



EPA Alumni Association

628 Chester River Beach Road
Grasonville, MD 21638

August 31, 2009

By-laws of EPA Alumni Association

The EPA Alumni Association, Inc. (hereinafter referred to as the “Association”), was incorporated on August 25, 2008 under the laws of the State of Delaware.

Article I. **General Provisions**

Section 1. Name and Corporate Seal. This Association shall be known as “EPA Alumni Association, Inc.” Use of the abbreviations “EPA AA, Inc.” or “EPA AA” is authorized.

Section 2. Offices. The Association may establish and maintain offices at any place or places as the Board of Directors (the “Board”) may determine in compliance with applicable laws.

Section 3. Records. All records of the Association including, but not limited to, certificate of incorporation, by-laws, minutes of meetings, membership lists, and financial records shall be maintained at the Association's principal office.

Section 4. Status. The Association is a nonprofit corporation organized under the laws of the Delaware.

Section 5. Fiscal Year. The fiscal year of the Association shall begin on the first day of January of each calendar year.

Article II. **Membership and Dues**

Section 1. Eligibility. Persons who formerly worked for the U.S. Environmental Protection Agency as federal employees for at least one (1) continuous year are eligible to be members of the Association (each person an “Eligible Person”). Civil service employees, Public Health Commissioned Corps personnel, political appointees, and all professional, secretarial and administrative personnel are included. Except as set forth in Article III, all Members, regardless of category or due-paying status, shall enjoy equal rights and privileges.

Section 2. Categories of Membership.

a. Regular Members: Any Eligible Person, who has joined the Association by completing an application as specified in Section 3 of this Article II and paid the current year's dues, if any, shall be a Regular Member of the Association. The Board may create such subcategories of Regular Members as it sees fit from time to time.

b. Associate Members: Any Regular Member who has resumed working for EPA as an employee shall be an Associate Member. Members may move between Regular and Associate Membership as their circumstances change by function of these by-laws.

c. Honorary Members: The Board may elect persons to become Honorary Members of the Association.

Section 3. Applications. Any Eligible Person may seek to become a Regular Member of the Association by submitting a membership application or filling out the required profile on the Association web site.

Section 4. Dues and Fees. The Board shall determine the amount of dues, if any, for all categories of Members and the date by which such dues shall be paid by such Members. The Board may offer premiums to Members who have prepaid their memberships for a number of years in the Association. Any contribution to the Association by a Regular Member of \$100 or greater shall be considered pre-paid dues.

Section 5. Fees. The Board may establish fees for services rendered by or to Members.

Section 6. Termination of Membership.

a. The Board or its designee(s) may suspend the membership of any Member whose dues are in arrears for six months or more. The Board or its designee(s) may terminate the membership of any Member whose dues are in arrears for more than one year.

b. In order to protect the best interests, reputation, and proper functioning of the Association, the Board may terminate a Member's membership for one of the following reasons: (a) misrepresentation by the Member of the views or positions of the Association; (b) actions by the Member that violate or threaten the status of the Association's exempt status under Section 501(c)(7) of the Internal Revenue Code or applicable state laws; (c) actions by the Member (i) inconsistent with the certificate of incorporation or the by-laws; or (ii) that violate these by-laws or Association policies. In each case, before acting to terminate the membership of a Member, the Board shall notify in writing the Member of the Member's alleged offense and provide adequate time for the Member to explain or correct the Member's actions, if such actions are capable of correction. In the event that the Member continues the offending actions after such notification, the Board may proceed to terminate the membership. The Member may request in writing a review of such termination by the Executive Committee. If the Executive Board does not receive such request within 30 days of the Board's decision to terminate the membership of the Member, the termination of such membership is final. If a Member requests an appeal, the

Executive Committee shall rule on such request within 90 days from its receipt. After review of the appeal, the Board may reinstate the Member.

Section 7. Voting. Only Regular Members shall be entitled to vote at Association meetings. Regular Members shall be entitled to one vote, which may be exercised in person or by mail ballot in specific instances. Except as provided for in Section 2(c) of Article III, a vote of the majority, or different percentage as specified in these By-laws, shall be of those present.

Section 8. Eligibility for Office. Only Regular Members may hold elective or appointive office in the Association.

