

BY-LAWS OF
THE ENVIRONMENTAL INFORMATION ASSOCIATION, INC.

*These By-Laws contain all amendments adopted through
December 1, 1992, and they are current as of that date.
All previously published By-Laws are hereby superseded.*

ARTICLE 1 – MEMBERSHIP

- 1.1 There shall be several classes of membership in the corporation, with membership fees, dues, qualifications, and other considerations to be determined by the Board of Directors. Initially there shall be the following classes of membership: individual member, corporate members, additional corporate members, and sponsor members. The Board of Directors from time to time may alter the categories of membership.
- 1.2 Membership certificates shall be issued by the corporation. The date of issue shall be entered on each certificate.
- 1.3 Each individual member, corporate member's designated representative, additional corporate member, and sponsor member's designated representative shall be entitled to one vote in matters concerning which members are allowed to vote.
- 1.4 No member who is in arrears for dues shall vote or hold office or shall be entitled to the benefits of the corporation. The Secretary shall erase from the roll of membership the name of any member who is in arrears for more than ninety (90) days. Any member dropped from the roll for non-payment of dues may be reinstated during the same fiscal year only upon applying for reinstatement and payment of the dues for the year in which the member is reinstated.
- 1.5 Any membership may be suspended or terminated for cause. Sufficient cause for such suspension or termination of membership shall be a violation of the By-Laws or any lawful rule or practice duly adopted by the corporation, or any conduct which is not in the best interest of the corporation. Suspension or expulsion shall be by two-thirds (2/3) vote of the entire membership of the Board of Directors; provided, however, that a statement of the charges shall have been sent by certified or registered mail to the last recorded address of the member at least thirty (30) days before final action is taken thereon. This statement shall be accompanied by notice of the time and place of the meeting of the Board of Directors at which the charge shall be considered and the member will have the opportunity to appear in person and/or to be represented by counsel, and to present any defense to such charges before action is taken thereon.
- 1.6 Any member may resign from membership in the corporation by making application to the Secretary, providing all dues or indebtedness to the corporation has been paid. Any member who has resigned when not in good standing may be reinstated during the same fiscal year only upon applying for reinstatement and payment of the dues for the year in which it is reinstated. Any resignations delivered to the Secretary after the date on which dues, assessments or other indebtedness are payable shall not release the resigning member from payment of such dues, assessments, or other indebtedness. Any member who resigns or is suspended or terminated shall not be entitled to any refund of dues paid.
- 1.7 No membership shall be assigned or transferred either voluntarily or by operation of law, except with the consent and approval of the Board of Directors; nor shall any membership rights of a member be assigned, transferred, alienated or encumbered in any manner whatsoever.
- 1.8 Special assessments may be charged as directed by the Board of Directors.

ARTICLE 2- MEMBERSHIP MEETINGS

- 2.1 The annual meeting of members of the corporation shall be held during the month of February or during such other month as the Board of Directors may designate, provided that an annual meeting shall be held during each calendar year.
- 2.2 Annual or special meetings of the members may be held within or without the State of Georgia at such place and time as may from time to time be fixed by the Board of Directors or as may be specified in the Notice of said meetings.
- 2.3 Written notice stating the place, date and hour of the annual meeting, shall be delivered at least thirty (30) days before the date of such meeting, either personally or by mail by or at the direction of the President or the Secretary to each member entitled to vote and all other members.
- 2.4 Special meetings of the members may be called at any time by the Board of Directors or upon the written request of one-third (1/3) or more of the members of the corporation, upon not less than ten (10) nor more than fifty (50) days' notice either mailed to the last known address or personally given to each member. Notice of a special meeting may be waived by instrument in writing executed before or after the meeting. Attendance at such meeting in person or by proxy shall constitute a waiver of notice thereof.
- 2.5 Notice of any special meeting of members shall state the purpose or purposes for which the meeting is called.
- 2.6 At all meetings where proper notice has been given, those members in attendance shall constitute a quorum for the transaction of business, and no resolution or business shall be transacted without the favorable vote of a majority of the members represented at the meeting and entitled to vote.
- 2.7 Any action to be taken at a meeting of the members of the corporation or any action that may be taken at a meeting of the members, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

