time and at such place as the Board of Directors may prescribe. Notice of the time and place of such meeting shall be given by any usual means of communication no less than thirty (30) days before such meeting.

5.2 Special Meetings; Notice

Special meetings of the Board of Directors may be called by or at the request of the president, or by a majority of the directors in office at that time. Notice of the time, place and purpose of any special meeting of the Board of Directors shall be given by the president or designee by any usual means of communication at least five (5) days before such meeting.

5.3 Quorum

At meetings of the Board of Directors, a simple majority of the directors then in office shall be necessary to constitute a quorum for the transaction of business.

5.4 Vote Required for Action

Except as otherwise provided in these bylaws, the act of a majority of directors present at a meeting at which a quorum is present at the time shall be the act of the Board of Directors.

5.5 Telephone and Similar Meetings

Directors may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of

objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

5.6 Action by Directors without a Meeting

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth the action so taken, is signed by a majority of the members of the Board of Directors before the action to be taken. Such consent shall have the same force and effect as a vote at a meeting. The signed consent, or a signed copy, shall be made a part of the official record of the STS Foundation.

ARTICLE SIX: OFFICERS

6.1 Number and Qualifications

The officers of the foundation shall consist of a president, who shall act as the chairperson of the Board of Directors and of any executive committee of the Board of Directors of the foundation, a vice-president, an executive director, a secretary and a treasurer. Such officers shall be selected or designated by the Board of Directors but only the president and vice-president need be a member of the Board of Directors. The Board of Directors may from time to time create and establish the duties of such other officers or assistant officers as it deems necessary for the efficient management of the foundation, but the foundation shall not be required to have at any time any officers other than a president, a vice-president, a secretary, and a treasurer. Any two (2) or more offices may be held by the same person, except the offices of president and vice-president.

6.2 Election and Terms of Office

The officers of the foundation shall be elected by the Board of Directors at the annual meeting and shall serve at the will of the Board of Directors until their successors have been elected, or until their earlier death, resignation, removal, retirement or disqualification.

6.3 Other Agents

The Board of Directors may appoint, from time to time, such agents as it may deem necessary or desirable, each of whom shall hold office and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.

6.4 Removal

The Board of Directors may remove any officer or agent elected or appointed by the Board of Directors whenever in its judgment the best interests of the foundation will be served thereby.

6.5 President

The president shall:

- a) be the principal executive officer of the foundation and shall, when present, preside at all meetings of the Board of Directors

- b) sign, with any other proper officer, any deeds, leases, mortgages, bonds, contracts, or other instruments which may be lawfully executed on behalf of the foundation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be delegated by the Board of Directors to some other officer, agent, or committee of the Board of Directors
- c) see that all orders and resolutions of the Board of Directors are carried into effect
- d) have the right to supervise and direct the management and operation of the foundation between meetings of the Board of Directors, and employees of the foundation shall be under their supervision and control during such interim
- e) perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

6.6 Vice-President

The vice-president shall:

- a) perform the duties and have the authority and exercise the powers of the president in the absence or disability of the president
- b) perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

6.7 Executive Director

The executive director shall:

- a) be the senior staff member responsible to the president and Board of Directors
- b) shall carry out administrative and program activities of the foundation

6.8 Secretary

The secretary or designee shall:

- a) attend all meetings of the Board of Directors and record all votes, actions and the minutes of all and shall perform like duties when required
- b) give, or cause to be given, notice of all meetings of the Board of Directors when notice of such meetings is required
- c) keep in safe custody the seal of the foundation and, when authorized by the Board of Directors or the president, affix it to any instrument requiring it. When so affixed, it shall be attested by the secretary's signature
- d) perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

6.9 Treasurer

The treasurer or designee shall:

- a) have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements of the foundation and shall deposit all monies and other valuables in the name of the credit of the foundation into depositories designated by the Board of Directors
- b) disburse the funds of the foundation as ordered by the Board of Directors, and prepare financial statements each month or at such other intervals as the Board of Directors shall direct
- c) give the foundation a bond (in such form, in such sum, and with such surety or sureties as shall be satisfactory to the Board) for the faithful performance of the duties of his office and for the restoration to the foundation, in case of his death, resignation, retirement, or removal from office of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the foundation
- d) perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

ARTICLE SEVEN: COMMITTEES

7.1 Executive Committees

By resolution adopted by a majority of the directors, the Board of Directors may designate from among its members one or more executive committees, each of which shall consist of two (2) or more directors, including the president of the foundation, which executive committees, to the extent provided in such resolution, shall have and exercise that authority of the Board of Directors in the management of the foundation; provided, however, that no such executive committee shall have authority to the following matters:

- a) the dissolution, merger or consolidation of the foundation, the amendment of the charter of the foundation
- b) the sale, lease or exchange of all or substantially all of the property of the foundation
- c) the designation of any such committee or the filling of vacancies in the Board of Directors or in any such committee
- d) the amendment or repeal of the bylaws, or the adoption of new bylaws
- e) the amendment or repeal of any resolution of the Board of Directors which by its terms shall not be so amenable or repealable
- f) the fixing of compensation of the directors for serving on the Board or on any committee designated by the Board.

The designation of such executive committees 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 or him by law. Members of any executive committee hereunder shall be

designated on the basis of criteria that will ensure that said executive committee is representative of the public interest. Except as may otherwise be provided herein or by the Board of Directors, the duties and authority of said executive committee shall include the responsibility and power to determine the distribution of property of the foundation (subject to the provisions of the Articles of Incorporation and these bylaws), authority over investment policies with respect to the property of the foundation, whether held directly or through trustee, custodians, or agents, and such other duties and authority as may be either delegated to it by the Board of Directors or allowed by law.