Article III. **Board of Directors**

Section 1. Powers. This Association shall exercise its powers to the full extent allowed by law. All powers and activities of the Association shall be exercised and managed by the Board of the Association directly or, if delegated, under the ultimate direction of the Board.

Section 2. Initial Board and Interim Board

a. As set forth in the Certificate of Incorporation, the two incorporators of the Association shall initially constitute the Board (“Initial Board”) and shall have all the powers of the Board in addition to the authority to adopt the by-laws. The two incorporators shall serve as President and Executive Director, respectively, until the end of the 2nd annual meeting of the Association.

b. Shortly after incorporation, the two incorporators, acting as the Initial Board, shall appoint five or more other Regular Members to serve on the Interim Board. This Interim Board shall hold office until the first annual meeting of the Regular Members at which time the full Board shall be elected as set forth in this Article III.

c. The Interim Board shall have the authority to amend the by-laws for submission for ratification by the Regular Members at the first annual meeting. Any such amendments to the by-laws shall require the approval of 85% of the directors of the Interim Board and shall be made no later than ninety days prior to the first annual meeting of the Association.

Section 3. Number of Directors. The number of directors on the Full Board of Directors (“Board”) shall be not less than 7 and no more than 15. The Board shall decide the number of directors. The directors shall be elected by the Regular Members at the annual meeting in accordance with Sections 3, 4 and 5 of this Article III.

Section 4. Nomination. Each year, in order to help ensure that the Board is broadly representative of Regular Members as a whole, both geographically and in terms of types of experience and positions held in EPA, the Board shall invite nominations from the Regular Members for election of directors. The Board itself may also nominate Regular Members. Only those Regular Members who agree to serve if elected shall have their names included in the slate for election. At least 30 days before the next annual meeting, the Board shall ensure that a ballot for the resulting slate of nominees made up of all Regular Members nominated according to the procedures in this Section, is made available to every Regular Member whose current email or

physical address is on file with the Association. The slate shall also be posted on the Association's website.

Section 5. Elections and Vacancies. The directors shall serve staggered three-year terms, with a third of the directors' terms ending each year. At each annual meeting, directors shall be elected by the Regular Members to fill vacancies on the Board, either by casting their votes in person at the annual meeting or by submission of a ballot. New terms shall commence immediately following the annual meeting, unless otherwise specified. Vacancies occurring on the Board, other than through normal expiration of terms, may be filled by a person selected by the President and approved by a majority of the Board. Such directors shall serve until the end of the term of the person replaced, and shall be eligible for re-election. Directors shall be eligible for reelection and may serve for two consecutive full terms. Those who have served for two successive full terms shall be eligible to be nominated or appointed to a vacancy one year after the end of their second consecutive full term. Service on the Initial or Interim Boards shall not count toward the two successive full term limit.

Section 6. First Election of Board Members. At the first annual meeting and in order to provide for the staggering of terms of the directors, the election of directors shall be made as set forth in this Article III with the following changes.

- a. The members shall elect all the required directors at the first annual meeting.
- b. The Board shall specify whether the each candidate will stand for election for a one, two or three-year term. If elected, the directors shall only serve for the term length that was specified for them and that length shall be considered a full term for purposes of Article III, Section 5.
- c. All other requirements of this Article III shall otherwise apply.

Section 7. Honorary Directors. Past Executive Directors (if they are otherwise regular members of the Association) and past presidents of EPA AA, upon the expiration of their terms of office, shall become ex officio members of the Board for five years, provided they remain regular members.

Section 8. Meetings. The Board shall meet in person or by electronic means at least three times each year. A majority of the directors shall constitute a quorum. A vote of the majority of those present is required to approve any matter, unless a different percentage is specified in these By-laws for particular matters. Special meetings may be called by the President. Each notice of a special meeting shall state the purpose for which it is called. Advance notice of at least 48 hours of place, date, and hour of any special meeting of the Board shall be given to each director. Two weeks' notice shall be given for any regular meeting of the Board. Directors may waive their right to such notice. Matters of special urgency may be decided without a meeting through a recorded vote of the Board.

Section 9. Duties. The Board shall establish Association policies, approve major new initiatives and give direction to the Association's operations and activities.

