

BYLAWS
of
The Raffaella Foundation
April 13, 2022

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ARTICLE 1

General Provisions

Section 1.1 Name. The name of this corporation (referred to herein as the "corporation") is The Raffaella Foundation.

Section 1.2 Offices. The location of the principal office of the corporation shall be determined by the board of directors. The corporation may also have offices at such other places as the corporation may require.

Section 1.3 Fiscal Year. The fiscal year of the corporation shall begin on January 1 and end on December 31 of each year.

Section 1.4 No Voting Members. The corporation shall have no voting members. All powers of the corporation shall be held by the board of directors. Any action or vote required or permitted by any law, rule, or regulation to be taken by members shall be taken by action or vote of the same percentage of the board of directors of the corporation. No person now or hereafter designated by the corporation as a "member" for fundraising or other purposes shall be or be deemed to be a member for purposes of the Articles of Incorporation or bylaws of the corporation nor shall such person have any voting or fiduciary rights or responsibilities of the corporation.

ARTICLE 2

Statement of Purposes

The corporation is organized exclusively for charitable, educational, and scientific purposes including, but not limited to fostering diversity in urban societies and agricultural ecosystems by supporting and conducting research and operating platforms that disseminate information on combatting local and global inequities. The corporation may, as permitted by law, engage in any and all activities in furtherance of, related to, or incidental to these purposes which may lawfully be carried on by a corporation formed under the laws of Washington and which are not inconsistent with the corporation's qualification as an organization described in Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code.

ARTICLE 3

Board of Directors

Section 3.1 Authority. The business and affairs of the corporation shall be controlled and governed by the board of directors, which shall have the right to exercise all powers of the corporation as permitted by law.

Section 3.2 Composition. Each of the corporation's founders, Devra I. Jarvis and Raffaella K. Jarvis (hereinafter, collectively, the "Founding Directors" and individually, a "Founding Director") shall serve on the board of directors until she no longer wishes or is able to serve in such capacity. The number of directors and the manner by which other directors are nominated and appointed shall be determined by the Founding Directors, or if one of them is not then serving on the board of directors, by the remaining Founding Director, or if neither of the Founding Directors is then serving on the board of directors, by the remaining directors.

Section 3.3 Terms of Office. The board of directors shall determine the length and number of terms to be served by directors, except as provided in Section 3.2 above in regard to the Founding Directors.

Section 3.4 Meetings. The board of directors shall hold an annual meeting each year and may hold other meetings, and shall select the time and place for annual and other meetings of the board of directors. Other meetings of the board of directors may be called by the president or by a majority of the directors then in office by delivering notice in writing, of the date, time, place, and purpose of such meeting, to all directors at least five (5) days in advance of such meeting.

Section 3.5 Notice. Whenever written notice is required under these bylaws, such notice may be delivered by hand-delivery, express or overnight delivery service, by regular mail, or by electronic mail ("email"), to the most recent physical or email address provided by that director, and it shall be the responsibility of each director to provide a current physical and email address and to update his/her addresses promptly when changes are made.

Section 3.6 Quorum and Voting. A majority of the then-serving board of directors shall constitute a quorum for the transaction of business at any meeting of the board. At any meeting of the board of directors at which a quorum is present, a majority of those directors present shall decide any matter, unless a different vote is specified by law, the Articles of Incorporation, or these bylaws.

Section 3.7 Meetings by Remote Communication. One or more directors may attend any annual, regular, special, or committee meeting of the board through telephonic, electronic, or other means of communication by which all directors have the ability to fully and equally participate in all discussions and voting on a substantially simultaneous basis. Such participation shall constitute presence in person at such meeting.

Section 3.8 Action Without a Meeting. Any action required or permitted to be taken at any meeting of the board of directors may be taken without a meeting if all directors consent thereto in writing, or by electronic transmission. Any person (whether or not then a director) may provide, whether through instruction to an agent or otherwise, that a consent to action will be effective at a future time (including a time determined upon the happening of an event), no later than 60 days after such instruction is given or such provision is made and such consent shall be deemed to have been given for purposes of this subsection at such effective time so long as such person is then a director and did not revoke the consent prior to such time. Any such consent shall be revocable prior to its becoming effective. After an action is taken, the consent or consents relating thereto shall be filed with the minutes of the proceedings of the board of directors, or the committee thereof, in the same paper or electronic form as the minutes are maintained.