ARTICLE 3- DIRECTORS

- 3.1 Subject to these By-Laws, or any lawful agreement among the members, the full and entire management of the affairs and business of the corporation shall be vested in the Board of Directors, which shall have and may exercise all of the powers that may be exercised or performed by the corporation.
- 3.2 The Board of Directors shall consist of the officers, the immediate past President, and twelve (12) Directors of the corporation and shall be elected by a secret mail ballot of the members. Directors shall serve for a term of three years and until their successors are named. Directors shall take office immediately following the conclusion of the annual meeting of the corporation. A majority of the Directors shall constitute a quorum for the transaction of business. The Board of Directors may restrict the number of terms which directors may serve. The membership of the Board may be increased or decreased from time to time by action of the Board of Directors. All resolutions adopted and all business transacted by the Board of Directors shall require the affirmative vote of a majority of the Directors present at the meeting.
- 3.3 The Directors may fill the place of any Director which may become vacant prior to the expiration such Director's term by appointment, such appointment by the Directors to continue until the expiration of the term of the Director whose place has become vacant.

- 3.4 The Directors shall meet annually, without notice, at the same place as and preceding the annual meeting of the members. Special meetings of the Directors may be called at any time by the Executive Director or by any two Directors, on ten (10) days' notice, which notice shall specify the time and place of the meeting. Notice of any such meeting may be waived by instrument in writing executed before or after a meeting. Attendance in person at such meeting shall constitute a waiver of notice thereof.
- 3.5 Any action to be taken at a meeting of the Directors or any action that may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.
- 3.6 Any Director may be removed from office, with or without cause, upon the vote of two-thirds(2/3) of the members of the Board of Directors at a meeting with respect to which notice of such purpose is given.

ARTICLE 4- OFFICERS

- 4.1 The officers of the corporation shall consist of a President, a President-Elect, a Vice President, a Secretary, and a Treasurer. One person may serve as Secretary and Treasurer. The officers shall be elected by a secret mail ballot of the members and shall take office immediately following the conclusion of the annual meeting.
- 4.2 The President shall be chief executive officer of the corporation and shall preside over all the meetings of the members, and shall preside overall meetings of the Board of Directors; and shall have the authority to delegate any specific power that may not be exclusively conferred on the President by the By-Laws of the corporation; and shall be an ex-officio member of all committees.
- 4.3 The vacancy in any elective office except the office of President and President-Elect shall be filled by the Board of Directors.
- 4.4 The President-Elect shall perform all the duties of the President in the absence of the President, or when the President is unable to serve and shall automatically become the President upon a vacancy in the President's office or at the next annual meeting of the corporation.
- 4.5 The Vice- President shall perform all the duties of the President-Elect in the absence of the President-Elect or when the President-Elect is unable to serve. A vacancy in the office of the President-Elect shall be filled by the Vice President and at the next annual meeting, a Vice President shall be elected in the manner provided by the By-Laws. The Vice President shall perform such other duties and exercise such other power as the Board of Directors or President shall request or delegate.
- 4.6 The Secretary shall keep minutes of all meetings of the members and Directors and have charge of the minute books, membership lists, and seal of the corporation, and shall perform such other duties and have such powers as may from time to time be delegated by the President or the Board of Directors.
- 4.7 The Treasurer shall be charged with the management of the financial affairs of the corporation and shall have the power to recommend action concerning the corporation's financial affairs to the president.
- 4.8 The corporation may enter into contracts providing executive, administrative, clerical and financial functions to the corporation. In the even that the Board of Directors should hire an Executive Director, the Executive Director shall consult with and be answerable to the Board of Directors of the corporation.

ARTICLE 5- COMMITTEES

The Board of Directors, or the President subject to approval of the Board of Directors, shall establish committees and appoint the members of such committees, as deemed necessary to operate or maintain the business of the corporation. Such committees may be altered or eliminated at any time in full discretion of the Board of Directors.

ARTICLE 6- EXECUTIVE COMMITTEE

The Officers of the corporation, specifically the President, President-Elect, Vice President, Secretary, Treasurer, and the immediate past President shall comprise the Executive Committee. They may exercise the powers of the Board of Directors when the Board of Directors is not in session and report such to the Board of Directors at its succeeding meeting any action taken. Four (4) members of the Executive Committee shall constitute a quorum for the transaction of business. Meetings may be called by the President or by four (4) members of the Executive Committee.

