
BYLAWS

OF

Green Burial Council International, Inc.

A California Nonprofit Corporation

ARTICLE 1

OFFICES

The corporation's principal office shall be fixed and located at such place within the attendance boundaries of the State of California as the Board of Directors ("Board") shall determine. The Board is granted full power and authority to change the principal office from one location to another within such attendance boundaries in the State of California.

ARTICLE 2

PURPOSE

The specific and general purposes of the corporation are described in the Articles of Incorporation.

ARTICLE 3

NO MEMBERS

Section 3.1 No Members

The corporation shall have no members. Any action which would otherwise by law require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights which would otherwise by law vest in the members shall vest in the board.

Section 3.2 Associates

Nothing in this Article 3 shall be construed to limit the corporation's right to refer to persons associated with it as "members" even though such persons are not members, and no such reference by the corporation shall render anyone a member. Such individuals may originate and take part in the discussion or any subject that may properly come before any meeting of the Board, but may not vote. The corporation may confer, by amendment of its Articles of Incorporation or of these Bylaws; some or all of a member's rights, set forth in the California Nonprofit Corporation Law, upon any person who does not have the right to vote for the election of Directors, on a disposition of substantially all of the assets of the corporation, on a merger, on a dissolution, or on changes to the corporation's Articles of Incorporation or Bylaws, but no such person shall be a member. The Board may also, but without establishing memberships, create an advisory council or honorary board or such other auxiliary groups as it deems appropriate to advise and support the corporation.

ARTICLE 4

DIRECTORS

Section 4.1 General Powers

Subject to the limitations of the Corporations Article of the California Code, the corporations Articles of Incorporation and these Bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the corporation's activities to any person(s), management company or committees, however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. No assignment, referral or delegation of authority by the Board or anyone acting under such delegation shall preclude the Board from exercising full authority over the conduct of the corporation's activities, and the Board may rescind any such

assignment, referral or delegation at any time.

Section 4.2 Specific Powers

Without prejudice to its general powers, but subject to the same limitations set forth above, the Board shall have the following powers in addition to any other powers enumerated in these Bylaws and permitted by law:

- a. To select and remove all of the officers, agents and employees of the corporation; to prescribe powers and duties for them which are not inconsistent with law, the corporation's Articles of Incorporation or these Bylaws; and to fix their compensation;
- b. To conduct, manage and control the affairs and activities of the corporation and to make such rules and regulations therefore which are not inconsistent with the law, the corporation's Articles of Incorporation or these Bylaws, as it deems best;
- c. To adopt, make and use a corporate seal and to alter the form of the seal from time to time, as it deems best;
- d. To borrow money and incur indebtedness for the purpose of the corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation's and other evidences of debt and securities therefore;
- e. To carry on a business at a profit so long as it is compatible with the corporation's charitable nature and apply any profit that results from the business activity to any activity in which it may lawfully engage;
- f. To act as trustee under any trust incidental to the principal object of the corporation, and receive, hold, administer, exchange and expend funds and property subject to such trust;
- g. To acquire by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey or otherwise dispose of real and personal property;
- h. To assume any obligations, enter into any contracts or other instruments, and do any and all other things incidental or expedient to the attainment of any corporate purpose;
- i. To carry out such other duties as are described in the Articles of Incorporation.

Section 4.3 Number, Election and Term of Directors

The authorized number of Directors shall be not more than fifteen (15) members until changed by amendment of these Bylaws. The term of directors shall be not more than (3) years and may be renewed not more than two (2) times consecutively.

Section 4.4 Resignation and Removal

Subject to the provisions of the Corporations Code of California, any Director may resign effective upon giving written notice to the Chief Officer, the Secretary or the Board, unless the notice specifies a later effective time. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective. A Director may be removed without cause by a majority of the Directors then in office, but only with the written consent of the designating person. Any Director may be removed without cause by the person designating such Director.