Section 3.9 Waiver of Notice for Meetings. Whenever any notice of a meeting is required to be given to any director under the Articles of Incorporation, these bylaws, or the laws of Washington, a waiver of notice in writing signed by the director, or sent by electronic mail by the director from an email address belonging to the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 3.10 Committees. The board of directors may create such standing and special committees as it determines to be in the best interest of the corporation. The board of directors shall determine the duties, powers, and composition of such committees, except that the board shall not delegate to such committees those powers which by law may not be delegated. Each such committee shall submit to the board of directors at such meetings as the board may designate, a report of the actions and recommendations of such committees for consideration and approval by the board of directors. Any committee may be terminated at any time by the board of directors.

Section 3.11 Compensation. Directors as such shall not receive any compensation for their services on the board, but directors shall not be precluded from serving the corporation in any other capacity and receiving reasonable compensation.

Section 3.12 Resignation. Any director may resign by delivering a written resignation to the corporation at its principal office or to the president or secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time.

Section 3.13 Removal. Except as provided in Section 3.2 above in regard to the Founding Directors, any director may be removed, with or without assignment of cause, by a vote of two-thirds of the entire board of directors at any meeting of the board of directors. No member of the board shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the director whose removal is sought. Notwithstanding the notice provision of Section 3.4 above, written notice shall be delivered to all directors at least fourteen (14) days in advance of a meeting at which removal is sought.

Section 3.14 Vacancies. Any vacancy occurring in the board of directors shall be filled by the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

ARTICLE 4

Officers

Section 4.1 Officers. The officers of the corporation shall be a president, vice president, treasurer, and secretary and such other officers as may be elected in accordance with the provisions of this Article.

Section 4.2 Election. The officers of the corporation may be elected annually by the board of directors at the annual meeting, or at such other special meeting as may be held by the directors. Each officer shall hold office until a successor shall have been elected and qualified, provided, however, that at any time that either Founding Director is serving as president of the corporation, she shall serve until she no longer wishes or is able to serve in such capacity.

Section 4.3 Vacancies. A vacancy in any office because of death, resignation, disqualification, or otherwise may be filled by the board of directors for the unexpired portion of the term.

Section 4.4 Resignation. Any officer may resign by delivering a written resignation to the corporation at its principal office or to the president or secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time.

Section 4.5 Removal. Except as provided in Section 4.2 above in regard to the Founding Directors, any officer may be removed, with or without assignment of cause, by a vote of a majority of the entire board of directors at any meeting of the board of directors. No officer shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the officer whose removal is sought. Notwithstanding the notice provision of Section 3.4 above, written notice shall be delivered to all directors at least fourteen (14) days in advance of a meeting at which removal is sought.

Section 4.6 President. The president shall preside at all meetings of the board of directors. The president, or other proper officer or agent of the corporation authorized by the board of directors, may sign any checks, deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed. The president shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

Section 4.7 Vice President. There shall be a vice president who shall have such powers and perform such duties as shall be designated by the board of directors. In the absence or disability of the president, the vice president shall assume all powers and perform all the duties of the president until such time as the board of directors shall otherwise direct.

Section 4.8 Treasurer. The treasurer, or other proper officer or agent of the corporation authorized by the board of directors, shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipt for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors; and in general perform all of the duties incident to the office of treasurer and such others as may from time to time be assigned by the board of directors.

Section 4.9 Secretary. The secretary shall keep the minutes of the meetings of the board of directors in one or more books provided for that purpose; ensure that all notices are given in accordance with the provisions of these bylaws; be custodian of the corporate records; and, in general, perform all such duties as may from time to time be assigned by the board of directors.

ARTICLE 5

Corporate Transactions

Section 5.1 Contracts. The board of directors may authorize any officer or officers, agent or agents of the corporation in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined by specific instances.

Section 5.2 Disbursements and Indebtedness. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by the president, vice president or treasurer, or such other officer or agent of the corporation as from time to time may be determined by the board of directors. In the absence of such determination of the board, such instruments shall be signed by the president, vice president or treasurer of the corporation.