ARTICLE 7- NOMINATING COMMITTEE

- 7.1 At least seven (7) months before the annual meeting, the President shall appoint a nominating committee to nominate candidates for the Board of Directors and Officers of the corporation. The committee shall consist of the immediate past President as committee chairperson, one committee member who has served on The Environmental Information Association, Inc. Board of Directors, two members from the membership-at- large, and one member who is currently serving on a standing committee of The Environmental Information Association, Inc.
- 7.2 The Board of Directors shall adopt rules for the operation of the Nominating Committee.
- 7.3 The board of Directors shall adopt rules for nominations from the membership. All rules and changes to such rules shall be communicated to the membership within thirty (30) days of their adoption.

ARTICLE 8- CHAPTERS

Regional, State and/or local chapters of the corporation may be created upon majority vote of the Board of Directors. Such chapters shall not have the right to use the name "The Environmental Information Association, Inc." or any portion thereof without prior written consent granted by the Board of Directors of the corporation and under such rules and conditions as may be prescribed by the Board of Directors. The procedures for application and establishment of such chapters, and the by-laws, rules and regulations applicable to the establishment and operation of chapters shall be specified by the Board of Directors. The terms and conditions of chapter status shall be set forth in the charter granted to the chapter by the Board of Directors, and in an Affiliation Agreement to be entered into between the corporation and each chapter.

ARTICLE 9- PRINCIPAL OFFICE

The principal office of the corporation shall be 1777 Northeast Expressway, Suite 150, Atlanta, DeKalb County, Georgia. The corporation may also maintain an office in such other place or places as the Board of Directors may from time to time designate or as the business of the corporation may require.

ARTICLE 10- METHOD OF GIVING NOTICE

When notice is required to be given, it may be given by one or more of the following methods: (a) delivered personally; or (b) written notice either by mail, postage prepaid, or sent by telegraph, addressed to the resident of place of business of the member or director, as the same shall appear in the books of the corporation.

ARTICLE 11- RULES OF ORDER

The usual parliamentary rules as expressed in *Robert's Rules of Order* shall govern all deliberations in any meetings when not in conflict with these By-Laws.

ARTICLE 12- SEAL

The seal of the corporation shall be in such form as the Board of Directors may from time to time determine. In the event it is inconvenient to use such a seal at any time, the corporate signature followed by the word "SEAL" enclosed in parentheses or scroll, shall be deemed the seal of the corporation. The seal shall be in the custody of the Secretary and affixed by the Secretary or by his or her assistants on the appropriate papers.

ARTICLE 13- AMENDMENT

These By-Laws may be amended by the Board of Directors, subject to the subsequent approval of the amendment by a majority of the members in attendance at a duly called meeting or a majority of the members responding by mail ballot, whichever is deemed proper by the Board of Directors. Notice of any amendment to the By-Laws should be sent to all members at least thirty (30) days prior to the time of voting by meeting, or mail ballot set forth for that purpose.

ARTICLE 14- SALE OR TRANSFER OF PROPERTY

Any sale or transfer of any stock, bond, security, or other property owned by the corporation shall be valid only if signed by the corporation acting through the President and Treasurer. Any transfer assigned in this manner, having affixed thereon the seal of the corporation, shall in all respects bind the corporation as fully and completely as if each transaction had been authorized by a specific vote of the Directors, and any person, firm or corporation to whom a copy of this article shall have been certified by the Secretary shall be entitled to rely thereon until notice of its repeal.

ARTICLE 15- RECORDS

The Treasurer shall at all times maintain records evidencing the property owned by the corporation and its disbursements, shall have said records reviewed annually by a certified public accountant who shall be selected by the Board of Directors and shall present said records to the annual meeting of the members. The records shall always be open for inspection by any Director.

ARTICLE 16- OFFICERS AND DIRECTORS COMPENSATION

The Officers and Directors shall serve without compensation for their services.