Section 4.5 Vacancies

- a. A Board vacancy or vacancies shall be deemed to exist if any Director dies, resigns, or is removed, or if the authorized number of Directors is increased.
- b. The Board may declare vacant the office of any Director who has been convicted of a felony, or has been found to have breached any duty arising under California Code or to be of unsound mind, by any court of competent jurisdiction, or has failed to attend two (2) or more meetings of the Board of Directors in any calendar year.
- c. Removal of a director for one or more of the reasons listed in Section 4.5.b above may be initiated by any member of the

Board. The Board shall hold a meeting within ten (10) days of receiving such a request or petition.

d. A vacancy on the Board shall be filled in the same manner of selection as that used to select the Director whose office is vacant, provided that vacancies to be filled by election by Directors may be filled by a majority of the remaining Directors, although less than a quorum. Each Director so elected shall hold office until a successor has been appointed and qualified.

e. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

Section 4.6 Place of Meetings

Meetings of the Board may be held at the principal office of the corporation or at any other place that has been designated in the notice of the meeting or, if there is no notice, by resolution of the Board.

Section 4.7 Annual Meetings

The Board shall hold an annual meeting for the purposes of organization, selection of Directors and officers, and the transaction of other business.

Section 4.8 Regular Meetings

Regular meetings of the Board, including the annual meeting, shall be held without call or notice on such dates and at such times and places as may be from time to time fixed by the Board.

Section 4.9 Special Meetings

a. Special meetings of the Board for any purpose (s) may be called at any time by the Chairman of the Board, if there is such an officer, the President/Chief Officer, or the Secretary.

b. Special meetings of the Board may be held only after each Director has received four (4) days' notice by first class mail or forty-eight (48) hours notice given personally or by telephone, telegraph, telex or other similar means of communication.

c. Any such notice shall be addressed or delivered to each Director at the Director's address as it is shown on the records of the corporation or as may have been given to the corporation by the Director for purposes of notice or, if an address is not shown on the corporation's records or is not readily ascertainable, at the place at which the meetings of the Directors are regularly held.

d. Notice by mail shall be deemed received at the time a properly addressed written notice is deposited in the United States mail, postage prepaid. Any other written notice- shall be deemed received at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or is actually transmitted by the person giving the notice by electronic means to the recipient. Oral notice shall be deemed received at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient whom the person giving the notice has reason to believe will promptly communicate it to the receiver.

Section 4.10 Retirements Applicable to Meetings

Notwithstanding any other requirements contained in these Bylaws, all meetings of the corporation shall be held in compliance with all applicable requirements of the California Corporation Code.

Section 4.11 Quorum and Voting

A majority of the authorized Directors then in office shall constitute a quorum. The Board shall attempt to reach a general consensus on all actions before the Board; provided, however, that 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 an act of the Board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting. Directors may not vote by proxy.

Any Board meeting may be held by conference telephone or video conference or similar communication equipment, as long as all directors participating in the meeting can hear one another. All such directors shall be deemed to be present in person at such a meeting.

Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. Faxed or scanned/emailed signatures by any director on a duplicate copy of a unanimous written consent shall be accepted as having the same force and effect as an original signature by that director. Email from any director confirming their agreement with a unanimous written consent shall be accepted as having the same force and effect as an original signature by that director on the unanimous written consent. All such consents shall be filed with the minutes of the proceedings of the Board.

Section 4.12 Waiver of notice

Notice of a meeting need not be given to any Director who signs a waiver of notice, a written consent to the holding of the meeting, an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting the lack of notice prior thereto or at its commencement. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 4.13 Adjournment

A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to another time and place. If a meeting is adjourned for more than twenty--four (24) hours, notice of such adjournment to another time or place shall be given, prior to the time scheduled for the continuation of the meeting, to the Directors who were not present at the time of the adjournment.

Section 4.14 Rights of Inspection

Every Director has the absolute right to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation provided such inspection is conducted at a reasonable time after reasonable notice, and provided that such right of inspection and copying is subject to the corporation's obligations to maintain the confidentiality of certain books, records and documents under any applicable federal, state or local law.

