

**BYLAWS FOR
CITIZENS' ENVIRONMENTAL COALITION EDUCATIONAL FUND
A TEXAS NONPROFIT CORPORATION**

ARTICLE I

These bylaws constitute the code of rules adopted by the Citizens' Environmental Coalition Educational Fund (CEC) for the regulation and management of its affairs.

ARTICLE II

Purpose

The purposes of CEC shall be the following:

- 1) To provide the greater Houston community with continuing educational opportunities for the development of common policy positions concerning matters affecting environmental quality;
- 2) To provide member groups with an opportunity to share fiscal, administrative, personnel and expert resources as may be necessary to the conduct of such studies, inquiries, research, consultative, and educational activities required in the development of recommendations concerning environmental quality control policies and programs;
- 3) To provide member groups and other interested parties with information concerning public hearings, legislative and governmental actions of relevance to environmental quality control policies, programs and actions of potential importance;
- 4) To disseminate information beneficial to the public and community concerning the causes and prevention of environmental degradation through public discussion groups, forums, panels, lectures, or other similar educational programs
- 5) To accept and administer gifts, donations, and bequests, whether of money, personal property, or real estate, or otherwise to accumulate, administer, and disburse funds to advance or achieve and of the stated purposes;
- 6) To encourage the continuing support by the public of the activities of the C.E.C throughout the area served by this organization.

The geographical interest of C.E.C. shall extend to those counties of southeast Texas which are the same as the counties composing the Houston-Galveston Area Council Region. The regional currently includes the following counties: Austin, Brazoria, Chambers, Colorado, Fort Bend, Galveston, Harris, Liberty, Matagorda, Montgomery, Walker, Waller, and Wharton.

ARTICLE III

Board of Directors

1) **Powers**

The Board of Directors (Directors) of this Corporation is vested with the management of the business and affairs of this Corporation, subject to the Texas Business Organizations Code, the Certificate of Formation, and these bylaws.

2) **Qualifications**

Directorships shall not be denied to any person on the basis of race, creed, sex, religion, or national origin. Employees of the Corporation are ineligible to serve on the Board of Directors.

3) **Number of Directors**

The Board of Directors will consist of a minimum of three and maximum of 21 Directors. Upon majority resolution of the Board of Directors, the number of Directors may be increased or decreased from time to time, but in no event shall a decrease have the effect of shortening the term of an incumbent Director, or decreasing the total number of Directors to less than three Directors.

4) **Term of Directors**

Directors shall serve terms of two years. A Director may succeed himself for two consecutive terms. After serving three consecutive terms, a Director must vacate his position for at least one year before seeking re-election to another term. The lone exception to this rule applies to an outgoing President, who may serve one additional one-year term and carry the title of Past President.

5) **Election of Directors**

Elections for Directors filling expired terms shall be held at the last meeting of the fiscal year. Any directorship to be filled by reason of an increase in the number of Directors shall be filled at the next regular meeting of the Board of Directors or at a special meeting called for that purpose. When a re-appointment or replacement is made, the re-appointment or replacement shall be considered effective on the date that the prior term expired (i.e., the new term does not begin on the date of the election). Board members whose terms have expired may continue serving until they are either re-appointed or until their successors are chosen.

6) **Resignation**

Any Director may resign at any time by delivering written notice to the Secretary or President of the Board of Directors. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.

7) **Removal**

Any Director may be removed without cause, at any time, by a majority of the entire Board of Directors, at a Regular or Special Meeting called for that purpose. Any Director under consideration of removal must first be notified about the consideration by written notice at least five days prior to the meeting at which the vote takes place.

8) **Vacancies**

Vacancies shall be filled by majority vote of the remaining members of the Board of Directors, though less than a quorum, and the Director filling the vacancy shall serve for the remainder of the term of the directorship that was vacated. Vacancies shall be filled as soon as practical. Any Director may make nominations to fill vacant directorships.

9) **Compensation**

Directors shall not receive any salaries or other compensation for their services, but, by resolution of the Board of Directors, may be reimbursed for any actual expenses incurred in the performance of their duties for the Corporation, as long as a majority of disinterested Board

of Directors approve the reimbursement. The Corporation shall not loan money or property to, or guarantee the obligation of, any Director.