7.2 Other Committees of Directors

The president, with the approval of the Board of Directors, may designate other committees, each consisting of two (2) or more directors, not having and exercising the authority of the Board of Directors in the management of the foundation. Either the Board of Directors or the president of the foundation shall appoint members of each such committee. Any member of any committee may be removed by the person(s) authorized to appoint such member whenever in their judgment the best interest of the foundation shall be served by such removal.

7.3 Advisory and Other Committees Comprised of Non-Directors

The Board of Directors may provide for such other committees, including advisory committees, trustees' committees, board of governors, etc., consisting in whole or in part of persons who are not directors of the foundation, as it deems necessary or desirable, and discontinue any such committee at its pleasure. It shall be the function and purpose of each such committee to advise the Board of Directors; and each such committee shall have such powers and perform such specific duties of functions, not inconsistent with the Articles of Incorporation of the foundation or these bylaws, as may be prescribed for it by the Board of Directors; provided, however, that no advisory or other committee comprised of non-directors may take any actions greater than those allowed for an Executive Committee pursuant to these bylaws. Appointments to and the filling of vacancies on any such other committees shall be approved by the Board of Directors, unless the Board of Directors otherwise provides. Any action by each such committee shall be reported to the Board of Directors at its next meeting succeeding such action and shall be subject to control, revision, and alteration by the Board of Directors, provided that no rights of third persons shall be prejudicial affected thereby.

7.4 Term of Appointment

Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.

7.5 Chairperson

One member of each committee shall be designated chairperson by the Board of Directors.

7.6 Quorum

Unless otherwise provided by the Board of Directors designating a committee, a simple majority of the whole committee shall constitute a quorum; and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.

7.7 Rules

Each committee may adopt rules for its own government, so long as such rules are not inconsistent with the Articles of Incorporation, these bylaws or with the rules adopted by the Board of Directors.

ARTICLE EIGHT: CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

8.1 Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the foundation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the foundation. Such authority must be in writing and may be general or confined to specific instances.

8.2 Checks, Drafts, Notes

All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness issued on the name of the foundation shall be signed by the president or may be signed by such officer or officers, agent or agents, of the foundation and in such manner as may from time to time be determined by resolution of the Board of Directors.

8.3 Deposits

All funds of the foundation shall be deposited from time to time to the credit of the foundation in such banks, trust companies or other depositories as the Board of Directors may approve.

ARTICLE NINE: INDEMNIFICATION AND INSURANCE

9.1 Indemnification

Any person who at any time serves or has served as a director or officer of the foundation, or in such capacity at the request of the Foundation for any other corporation, partnership, joint venture, trust or other enterprise, shall have a right to be indemnified by the foundation and reimbursed for any cost or expense incurred as a result of travel and other incidental expenses incurred as a director or officer of the Foundation, to the fullest extent allowed by law. The Board of Directors may further expand or limit this indemnification provision, or institute any new indemnification policy or provision, by resolution duly adopted by the Board of Directors.

The Board of Directors of the foundation shall take all such action as may be necessary and appropriate to authorize the foundation to pay the indemnification required by these bylaws, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him.

Any director or officer who at any time after the adoption of these bylaws serves or has served in any of the aforesaid capacities for or on behalf of the foundation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of these bylaws.

9.2 Indemnification Not Exclusive of Other Rights

The indemnification provided in these bylaws shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation or bylaws, or any agreement, vote of members or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

9.3 Insurance

To the extent permitted by state or federal law, the foundation may purchase and maintain insurance on behalf of any person who is or was a director or officer of the foundation, or is or was serving at the request of the foundation as director, officer, employee, trustee, or agent of another foundation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise.

ARTICLE TEN: PRIVATE INUREMENT

10.1 Private Inurement

No part of the net earnings of the organization shall inure to the benefit of its directors, officers, or other persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes of the organization.

ARTICLE ELEVEN: DISSOLUTION

11.1 Dissolution

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any

prior or future law, or to the Federal, State or Local Government for exclusive public purpose.

ARTICLE TWELVE: AMENDMENT OF BYLAWS

12.1 Amendment of Bylaws

The Board of Directors may amend the bylaws at any regular meeting by vote of two-thirds of the Board members present and voting. The bylaws may also be amended by two-thirds vote of the Board of Directors by written consent after ten days' notice.

ARTICLE THIRTEEN: MISCELLANEOUS

13.1 Books and Records

The foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books, records, and minutes shall be available for inspection at the request of any Board member, USDA FS-FHP or APHIS-PPQ representative.

13.2 Corporate Seal

The corporate seal (of which there may be one or more exemplars) shall be in such form as the Board of Directors may from time to time determine.

13.3 Fiscal Year

The initial fiscal year of the Foundation shall be a calendar year starting October 1. The Board of Directors is authorized to fix the fiscal year of the foundation and to change the same from time to time, as it deems appropriate.

ARTICLE FOURTEEN: ADOPTION & AMENDMENTS

14.1 Adoption and Amendments

These bylaws were adopted on the 30th day of October, 2000. Any future amendments will be adopted by two-thirds of the Board of Directors and a reference to said amendment will appear following this paragraph to maintain a history of any changes.