Section 4.15 Fees and Compensation

Directors shall not receive any compensation for their services; however, the Board may approve the reimbursement of a Director's actual and necessary expenses incurred in the conduct of the corporation's business. The corporation shall carry liability insurance covering the Directors and officers of the corporation as described in the Articles of Incorporation in the conduct of the corporation's business.

Section 4.16 Restriction of Interested Directors

Not more than forty-nine percent (49%) of the persons serving on the Board at any time may be interested persons. An interested person is (a) any person compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor or otherwise excluding any reasonable compensation paid to a Director as a Director; and (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. However, any violation of the provisions of this Section shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 4.17 Standard of Care

a. A Director shall perform all duties of a Director, including duties as a member of any committee of the Board on which the Director may serve, in good faith, in a manner such Director believes to be in the best interests of the corporation and with such care, including the duty to make a reasonable inquiries, as an ordinarily prudent person in a like situation would use under similar circumstances.

b. In performing the duties of a Director, a Director may rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

(1) One or more officers or employees of the corporation whom the Director believes to be reliable and competent in the matters presented;

(2) Legal counsel, independent accountants or other persons as to matters that the Director believes to be within such person's professional or expert competence; or

(3) A committee of the Board upon which the Director does not serve as to matters within its designated authority, provided the Director believes that the committee merits confidence and the Director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

c. An expert with respect to assets that are directly related to the corporation's charitable programs. The Board shall avoid speculation in investing, reinvesting, purchasing, acquiring, exchanging, selling and managing the corporation's investments. Instead, the Board is to consider the permanent disposition of the funds, the probable income, and the probable safety of the corporation's capital, and is to comply with the express terms of the instrument or agreement, if any, pursuant to which the assets were contributed to the corporation.

ARTICLE 5

OFFICERS

Section 5.1 Officers

The officers of the corporation shall be a President/Chief Officer, Secretary, and a Chief Financial Officer (Treasurer). The corporation may also have, at the discretion of the Board, a chairman of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be elected or appointed in accordance with the provisions of Section 5.3. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President or Chairman of the board.

Section 5.2 Election

The officers of the corporation, except such officers as may be elected or appointed in accordance with the provisions of Section 5.3 or Section 5.6, shall be chosen at the annual meeting of the Board by and shall serve at the pleasure of the Board, and shall hold their respective offices until their resignation, removal or other disqualification from service, or until their respective successors shall be elected.

Section 5.3 Subordinate Officers

The Board may elect, and may empower the President to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

Section 5.4 Removal

Any officer may be removed, either with or without cause, by the Board at any time or, except for an officer chosen by the Board, by any officer upon whom the Board may confer such power of removal. Any such removal shall be without prejudice to the rights, if any, of an officer under any contract of employment.

Section 5.5 Resignation

Any officer may resign at any time by giving written notice to the Board; such resignation may not prejudice the rights, if any, of the corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.6 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be

filled as they occur and not on an annual basis.

Section 5.7 President

Subject to such powers, if any, as may be given by the Board to the chairman of the Board, if there is such an officer, the President is the general manager and chief executive officer of the corporation and has, subject to the control of the Board, general supervision, direction and control of the business and officers of the corporation. In the absence of the chairman of the Board, or if there is none, the President shall preside at all meetings of the Board. The President has the general management powers and duties usually vested in the office of President and general manager of a corporation as well as such other powers and duties as may be prescribed from time to time by the board and as described in these Bylaws or the Articles of Incorporation for the corporation.

Section 5.8 Vice Presidents

In the absence or disability of the President, the Vice President(s), if any are appointed shall, in order of their ranks as fixed by the Board or, if not ranked, the Vice President designated by the Board, perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President (s) shall have such other powers and perform such other duties as the Board may prescribe from time to time.