ARTICLE IV

Committees

1) Executive Committee

The President, President-Elect, Vice President, Treasurer, and Secretary of the Corporation shall constitute the executive committee. The executive committee shall have the authority to act on behalf of the Corporation in between Regular Meetings of the Board of Directors. The Board of Directors must validate the actions of the executive committee at its next Regular or Special Meeting. Any such action not so validated will not be legally binding on the Corporation. The President shall act as chairperson of the executive committee. A majority of the Executive Committee shall constitute a quorum for the transaction of business, and all decisions shall be by majority vote of those present.

2) Standing Committees

The Corporation shall have six standing committees which shall assist the Board of Directors in carrying out the management of the Corporation:

1. The Finance Committee,
2. The Development Committee,
3. The Program Committee,
4. The Communications Committee,
5. The Membership Committee, and
6. The Board Governance Committee.

The Board of Directors shall appoint the members of each committee. Each standing committee shall have at least one Directors as a member, and the Directors must comprise a majority of the committee membership. Employees of the Corporation and members of the community may also be appointed to serve as committee members. Committees shall meet upon call of the Board of Directors or the chair of the Committee, review the activities of the Corporation in the Committee's respective areas, and make recommendations to the Board of Directors for the Board's final approval. The Treasurer of the Corporation shall serve as the Chair of the Finance Committee. Other standing committees shall elect a Chair by a majority vote. The Chair of each committee shall ensure that minutes of the committee meetings are taken and present a copy of the minutes to the Secretary within the two weeks following the meeting. Committee meetings shall be open to all members of the Board of Directors.

1. The Finance Committee shall assist the Executive Director in preparing and presenting the annual budget to the Board of Directors, make necessary investment choices, and generally protect the soundness of the corporation's finances and fiscal operations
2. The Development Committee shall be responsible for fundraising and capital campaigns

3. The Program Committee shall be responsible for planning, developing, and evaluating the Corporation's programs.
4. The Communications Committee shall be responsible for planning, developing, and evaluating the Corporation's communications.
5. The Membership Committee shall be responsible for developing member recruitment strategies and tracking member satisfaction.
6. The Board Governance Committee shall be responsible for recruiting and supporting board members, including nominations, orientation, and exit interviews.

3) Additional Committees

The Board of Directors may from time to time designate and appoint additional standing or temporary (ad hoc) committees by majority vote of the Board of Directors. Such committees shall have and exercise such prescribed authority as is designated by the Board of Directors. The Directors may authorize these committees to exercise any powers, responsibilities, and duties consistent with the Certificate of Formation and these bylaws.

ARTICLE V
Code of Ethics

The corporation and its Directors and Employees will comply with the Corporation's Code of Ethics, attached as **Exhibit A**.

ARTICLE VI
Board Meetings

1) Place of Board Meetings

Regular and Special Meetings of the Board of Directors will be held at the CEC office or at any other place that the President may designate.

2) Regular and Special Meetings

Regular meetings of the Board of Directors shall be held each month, or more frequently as deemed necessary by the Board of Directors. Special Meetings may be called by the President or any three Directors. An orientation meeting will be held each year for the new members of the Board of Directors.

3) Notice of Board Meetings

Notice of the date, time, and place of Regular Meetings shall be given to each board member by regular mail, telephone, or electronic transmission no less than 14 days' notice prior to the meeting. Notice of the date, time, and place of special meetings shall be given to each board member using the same methods, but with no less than 7 days' notice prior to the meeting, with the exception of special meetings held to amend the Certificate of Formation or bylaws, for which a 14-day written notice by mail or e-mail shall be required specifying the proposed amendment.

4) **Waiver of Notice**

Attendance by a Director at any meeting of the Board of Directors for which the Director did not receive the required notice will constitute a waiver of notice of such meeting unless the Director objects at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

5) **Quorum**

A majority of the incumbent Directors (not counting vacancies) shall constitute a quorum for the purposes of convening a meeting or conducting business. At Board meetings where a quorum is present, a majority vote of the Directors attending shall constitute an act of the Board unless a greater number is required by the Certificate of Formation or by any provision of these bylaws.