Section 5.3 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, brokerages, or other depositories as the board of directors shall select.

Section 5.4 Contributions. The board of directors or any authorized officer or agent may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE 6

Books and Records

The corporation shall keep at the principal office of the corporation correct and complete books and records of account; minutes of the proceedings of board of directors; and a register of the names and addresses of the directors of the corporation. All books and records of the corporation may be inspected by any director, or agent or attorney thereof, for any proper purpose at any reasonable time.

ARTICLE 7

Restrictions on Activities

No part of the net earnings of the corporation shall 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 distributions in furtherance of the purposes of the corporation. Except to the extent permitted by the Internal Revenue Code, whether pursuant to an election under Section 501(h) or otherwise, no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall neither participate nor intervene in (including by publishing or distributing statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, neither the corporation nor any director, officer, employee, agent, or any other representative of the corporation shall carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE 8

Dissolution

In the event of the liquidation, dissolution, or winding up of the corporation (whether voluntary, involuntary, or by operation of law), the corporation's property or assets shall not be conveyed or distributed to any member, director, officer, employee, or member of a committee of, or person connected with, the corporation, or any other private individual, nor to any organization created or operated for profit; but after paying or making provision for the payment of all necessary expenses of liquidation, dissolution, or winding up, as the case may be, and after paying or making provisions for the payment of all of the liabilities and obligations of the corporation, the directors shall dispose of all of the assets of the corporation exclusively for the exempt purposes of the corporation and to such one or more organizations organized and operated exclusively for exempt purposes that are substantially similar to those of the corporation, and which at the time qualify as an exempt organization under Section 501(c)(3) of the Code, or to the federal government, or a state or local government, for a public purpose, as the directors shall determine, in compliance with the laws of the state of Washington.

ARTICLE 9

Conflicts of Interest

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determines that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

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ARTICLE 10

Personal Liability

The personal liability of the directors of the corporation is hereby eliminated to the fullest extent permitted by Washington law, as the same may be amended and supplemented. In addition, no officer or director of the corporation shall be personally liable to the corporation for monetary damages for or arising out of a breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director for acts or omissions that involve intentional misconduct by a director or a knowing violation of law by a director, for conduct violating RCW 23B.08.310 as the same may be amended and supplemented, or for any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled.

ARTICLE 11

Indemnification

Except as provided below, the corporation may indemnify to the extent permitted by Washington and federal law, an individual made a party to a proceeding because the individual is or was a director of the corporation or an individual who, while a director of a corporation, is or was serving at the corporation's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise (hereinafter, an "Indemnifiable Person"), against liability incurred in the proceeding if: (a) The individual acted in good faith; and (b) The individual reasonably believed: (i) In the case of conduct in the individual's official capacity with the corporation, that the individual's conduct was in its best interests; and (ii) In all other cases, that the individual's conduct was at least not opposed to its best interests; and (c) In the case of any criminal proceeding, the individual had no reasonable cause to believe the individual's conduct was unlawful.

An Indemnifiable Person's conduct with respect to an employee benefit plan for a purpose the Indemnifiable Person reasonably believed to be in the interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirement of subsection (b) of this Article.

The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the Indemnifiable Person did not meet the standard of conduct described in this Article.

A corporation may not indemnify an Indemnifiable Person under this Article: (a) In connection with a proceeding by or in the right of the corporation in which the Indemnifiable Person was adjudged liable to the corporation; or (b) In connection with any other proceeding charging improper personal benefit to the Indemnifiable Person, whether or not involving action in the Indemnifiable Person's official capacity, in which the Indemnifiable Person was adjudged liable on the basis that personal benefit was improperly received by the Indemnifiable Person.

Indemnification permitted under this section in connection with a proceeding by or in the right of the corporation is limited to reasonable expenses incurred in connection with the proceeding.

ARTICLE 12

Amendments to Bylaws

These bylaws may be amended or repealed by a majority vote of the entire board of directors, except that no amendment to the bylaws that affects the rights, power, and/or authority of either of the Founding Directors shall be made without her express written approval, so long as either of them is then serving as a director.

(End of Bylaws)