Section 5.9 Secretary

a. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, including the following information for all such meetings: the time and place of holding; whether regular or special; if special, how authorized; the notice thereof given; the names of those present and absent, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California, the original or a copy of the corporation's Articles of Incorporation and Bylaws, as amended to date, and a register showing the names of all directors and their respective addresses. The Secretary shall keep the seal of the corporation and shall affix the same on such papers and instruments as may be required in the regular course of business, but failure to affix it shall not affect the validity of any instrument.

b. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, and shall distribute the minutes of meetings of the Board to all its members promptly after the meetings; shall keep the seal of the corporation in safe custody; shall see that all reports, statements and other documents required by law are properly kept or filed, except to the extent the same are to be kept or filed by the Treasurer; and shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

Section 5.10 Chief Financial Officer (Treasurer)

a. The Chief Financial Officer of the corporation shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts and disbursements. The books of account shall at all times be open to inspection by any Director.

b. The Chief Financial Officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated from time to time by the Board. The Chief Financial Officer shall disburse the funds of the corporation as may be ordered by the Board, and shall render to the President and Directors, upon request, an account of all transactions as Chief Financial Officer and of the financial condition of the corporation. The Chief Financial Officer shall present an operating statement and report, since the last preceding regular Board meeting, to the Board at all regular meetings. The Chief Financial Officer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board. Notwithstanding anything to the contrary contained herein, the funds of the corporation shall be held on behalf of the corporation and shall be disbursed upon the direction of the Chief Financial Officer of the corporation.

ARTICLE 6

COMMITTEES

Section 6.1 Board Committees

The Board may, by resolution adopted by a majority of the Directors then in office, provided that a quorum is present, create one or more standing or ad hoc committees, each consisting of at least two (2) members of the Board (and no one who is not a member of the Board), to serve at the pleasure of the Board. Appointments to such Board committees shall be by majority vote of the Directors then in office, and the chairperson of such Board committees shall be appointed by chairman of the Board, if there is such an officer, or the President. Unless otherwise provided in these Bylaws or by the laws of the State of California, each committee shall have all of the authority of the board to the extent delegated by the Board, except that no committee, regardless of Board resolution, may:

- a. Fill vacancies on the Board or on any committee which has the authority of the Board;
- b. Fix compensation of Directors for serving on the Board or any committee;
- c. Amend or repeal Bylaws or adopt new Bylaws;
- d. Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- e. Appoint committees of the Board or the members thereof;
- f. Spend corporate funds to support a nominee or applicant for Director after there are more people nominated for Director than can be elected;
- g. Approve any self-dealing transaction, except as provided in California Corporations Law ; or
- h. Approve any action for which the Law of California requires the approval of the Board.

Section 6.2 Meetings and Action of Board Committees

The Board shall have the power to prescribe the manner in which proceedings of any such board committee shall be conducted. In the absence of any such prescription, the committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the board or such committee shall otherwise provide, meetings and actions of Board committees shall be governed by, held and taken in accordance with, the provisions of Article 4 of these Bylaws which concern meetings of the Board, with such changes in those provisions as required by this Article 6 and as necessary to substitute the committee and its members for the Board and its members, except that the time of regular meetings of the committees may be determined either by resolution of the Board or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board. Notice of special meetings of Board committees shall be given to any and all alternate members who shall have the right to attend all meetings of the committee. The Board may adopt rules for the government of any Board committee not inconsistent with the provisions of these Bylaws.

Any committee meeting may be held by conference telephone or video conference or similar communication equipment, as long as all committee members participating in the meeting can hear one another. All such committee members shall be deemed to be present in person at such a meeting.

Any action that the committee is required or permitted to take may be taken without a meeting if all members of the committee consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the committee. Faxed or scanned/mailed signatures by any committee member on a duplicate copy of a unanimous written consent shall be accepted as having the same force and effect as an original signature by that committee member. Email from any committee member confirming their agreement with a unanimous written consent shall be accepted as having the same force and effect as an original signature by that committee member on the unanimous written consent. All such consents shall be filed with the minutes of the proceedings of the committee.