6) **Actions without a Meeting**

Any action required or permitted to be taken by the Board of Directors under the Texas Non-Profit Corporation Act, the Certificate of Formation, and these bylaws may be taken without a meeting, if a majority of Directors individually and collectively consent in writing or by electronic transmission, setting forth the action to be taken. Such written consent shall have the same force and effect as a unanimous vote of the Board.

7) **Open Meetings**

Meetings shall be open to the general public, except when personnel, real estate, or litigation matters are being discussed.

8) **Proxy Voting Prohibited**

Proxy voting is not permitted.

ARTICLE VII
Officers

1) **Roster of Officers**

The Corporation shall have a President, President-Elect, Vice President, Secretary, and Treasurer. The Corporation may have, at the discretion of the Board of Directors, such other officers as may be appointed by the Directors. One person may hold two or more offices, except those serving as President or Secretary.

2) **Election and Removal of Officers**

All officers shall serve one-year terms. The election shall be conducted at the Board of Directors' first meeting of the fiscal year and following the election of the new Board of Directors filling expired terms, or as soon as practical thereafter. Officers shall remain in office until their successors have been selected. Officers may serve consecutive terms without limit. The election of officers shall be by majority vote of the Board of Directors attending the meeting.

3) **Vacancies**

If a vacancy occurs during the term of office for any elected officer, the Board of Directors shall elect a new officer to fill the remainder of the term as soon as practical, by majority vote of Directors present.

4) President

- The President will supervise and control the affairs of the Corporation and shall exercise such supervisory powers as may be given her by the Board of Directors.
- The President will perform all duties incident to such office and such other duties as may be provided in these bylaws or as may be prescribed from time to time by the Board of Directors. The President shall preside at all board meetings and shall exercise parliamentary control in general accordance with Roberts Rules of Order.
- The President shall serve as an ex-officio member of all standing committees, unless otherwise provided by the Board of Directors or these bylaws.
- The President shall, with the advice of the Board of Directors and in accordance with the requirements of these bylaws, set the agenda for each meeting of the Board of Directors.

5) President-Elect

- The President-Elect is designated as the successor to the President upon fulfillment of his service.
- The President-Elect shall act in place of the President in the event of the President's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the board.
- The President-Elect shall serve as the parliamentarian and interpret any ambiguities of the bylaws.

6) Vice President

- The Vice President shall act in place of the President-Elect in the event of the President-Elect's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the board.

7) Secretary

- The Secretary will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Certificate of Formation, or by these bylaws.
- The Secretary shall attest to and keep the bylaws and other legal records of the Corporation, or copies thereof, at the principal office of the Corporation.
- The Secretary shall take or ensure that someone takes minutes of all meetings of the committees and Board of Directors, and shall keep copies of all minutes at the principal office of the Corporation.
- The Secretary shall keep a record of the names and addresses of the Directors at the principal office of the Corporation.
- The Secretary shall, with the approval of the Board of Directors, set up procedures for any elections held by the Corporation. The Secretary shall keep a record of all votes cast in such elections.

- The Secretary shall ensure that all records of the Corporation, minutes of all official meetings, and records of all votes, are made available for inspection by any member of the Board of Directors at the principal office of the Corporation during regular business hours.
- The Secretary shall see that all notices are duly given in accordance with these bylaws or as required by law.
- The Secretary shall see that all books, reports, statements, certificates, and other documents and records of the Corporation are properly kept and filed.
- In the case of the absence or disability of the Secretary, or the Secretary's refusal or neglect to fulfill the duties of Secretary, the Vice President shall perform the functions of the Secretary.

8) Treasurer

- The Treasurer will have charge and custody of all funds of the Corporation, will oversee and supervise the financial business of the Corporation, will render reports and accountings to the Directors as required by the Board of Directors, and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Certificate of Formation, or by these bylaws, or which may be assigned from time to time by the Board of Directors.
- The Corporation shall maintain a bond, Commercial Crime policy or Employee Dishonesty coverage on the Treasurer and other employees or volunteers for the faithful performance of their duties and for restoration of corporate assets should a loss occur to these assets due to the lack or faithful performance of any individuals covered by the bond, Commercial Crime policy or Employee Dishonesty coverage. The amount of the bond, Commercial Crime policy or Employee Dishonesty coverage shall be determined by the Board of Directors.
-
- The Treasurer and the staff of the Corporation shall devise a plan providing for the acceptance and disbursement of all funds of the Corporation which shall be approved by the Board of Directors.
- The Treasurer, with the approval of the Board of Directors, shall set up all checking, savings, and investment accounts of the Corporation and deposit all such funds in the name of the Corporation in such accounts.
- The Treasurer's signature shall be the authorized signature for all checking, savings, and investment accounts of the Corporation unless the Treasurer, with the approval of the Board of Directors, designates another member of the Board of Directors or employee of the Corporation as the authorized signatory for a particular type of disbursement.
- The Treasurer shall prepare a monthly report for the Board of Directors, providing an accounting of all transactions and of the financial conditions of the Corporation.