Section 10. Resignation and Removal. Resignations from the Board shall be effective upon receipt in writing by the Secretary, unless a later effective date is specified in the resignation. Any director who misses two consecutive regular meetings duly called pursuant to Article III, Section 8, may be removed from the Board by two-thirds vote of the other directors.

Section 11. Standard of Care. A director shall perform the duties of a director, including duties as a member of any Committee on which the director may serve, in compliance with the law, in good faith, and in a manner such director believes to be in the best interest of this Association and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

Section 12. Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect any physical properties of this Association by giving adequate advance notice in writing.

Article IV. **Officers**

Section 1. Number, Election, and Terms of Office. The officers of the Association shall consist of President, Vice President, Secretary and Treasurer. The Executive Director, if one is appointed as set forth in these by-laws, will also serve as an officer if he is a Regular Member of the Association. Officers, if not directors, shall be ex officio directors during their terms of office. Except for the Executive Director, officers of the Association shall be elected by a majority vote of the Board. Officers shall hold office for two years and are eligible for reelection. The Executive Committee at any time may appoint a Regular Member of the Association to fill an officer vacancy temporarily until such time as the Board acts to fill such vacancy permanently. The Association may also have, at the discretion of the Board, such other officers as may be appointed by the Board. Any number of offices may be held by the same Regular Member, except that neither the Secretary nor the Treasurer may serve concurrently as the President or Chairman of the Board, if any.

Section 2. President. The President shall be the chief executive officer of the Association. The President shall preside over all Board and Executive Committee meetings. The President shall guide the Executive Director in the performance of the tasks of that office. The President shall perform all duties incident to the office of the President, and such other duties as may be delegated by the Executive Committee, Board or these by-laws.

Section 3. The Vice President. The Vice President shall have such powers and duties as may be delegated by the President, Executive Committee, Board or these by-laws. In the absence or disability of the President, the Vice President, unless the Board shall determine otherwise, shall be vested with the powers, and perform the duties, of the President.

Section 4. Secretary. The Secretary shall give, or cause to be given, all required notices of meetings of the Board and Regular Members, shall ensure that a record of all meetings of the Board and Regular Members is made, and, in general, perform all duties incident to the office of

the Secretary, and have such other powers and duties as may be delegated by the President, Executive Committee, Board or these by-laws.

Section 5. Treasurer. The Treasurer shall be the chief financial officer of the Association. The Treasurer shall monitor the income, expenditure and investment accounts of the Association, and as may be required from time to time, shall report to the Board of Directors and at least annually to the Regular Members on the status of the financial resources of the organization. The Treasurer shall assure that comprehensive audits are made as required by law and the guidelines set by the Executive Committee. The Treasurer shall perform any other duties assigned by the President, Executive Committee, Board or these by-laws.

Section 6. Executive Director.

a. Duties. The Executive Director, if one is appointed, is the chief administrative officer of the Association and is responsible for day-to-day operations of the Association. The Executive Director serves as an ex-officio member of the Executive Committee and of each standing committee and, if he is a Regular Member of the Association, this shall be as a voting member of the Executive Committee or such standing committee. The Executive Director keeps the corporate seal of the Association and uses it as required. Together with the President, the Executive Director executes, and acknowledges on behalf of the Association, all contracts, documents, bonds, or other instruments authorized by the Board. The Executive Director shall submit an annual budget to the Board for approval and may make payments or incur indebtedness on behalf of the Association in amounts as approved in the budget not to exceed an amount set by the Board, or \$500.00, whichever is the greater. The President, or such other officer designated by the Board, including but not limited to, the Treasurer may make payments or incur indebtedness on behalf of the Association in amounts in excess of such amounts authorized by the Board to be incurred by the Executive Director under this Article III. The Executive Director is responsible for the collection of dues. If an Executive Director is not appointed or the position is otherwise vacant, the President or the President's designee shall exercise the duties and rights of the Executive Director.

b. Appointment. The Executive Director, if any, shall be appointed by the President, subject to the approval of a majority of the Board.

c. Staff. The Executive Director may be assisted by such staff or contractors as may be approved by the President and the Executive Committee from time to time.

d. Remuneration. The remuneration, if any, of the Executive Director and of any other Association personnel shall be determined by a majority of the Board, without counting the vote(s) of any interested director(s).