Section 6.3 Executive Board

The Executive Board is a Board committee composed of at least three members of the Board and no non-board members. The President will serve as the administrative officer of the Executive Board. Subject to the restrictions composed by law and by the Bylaws, the Executive Board shall have the authority to resolve agenda items when an item is delegated to the Executive board by the Board and to act in the event of an emergency. The Executive Board shall report all actions it takes to the Board at the Board's next meeting.

Section 6.4 Other Committees

a. The President, subject to the limitations imposed by the Board, or the Board may create other committees, either standing or special, to serve the Board that do not have the powers of the Board. The President shall appoint members to serve on such committees, and shall designate the committee chairperson. Each member of a committee shall continue as such until the next annual election of officers and until his or her successor is appointed, unless the member sooner resigns or is removed from the committee.

b. Meetings of a committee may be called by the President, the chairperson of the committee or a majority of the committee's voting members. Each committee shall meet as often as is necessary to perform its duties. Notice of a meeting of a committee may be given at any time and in any manner reasonably designed to inform the committee members of the time and place of the meeting. A majority of the voting members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. Each committee may keep minutes of its proceedings and shall report periodically to the Board. A committee may take action by majority vote.

c. Any member of a committee may resign at any time by giving written notice to the chairperson of the committee or to the President. Such resignation, which may or may not be made contingent upon formal acceptance, shall take effect upon the date of receipt or at any later time specified in the notice. The President may, with prior approval of the Board, remove any appointed member of a committee. The President, with the Board's approval, shall appoint a member to fill a vacancy in any committee or any position created by an increase in the membership for the unexpired portion of the term.

ARTICLE 7

SELF-DEALING TRANSACTIONS

Section 7.1 Definition

Self-dealing transaction means a transaction to which the corporation is a party and in which one or more of the Directors ("interested Director(s)") has a material financial interest. Notwithstanding this definition of self-dealing transaction, the following transactions are not self-dealing transactions, and are subject to the Board's general standard of care:

- a. An action by the Board fixing the compensation of a Director as a Director or officer of the corporation;
- b. A transaction which is part of a public or charitable program of the corporation if the transaction is (1) approved or authorized by the corporation in good faith and without unjustified favoritism, and (2) results in a benefit to one or more Directors or their families because they are in a class of persons intended to be benefited by the program;
- c. A transaction of which the interested Directors have no actual knowledge, and which does not exceed the lesser of one percent (1%) of the corporation's gross receipts for the fiscal year immediately preceding the year in which such transaction occurs or Two Thousand Dollars (\$2,000).

Section 7.2 Action of the Board

If the transaction appears to be a self-dealing transaction, the interested Director must demonstrate the following in order to sustain the validity of the transaction:

- a. That, prior to consummating the transaction or any part thereof, the Board authorized or approved the transaction in good faith by vote of a majority of the Directors then in office excluding the vote of the interested Director(s) and with knowledge of the material facts concerning the transaction and the interested Director's interest in it. Except as provided in Section 7.4, action by a committee of the Board will not satisfy this requirement;
- b. That either:
 - (1) Prior to authorizing or approving the transaction, the Board considered and in good faith determined after reasonable investigation that the corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances; or
 - (2) The corporation in fact could not have obtained a more advantageous arrangement with reasonable effort under the circumstances.

c. That the corporation entered into the transaction for its own benefit; and

d. That the transaction was fair and reasonable as to the corporation at the time the corporation entered into the transaction.

Section 7.3 Interested Director's Vote

In determining whether the Board validly met to authorize or approve a self-dealing transaction, interested Directors may be counted to determine the presence of a quorum, but an interested Director's vote may not be counted toward the required majority for such authorization, approval or ratification.

Section 7.4 Committee Approval

A Board committee may approve a self-dealing transaction in a manner consistent with the standards prescribed for approval by the Board if: it was not reasonably practical to obtain approval of the Board prior to entering into the transaction; the Board determines in good faith that the committee met the same requirements the Board would have had to meet in approving the transaction; and the Board ratifies the transaction at its next meeting by a vote of a majority of the Directors then in office, excluding the vote of the interested Director(s). Attorney General by application sitting forth all relevant and material facts.