- The Treasurer shall keep all financing records, books, and annual reports of the financial activities of the Corporation at the principal office of the Corporation and make them available at the request of any Director or member of the public during regular business hours for inspection and copying.

ARTICLE VIII

Members

1) Eligibility

CEC's member groups are any civic, professional, trade or industrial association, which is non-profit in nature, having an active membership within the Houston-Galveston Area Council Region which elects to join CEC as a member group and which is approved and accepted by the Board of Trustees. The Board may grant non-voting membership to individuals and for-profit corporations.

2) Rights of Member Groups

Each member group of the Corporation shall be entitled to one vote on each matter submitted by the Board of Directors to a vote at a Regular or Special Membership meeting, except to the extent that the voting rights are limited or denied by the Certificate of Formation. No member group shall be entitled to any dividend or any part of the income of the Corporation or to share in the distribution of the corporate assets upon dissolution. The Board of Directors has the discretion to decide which, if any, matters shall be submitted to the member groups for a vote, except that the following decisions will always be submitted to the membership for a vote: dissolution of the corporation, merger or consolidation with another corporation, sale of substantially all the corporation's assets, and most amendments to the corporation's certificate of formation.

3) How the Membership can Legally Act

The membership may act only at a properly called meeting of the membership where a quorum is present. At such a meeting, a vote of a majority of the member groups in attendance shall be an act of the membership, except that a two-thirds majority of the members in attendance shall be required for the following: dissolution of the corporation, merger or consolidation with another corporation, sale of substantially all the corporation's assets, and most amendments to the corporation's certificate of formation. The attendance of 20 member groups shall constitute a quorum for the conduct of business at either a Regular or Special Membership Meeting.

4) Regular Membership Meetings

The Membership shall meet at least once a year during the month of March or at a time designated by the Board of Directors, for the purpose of transacting any business that the Board of Directors may submit to the members. Regular Membership Meetings shall take place at a location designated by the Board of Directors.

5) **Notice of Regular Membership Meetings**

Written notice of the Regular Membership Meeting shall be given not less than 10 calendar days nor more than 60 calendar days before the date that such a meeting is to be held. Such written notice shall be delivered by mail, in person, or by electronic transmission, and shall state the place, day, and time of the meeting. The Board of Directors, in the alternative, may provide notice through other means such as by posting notice in a conspicuous place at the principal office of the Corporation, newsletter, newspaper, or such additional means as the Board of Directors shall deem effective.

6) **Special Membership Meetings**

Special Membership Meetings may be called at any time by the President, by a majority of the Board of Directors, or on written request of 20 member groups.

7) **Notice of Special Meetings**

Notice of Special Membership Meetings shall be given in the exact same manner as notice for the Annual Membership Meeting as provided for above, except that the notice shall contain the purpose for which the meeting is called.

8) **Enrollment of Members**

The Board of Directors shall adopt a membership application form. The application form shall require the name, address, and telephone number of each applicant. There shall be a space for the secretary to sign certifying that the secretary believes the applicant to be eligible for membership. The applicant becomes a member upon the secretary's signature of the application form. The secretary shall keep an up-to-date membership list.

ARTICLE IX
Rules of Procedure

The proceedings and business of the Board of Directors shall be governed by Robert's Rules of Parliamentary Procedure unless otherwise provided herein.

ARTICLE X
Executive Director

The Board of Directors may, upon resolution, appoint an Executive Director to serve at the board's discretion and to carry out whatever tasks the board from time to time resolves. The Executive Director shall be paid an annual salary set by the Board of Directors. Subject to such supervisory powers as are vested in the Board of Directors, the Executive Director shall supervise, direct, and control the business of the Corporation and actively manage its business, and shall have such other powers and duties as may be prescribed by the Board of Directors or by these bylaws.