Section 7. Removal. Any officer may be removed for cause by a vote of the majority of the directors of the Board.

Section 8. Resignation. Any officer may resign at any time by giving written notice to the Secretary or President of this Association. Any resignation shall take effect on receipt of that notice by the Secretary or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it

effective. Any resignation is without prejudice to the rights, if any, of this Association under any contract to which the officer is a party.

Section 9. Vacancies. A vacancy in any office for any reason shall be filled in the same manner as these by-laws provide for election to that office.

Article V. **Committees**

Section 1. Executive Committee. The Board shall have an Executive Committee consisting of the officers and one other director appointed by the President. Unless otherwise determined by the Board, the Executive Committee shall exercise any and all powers and perform any and all duties of the Board whenever the Board is not in session. It also shall have such other powers and duties as may be delegated from time to time by the Board provided that, the Executive Committee shall not have power to buy, sell, lease or otherwise encumber real property, amend these by-laws or fill vacancies in its own membership. The President, as Chair of the Executive Committee, shall be assisted by the Vice President as Vice Chair in arranging all meetings and preparing agendas for the Committee, which shall meet at the call of the President. The Executive Committee shall keep regular minutes of its transactions, which shall be decided by vote of a majority of the members present. The presence of a majority of the Executive Committee shall constitute a quorum.

Section 2. Standing Committees. The Board shall designate standing committees. The President shall appoint chairpersons, determine the composition, and specify the duties of all such standing committees that the Board may create. The President either shall appoint, or authorize committee chairpersons to appoint, members to serve on such committees. Committee chairpersons shall report committee activities as directed by the President.

Section 3. Special Committees. Subject to the approval of the Executive Committee, the President may create and appoint special or ad hoc committees as the President may deem necessary for the best interests of the Association.

Section 4. Committee Rules. All committees shall create their own rules of procedure to accomplish their assigned tasks, unless otherwise directed by the Board.

Section 5. Non-voting Members. Non-voting Members of the Association shall be entitled to serve on committees but may not serve as a chairperson.

Article VI. **Membership Meetings**

Section 1. Annual and Special Meetings. The annual meeting for the election of directors of the Board and for transaction of other business shall be held at a place, date, and hour to be determined by the Board or Executive Committee, who shall publish a notice of such annual meeting. Special meetings of the Members shall also be called for upon the written request addressed to the Executive Committee signed by 10% of the Regular Members of the Association eligible to vote. Provision may be made for attendance at the meetings by electronic means, including telephone. Notice of each special meeting shall state the purpose for which it is called. Notice of the place, date, and hour as well as call-in telephone number of each meeting of Members, whether annual or special, shall be given by mail to each member of the Association

entitled to vote whose current email or physical address is on file with the Association at least 30 days before the meeting. Notice of such meetings shall also be posted on the Association's website. Electronic participation by Members shall be at the Member's expense.

Section 2. Quorum. At any meeting of the Regular Members, those present shall constitute a quorum for the transaction of business, provided a quorum of the Board is present. A vote of the majority of those present is required to approve any matter at such a meeting, unless a different percentage is specified in these By-laws for particular matters.

Article VII. **Amendments**

Section 1. Amendments of the By-Laws. These by-laws may be altered, amended, or repealed by a vote of two-thirds of the Regular Members attending in person or electronically any annual meeting of Members or at any special meeting of Members called for that purpose, provided, in either case, that written notice of the proposed changes shall have been sent to all Regular Members of the Association no less than 30 days prior to the meeting. Voting may be by electronic means or postal mail or by voice vote.

Section 2. Initial Membership Vote on the By-Laws. The Regular Members shall have the opportunity to ratify the by-laws, with any amendments, at the first annual meeting. The Association shall post the by-laws on the Association's website at least 90 days prior to the first annual meeting. (This version shall reflect any amendments made by the Interim Board.) Regular Members must submit their proposed amendments, if any, to the Interim Board at least 60 days prior to the first annual meeting. The Association shall then post the proposed amendments on the Association's website at least 30 days prior to the first annual meeting.

