



EPA Alumni Association

628 Chester River Beach Road
Grasonville, MD 21638

September 8, 2008

By-laws of EPA Alumni Association

The EPA Alumni Association, Inc. (hereinafter referred to as the "Corporation"), 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 Corporation shall be known as "EPA Alumni Association, Inc." Use of the abbreviations "EPA AA, Inc." or "EPA AA" is authorized.

Section 2. Offices. The principal office of this Corporation shall be at 628 Chester River Beach Road, Grasonville, MD 21638. The Corporation may establish and maintain offices at any other place or places as the Board of Directors (the "Board") may determine in compliance with applicable laws.

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

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

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

Article II. Membership and Dues

Section 1. Eligibility. Persons who formerly worked for the U.S. Environmental Protection Agency for at least one (1) year are eligible to be members of the EPA AA. Civil service employees, Public Health Commissioned Corps personnel, political appointees, and both 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 (voting) Members: All retired or former federal employees of the Environmental Protection Agency of the United States Government are eligible to become regular members. Subcategories of regular members are: Founding members (regular members who have contributed \$1000 for startup or other costs of the Association), Charter members (regular members who have contributed \$250 for startup or other costs of the Association) and Supporting members (regular members who have contributed \$100 for startup or other costs of the Association).

b. Associate (non-voting) Members: Retired or former employees of the Environmental Protection Agency of the United States Government who have resumed working for EPA as an employee are eligible to become associate members. Members may move between regular and associate membership as their circumstances change.

c. Honorary Members (non-voting): The Board may elect persons to become honorary members of EPA AA.

Section 3. Applications. The Board or its designees may refuse membership to anyone who does not meet the qualifications as specified in this Article.

Section 4. Dues and Fees. Dues for all categories of membership shall be determined by the Board. The Board may also offer premiums to members who prepay their memberships for a number of years in the association.

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 Corporation, the Board may terminate a person's membership for one of the following reasons: (a) misrepresentation of the views or positions of the Association; (b) actions that threaten the status of the Corporation's exempt status under Section 501(c)(7) of the Internal Revenue Code or similar state laws; or (c) actions inconsistent with the certificate of incorporation or the by-laws. In each case, before acting to terminate the membership of a person, the Board shall notify the person of his/her offense and provide adequate time for the person to correct his actions. In the event that the offending actions continue, the Board may proceed to terminate the membership. The member may request a hearing by the Executive Committee in order to contest the action. If there is no such request received in writing within 30 days, the decision is final. If an appeal is submitted, a decision shall be made by the Board within 90 days from its receipt. Reinstatement may be authorized by the Board.

Section 7. Voting. Regular members shall be entitled to one vote, which may be exercised in person or by mail ballot in specific instances.

Section 8. Eligibility for Office. Only regular (voting) members in good standing may hold elective or appointive office in the Corporation.

Article III. Board of Directors

Section 1. Powers. This Corporation shall have powers to the full extent allowed by law. All powers and activities of the Corporation shall be exercised and managed by the Board of the Corporation 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 Corporation 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 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 members to serve on the Interim Board. This Interim Board shall hold office until the first annual meeting of the members at which time the full Board shall be elected as set forth in these by-laws.

c. The Interim Board consisting of seven members shall have the authority to amend the by-laws for submission for ratification by the 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 one hundred days prior to the first annual meeting of the Corporation.

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 of Directors shall decide the number of directors. The directors shall be elected by the regular (voting) members at the annual meeting in accordance with Sections 3, 4 and 5 of this Article.

Section 4. Nomination. Each year, in order to help ensure that the Board is broadly representative of the entire membership, both geographically and in terms of types of experience and positions held in EPA, the Board shall invite nominations from the membership for election of directors. Nominations by members must be accompanied by the signatures or other assurance of agreement of 15 members in good standing as well as an indication that the nominee has agreed to serve if elected. The Board itself may also nominate persons, provided that those persons have also agreed to serve if elected. At least 30 days before the next annual meeting, the Board shall ensure that the resulting slate of nominees made up of all persons nominated according to the procedures in this Section, is made available to every member whose current email or physical address is on file with the Corporation. The slate shall also be posted on the Corporation’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 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 the Board. Such members shall serve until the end of the term of the person replaced, and shall be eligible for nomination and election to one additional term. Directors shall be eligible for reelection and may serve for two successive terms. Those who have served for this specified time shall not be eligible for reelection for one year. Service on the Initial or Interim Boards shall not count toward the two successive 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 will only serve for the term length that was specified for them.
- c. All other requirements of this Article will otherwise apply.

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

Section 8. Meetings. The Board shall meet in person or by electronic means at least three times each year. Eight members shall constitute a quorum. Special meetings may be called by the President, or in the President's absence, by the Vice 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. Board members 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 EPA AA policies, approve major new initiatives and give direction to EPA AA's operations and activities.