Section 7.5 Persons Liable and Extent of Liability

If a self-dealing transaction has not been approved as provided above, the interested Director(s) may be required to do such things and pay such damages as a court may provide as an equitable and fair remedy to the corporation, considering any benefit received by it and whether or not the interested Director(s) acted in good faith and with the intent to further the best interests of the corporation.

Section 7.7 Statute of Limitations

An action to remedy an improper self-dealing transaction, brought by a proper party, must be commenced either:

- a. Within two (2) years after written notice putting forth the material facts of the transaction and the interested Director's interest in it was filed with the Attorney General in accordance with the Attorney General's regulations; or
- b. If no such notice is filed, within three (3) years after the transaction occurred, except that the Attorney General shall have ten (10) years after the transaction occurred within which to file an action.

Section 7.8 Corporate Loans and Advances

The corporation shall not make any loan of money or property to or guarantee the obligation of any Director or officer, unless approved by the Attorney General; provided, however, that the corporation may advance money to a Director or officer of the corporation or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or Director, if, in the absence of such advance, such Director or officer would be entitled to be reimbursed for such expenses by the corporation, its parent or any subsidiary.

Section 7.9 Annual Statement of Certain Transactions

The annual statement required by California Law shall be furnished to the Directors for any fiscal year in which a transaction or indemnification of the kind described in a. or b. below took place:

- a. A transaction in which the corporation or a parent or subsidiary was a party and a Director or officer of the corporation or a parent or subsidiary or a holder of more than ten percent (10%) of the voting power of the corporation or a parent or subsidiary had a direct or indirect material financial interest and which involved Fifty Thousand Dollars (\$50,000) or more or which was one of a number of such transactions which involved the same interested person and which amounted in the aggregate to Fifty Thousand Dollars (\$50,000) or more; or
- b. Any indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000) paid during the fiscal year to any officer or Director of the corporation or a parent or subsidiary.

Such statement shall be mailed or delivered to the Directors within one hundred twenty (120) days after the close of the corporation's fiscal year.

ARTICLE 8

OTHER PROVISIONS

Section 8.1 Validity of Instrument

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other written instrument and any assignment or endorsement thereof executed or entered into between the corporation and any other person, shall be valid and binding on the corporation when signed by the President or any Vice President and the Secretary or Treasurer of the corporation, unless the other person has actual knowledge that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person(s) and in such manner and from time to time shall be determined by the Board and, unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement, to pledge its credit, or to render it liable for any purpose or amount.

Section 8.2 Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Corporations Law shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, words in these Bylaws shall be read as the masculine or feminine gender, and as the singular or plural, as the context requires, and the word "person" includes both the corporation and a natural person. The captions and headings in these Bylaws are for convenience of reference only and are not intended to limit or define the scope or effect of any provision.

Section 8.3 Authority to Vote Securities

The President, or any other officer(s) authorized by the Board is authorized to vote, represent and exercise on behalf of the corporation all rights incident to any and all voting securities of any other corporation(s) standing in the name of this corporation. The authority granted herein may be exercised either in person or by any person authorized to do so by proxy or by power of attorney executed by the President or authorized officer.

Section 8.4 Fiscal Year

The fiscal year of the corporation shall be set by the Board.

Section 8.5 Conflict of Interest

Any Director, officer, key employee, or committee member having an interest in a contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt, full and frank disclosure of his or her interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include all relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be adverse to the corporation's interest. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussion or deliberations with respect to, such contract or transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation. The Board may adopt conflict of interest policies requiring:

- a. Regular annual statements from Directors, officers, key employees to disclose existing and potential conflict in interest; and
- b. Corrective and disciplinary actions with respect to transgressions of such policies.

For the purpose of this Section, a person shall be deemed to have an "interest" in a contract or other transaction if he or she

is the party (or one of the parties) contracting or dealing with the corporation, or is a Director, trustee or officer of, or has a significant financial or influential interest in the entity contracting or dealing with the corporation.