ARTICLE 17- FINANCIAL

Not later than four months after the close of each fiscal year the corporation shall prepare a balance sheet showing in reasonable detail the financial condition of the corporation at the close of the fiscal year as specified above in Article 15. The corporation shall be on a fiscal year of January 1 to December 31.

ARTICLE 18- INDEMNIFICATION

18.1 **Actions by Persons Other than the Corporation.** Under the circumstances prescribed in Article 18.3 and 18.4, the corporation shall indemnify and hold harmless any person who was or is a party or is threatened to be made part of any threatened, pending or completed action, suit or proceeding, or investigation, whether civil, criminal, or administrative (other than action by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee, chairman or vice-chairman of any committee or sub-committee named in accordance

with the By-Laws, or agent (excluding field instructors) of the corporation, or is now serving at the request of the corporation as a director, officer, employee, chairman or vice-chairman of any committee or sub-committee named in accordance with the By-Laws, or agent (excluding field instructors) of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action suit, or proceeding if the person acted in a manner reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to criminal action or proceeding, the person had no reasonable cause to believe the person's conduct was unlawful. The termination of any action, suit or 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 a manner which the person reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

- 18.2 **Actions By or In the name of the Corporation.** Under the circumstances prescribed in Article 18.3 and 18.4, the corporation shall indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the officer, employee, chairman or vice-chairman of any committee or sub-committee named in accordance with the By-Laws, or agent (excluding field instructors) of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee, chairman or vice-chairman of any committee or sub-committee named in accordance with the By-Laws, or agent (excluding field instructors) of another corporation, partnership, joint venture, trust or other enterprises, against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit, if the person acted in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interest of the corporation; except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation, unless and only to the extent that the court in liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.
- 18.3 **Successful defense.** To the extent that a director, officer, employee, chairman or vice-chairman of any committee or sub-committee named in accordance with the By-laws, or agent (excluding field instructors) of the corporation has been successful on the merits of otherwise in defense of any action, suit or proceeding referred to in Article 18.1 and 18.2, or in defense of any claim, issue or matter therein, the person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection therewith.
- 18.4 **Authorization of Indemnification.** Except as provided in Article 18.3 and except as may be ordered by a court, any indemnification under Article 18.1 and 18.2 shall be made by the corporation only as chairman or vice-chairman of any committee or sub-committee named in accordance with the By-laws, or agent (excluding field instructors) of the corporation, is proper in the circumstances because the person has met the applicable standard of conduct set forth in Article 18.1 and 18.2. Such determinations shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by the firm of independent legal counsel, then employed by the corporation, in a written opinion. Notwithstanding anything herein to the contrary, the Board of Directors shall have full discretion to determine the maximum limitation of the corporation's indemnification liability under this Article 18.
- 18.5 **Prepayment of Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee, chairman or vice-chairman of any

committee or sub-committee named in accordance with the By-laws, or agent (excluding field instructors) of the corporation, to repay such amount unless it shall ultimately be determined that the person is entitled to be indemnified by the corporation as authorized in this Article.

- 18.6 **Non-Exclusive Right.** The indemnification provided by this Article shall not be deemed exclusive of any other right to which the person indemnified hereunder shall be entitled and shall inure to the benefit of the heirs, executors and administrators of such person.
- 18.7 **Insurance.** The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, chairman or vice-chairman of any committee or subcommittee named in accordance with the By-laws, or agent (excluding field instructors) of the corporation or is or was serving at the request of the corporation as a director, officer, employee, chairman or vice-chairman of any committee or subcommittee named in accordance with the By-laws or agent (excluding field instructors) of another corporation, partnership, joint venture, trust or other enterprises, against any liability asserted against the person and incurred by the person in any such capacity, or arising out of the person's status as such, whether or not the corporation would have the power to indemnify the person against such liability under the provisions of this Article.
- 18.8 **Information to Members.** if any expenses or other amounts are paid by way of indemnification, otherwise than by court order or by insurance carrier pursuant to insurance maintained by the corporation, the corporation shall, not later than the next annual meeting of the members, unless such meeting is held within three (3) months from the date of such payment, send by first class mail to its members of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amount paid, and the nature and status at the time of such payment of the litigation or threatened litigation.