The Executive Director may engage in negotiations involving commitments of the resources of the Corporation or the acceptance of money or resources by the Corporation in furtherance of the purposes of the Corporation as set out in the Articles of Incorporation and these bylaws. The Executive Director shall generally be expected to attend all meetings of the Board of Directors and meetings of the general membership.

ARTICLE XI
Indemnification

1) **Insurance**

The Corporation will provide indemnification insurance for its Board members, and the Board shall select the amount and limits of such insurance policy.

2) **Indemnification**

To the extent permitted by law, any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein.

3) **Limits on Indemnification**

Notwithstanding the above, the corporation will indemnify a person only if he acted in good faith and reasonably believed that his conduct was in the corporation's best interests. The Corporation shall purchase a Directors & Officers Liability policy to provide for this indemnification with limits to be determined by the Board of Directors. In the case of a criminal proceeding, the person shall be indemnified only to the extent that coverage is afforded under the Corporation's Directors & Officers Liability policy. In the case of a criminal proceeding, the person may be indemnified only if he had no reasonable cause to believe his conduct was unlawful.

ARTICLE XII
Operations

1) **Execution of Documents**

Unless specifically authorized by the Board of Directors or as otherwise required by law, all final contracts, deeds, conveyances, leases, promissory notes, or legal written instruments executed in the name of and on behalf of the Corporation shall be signed and executed by the Executive Director and the President (or such other person designated by the Board of Directors), pursuant to the general authorization of the Board. All conveyances of land by deed shall be signed by the President or two other members of Executive Committee and must be approved by a resolution of the Board of Directors.

2) **Disbursement of Funds**

Financial Transactions which have a value of \$1000 or more shall require majority approval of the Board of Directors or Executive Committee if a majority of the Board of Directors is not immediately available to vote on the transaction. In all other transactions, the Executive Director may dispense with the funds of the Corporation in accordance with the annual budget approved by the Board of Directors and the purposes of the Corporation as set out in the Certificate of Formation and these bylaws. Notwithstanding the above, all checks of more than \$500 disbursing funds from any of the Corporation's accounts shall require the signatures of at least two of the following: the Executive Director, President, President-Elect, Vice President, Secretary, or Treasurer.

3) **Procurement Policy**

The Corporation shall abide by its procurement policy, set forth in Exhibit B.

4) **Records**

The Corporation will keep correct and complete records of account and will also keep minutes of the proceedings of the Board meetings and Committees. The Corporation will keep at its principal place of business the original or a copy of its bylaws, including amendments to date certified by the Secretary of the Corporation and a membership roster giving the names and addresses of members.

5) **Inspection of Books and Records**

All books and records of this Corporation may be inspected by any Director for any purpose at any reasonable time on written demand.

6) **Loans to Management**

The Corporation will make no loans to any of its Directors or Officers.

7) **Amendments**

The membership may adopt amendments to the Certificate of Formation by a vote of two-thirds of Directors present at a meeting where a quorum is present. The bylaws may be amended at any time by a vote of the majority of Directors at a meeting where a quorum is present.

8) **Fiscal Year**

The fiscal year for the Corporation will be the calendar year.

9) **Audit**

The Corporation shall have an annual audit or financial review to be completed by May 30 of each year for the previous fiscal year.

ARTICLE XIII
Policies and Actions

1) **Execution of Documents**

Policies and programs developed by The C.E.C. shall not be considered binding, in whole or in part, upon the member groups of C.E.C.

2) Policy Statements

C.E.C. may from time to time espouse a policy statement if that policy shall be ratified by the Board of Trustees. Such policy statement shall include wording that all member groups may choose not to endorse said statement.

CERTIFICATION

I hereby certify that these bylaws were adopted by the Board of Directors of the Citizens' Environmental Coalition Educational Fund at its meeting held on December 11, 2014.

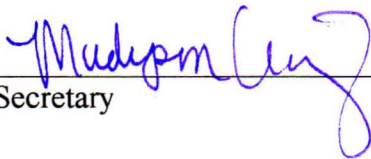

Secretary

Exhibit A: Code of Ethics

Exhibit B: Procurement Policy