Article VIII. **Prohibited Transactions**

Section 1. Self-dealing. The Association may not engage in self-dealing transactions unless permitted by Delaware law.

Section 2. Conflict of Interest. No Board or Executive Committee member shall participate in an Association matter in which the Member has a financial interest unless such interest is disclosed and a majority of the directors of the Board approves in advance the Member's participation in the matter. The Board shall not approve a Member's participation that is otherwise prohibited by law.

Article IX. **Indemnification and Insurance**

Section 1. Right of Indemnity. In compliance with Delaware law, this Association may indemnify and advance expenses to its agents in connection with any proceeding. For purposes of this Article, "agent" shall include including directors, officers, employees, other agents and persons formerly occupying such positions; "proceeding" shall include any threatened or real action or investigation under force of law; and "expenses" shall include reasonable attorneys' fees.

Section 2. Approval of Indemnity. On written request to the Board in each specific case by any agent seeking indemnification, the Board shall promptly determine, by a majority vote of a

quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct provided by law, if any, and, if so, may authorize indemnification.

Section 3. Advancing Expenses. To the fullest extent allowed by law, and except as otherwise determined by the Board in specific instances, the Board may authorize the advance of expenses incurred by or on behalf of an agent of this Association in defending any proceeding prior to final disposition, if the Board finds that (a) the requested advances are reasonable in amount under the circumstances; and (b) before any advance is made, the agent will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article. Unless the Board finds compelling reasons to do otherwise, the undertaking shall be unsecured, and no interest shall be charged on the obligation created thereby.

Section 4. Insurance. The Board may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond this Association's power to indemnify the agent under law. The Board may authorize purchase of directors and officers insurance and such other insurance as is required by law or good business practices.

Article X. Representation of the Association's Views

Section 1. Any Member communicating a perspective on a public policy issue in a context where the Member's perspective could reasonably be interpreted as the position of the Association must announce that he or she is representing his or her individual views, rather than the position of the Association, unless the Board of Directors has voted to authorize such perspective on behalf of the Association. If a third of the members of the Board so requests, the Board shall seek approval from the Membership before adopting a perspective on a public policy issue. In addition, the Association shall not engage in lobbying, as defined in the Lobbying Disclosure Act, 2 U.S.C. §1602.

Section 2. Notwithstanding Section 1 of this Article X and in accordance with these by-laws, Members may express their views regarding any and all issues.

Section 3. The Board may issue polices and guidelines from time to time to implement this Article X.

Article XI. Miscellaneous

Section 1. Contracts, Notes and Checks. All contracts entered into on behalf of the Association must be authorized by the Board or any person or persons on whom such power may be conferred by the Board, and, except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of the Association shall be signed by the person or persons on whom such power is conferred by the Board.

Section 2. Annual Reports to Directors. Each year, the President shall furnish a written report regarding the prior fiscal year to all directors of this Association.

Section 3. Governing Law. In all matters not specified in these by-laws, or in the event these by-laws shall not comply with applicable law, Delaware law as then in effect shall apply.

Section 4. Books. The President or a designee shall maintain correct books of account of the activities and transactions of the Association, including a minute book (which shall contain a copy of the Certificate of Incorporation, a copy of these by-laws and amendments, minutes of all Board and Executive Committee meetings) that shall be kept at the office of the Association.

Section 5. Mail. When the word mail is used in these by-laws, it is intended to encompass all physical and electronic forms of mail including e-mail, facsimiles, mail delivered by the U.S. Post Office, commercial mail services (such as Federal Express or United Parcel Service) and hand delivery, sent to the address currently on record in the Association files.

CERTIFICATE

I, LEONARD A. MILLER certify that I am presently the President of the EPA Alumni Association, Inc., a Delaware nonprofit corporation. The above by-laws are the by-laws of the Association as adopted by the Board of Directors on August 31, 2009.

DATED: August 31, 2009 Leonard A. Miller

Title: President

I, Charles Elkins, certify that I am presently the Secretary of the EPA Alumni Association, Inc., a Delaware nonprofit corporation. The above by-laws are the by-laws of the Association as adopted by the Board of Directors on August 31, 2009.

DATED: August 31, 2009 Charles J. Elkins

Title: Secretary

The End