Section 8.6 Interpretation of Articles of Incorporation

In any instance in which the provisions of these Bylaws are in conflict with the provisions of the Articles of Incorporation, the provisions of these Bylaws shall control.

ARTICLE 9

INDEMNIFICATION OF AGENTS OF THE CORPORATION;

PURCHASE OF LIABILITY INSURANCE

Section 9.1 Definitions

For the purpose of this Article, "agent" means any person who is or was a Director, officer, employee or other agent of this corporation, or is or was serving at the request of this corporation as a Director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a Director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of this corporation or of another enterprise at the request of such predecessor or corporation; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes without limitation, attorneys' fees and any expenses of establishing a right to indemnification under Section 9.2 c. or Section 9.2 d. (2) of this Article.

Section 9.2 Indemnification Of Agents

a. To the fullest extent allowed by law, this corporation may indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding by reason of the fact that such person is or was an agent of this corporation, against expenses, judgment, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of this corporation and, in the case of a criminal proceeding, such person had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of this corporation, nor that the person had reasonable cause to believe that the person's conduct was unlawful.

b. To the fullest extent allowed by law, this corporation may indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by or in the right of this corporation, for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of this corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 9.2 b.:

(1) In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to this corporation in the performance of such person's duty to this corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(2) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(3) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General of California.

c. To the fullest extent allowed by law, to the extent that an agent of this corporation has been successful on the merits in defense of any proceeding referred to in subsection a. or b. of this Section 9.2 or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

d. Except as provided in subsection c. of this Section 9.2, any indemnification under this Section 9.2 shall be made by this corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in subsection a. or b. of this Section 9.2, by:

(1) A majority vote of a quorum consisting of Directors who are not parties to such proceeding; or

(2) The court in which such proceeding is or was pending, upon application made by this corporation or the agent or the attorney or other person rendering services in connection with the defense whether or not such application by the agent, attorney or other person is opposed by this corporation.

e. To the fullest extent allowed by law, expenses incurred in defending any proceeding may be advanced by this corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized by this Section 9.2.

f. No provision made by this corporation to indemnify its or its subsidiary's Directors or officers for the defense of any proceeding, whether contained in the Articles of Incorporation, these Bylaws a resolution of the Directors, an agreement or otherwise, shall be valid unless consistent with this Section 9.2 and with California law. Nothing contained in this Section 9.2 shall affect any right to indemnification to which persons other than such Directors and officers may be entitled by contract or otherwise.

g. No indemnification or advance shall be made under this Section 9.2, except as provided in Section 9.2 c. or Section 9.2 d.(2) hereof, in any circumstances where it appears:

(1) That it would be inconsistent with California law, a provision of the Articles of Incorporation, these Bylaws or an agreement in effect at the time of accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(2) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement .

Section 9.3 Purchase of Liability Insurance

Upon and in the event of a determination by the Board to purchase such insurance, this corporation may purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not this corporation would have the power to indemnify the agent against such liability under the provisions of this Article; provided, however, that this corporation shall have no power to purchase and maintain such insurance to indemnify any agent of this corporation for violation of California Law.

Section 9.4 Nonapplicability to Fiduciaries of Employee Benefit Plans

This Article 9 does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent, as defined in Section 9.1, of the employer corporation. The corporation shall only have the power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by the Laws of California.

ARTICLE 10

AMENDMENTS

Section 10.1 Bylaws

These Bylaws will be reviewed at least once every four (4) years and shall be documented as to the date of such review. New Bylaws may be adopted or these Bylaws may be amended or repealed by a majority vote of the Board.

CERTIFICATE OF ADOPTION OF BYLAWS

I certify that I am the elected and acting Secretary of Green Burial Council International, Inc., a California nonprofit public benefit corporation, and that the foregoing Bylaws constitute the Bylaws of such corporation as adopted at a meeting of the Board of Directors held on _____, 2013.

IN WITNESS WHEREOF, I have signed my name and affixed the seal of the corporation to this certificate on _____, 2013.

_____Secretary