Section 10. Resignation and Removal. Resignations shall be effective upon receipt in writing by the Secretary, unless a later effective date is specified in the resignation.

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 and good faith, in a manner such director believes to be in the best interest of this corporation 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 corporation.

Article IV. Officers

Section 1. Number, Election, and Terms of Office. The officers of the Corporation 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. Officers, if not directors, shall be ex officio directors during their terms of office. Except for the Executive Director, officers of the Corporation 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 member of EPA AA to fill an officer vacancy temporarily until such time as the Board acts to fill such vacancy permanently. The Corporation may also have, at the discretion of the directors, such other officers as may be appointed by the Board. 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, if any.

Section 2. President. The President shall be the chief executive officer of the Corporation. The President shall act as Chairman at 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 members, shall ensure that a record of all meetings of the Board and 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 Corporation. The Treasurer shall monitor the income, expenditure and investment accounts of the Corporation, and as may be required from time to time, shall report to the Board of Directors 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 Corporation and is responsible for day-to-day operations of the Corporation. The Executive Director serves as an ex-officio member of the Executive Committee and of each standing committee. The Executive Director keeps the corporate seal of the Corporation and uses it as required. Together with the President, the Executive Director executes, and

acknowledges on behalf of the Corporation, all contracts, documents, bonds, or other instruments authorized by the Board. The Executive Director may sign checks in amounts not exceeding \$1,000; checks above that amount also must be signed by the President, or such other officer designated by the Board, normally, the Treasurer. 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 his/her delegee(s) shall exercise the duties and rights of the Executive Director.

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

c. **Staff.** The Executive Director may be assisted by staff or contractors approved by the President and the Executive Committee.

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

Section 7. Removal. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board or by an officer on whom such power of removal may be conferred by the Board.

Section 8. Resignation. Any officer may resign at any time by giving written notice to the Secretary or President of this corporation. 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 Corporation 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 Committee shall not have power to buy or sell real estate, 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 Chair. 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 President shall appoint chairpersons, determine the composition, and specify the duties of all standing committees that the Executive Committee may create. The President either shall appoint, or authorize committee chairpersons to appoint,

members to serve on 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 Corporation.

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 Corporations 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 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 members of EPA AA, Inc. eligible to vote. Provision may be made for attendance 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 Corporation entitled to vote whose current email or physical address is on file with the Association at least 30 days before the meeting. Notice shall also be posted on the Corporation's website.

Section 2. Quorum. At any meeting of the members, those present shall constitute a quorum for the transaction of business, provided a quorum of the Board is present.

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 those 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 members of the Corporation entitled to vote no less than 30 days prior to the meeting.

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

Article VIII. Prohibited Transactions

The Corporation may engage in self-dealing transactions only as permitted by Delaware law.

Article IX. Indemnification and Insurance

Section 1. Right of Indemnity. In compliance with Delaware law, this Corporation 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 Corporation 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 Corporation’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. Prohibited Activities

Section 1. The Association is intended to be a community of members who served in the U.S. Environmental Protection Agency during their career. While these members have a shared experience, they do not necessarily have a shared view of either past events or a desired future. In order to preserve the full support of all its members, it is the policy of the Association not to take positions or lobby on any issues, environmental or otherwise. Members shall not represent any views expressed by them or other members as being those of the Association. Members shall take affirmative steps to make sure that any audience for their views on issues understands that they are not speaking on behalf of the Association.

Section 2. Consistent with Section 1, members are encouraged to use the Association website to identify and communicate with other members who may hold similar views on an issue. However, any expression of views to non-members by one or a group of members shall not identify or imply the views expressed are those of the EPA Alumni Association.

Section 3. Consistent with Sections 1 and 2 of this Article, members are encouraged to express their views regarding any and all issues to other members by way of the members-only portion of the Association’s website or meetings where the audience is restricted to Association members. However, views expressed in these restricted circumstances must not be quoted or otherwise provided to non-members without prior authorization from the speaker/writer and, in any case, must not be associated with the EPA Alumni Association in a way that could be interpreted as representing the views of the Association

Section 4. Should the Association host meetings or other forums where non-members are present or where views are likely to be subsequently communicated to non-members, the Association members must take care to restrict the Association’s role to that of neutral moderator and not that of taking positions on issues nor appearing to do so.

Article XI. Miscellaneous

Section 1. Contracts, Notes and Checks. All contracts entered into on behalf of the Corporation 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 Corporation shall be signed by any person or persons on whom such power may be conferred by the Board.

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

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 Corporation, 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 meetings) that shall be kept at the office of the Corporation.

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, Charles Elkins, certify that I am presently an incorporator and member of the board of directors of the EPA Alumni Association, Inc., a Delaware nonprofit corporation. The above by-laws are the by-laws of the Corporation as adopted by the board of directors on September 8, 2008.

DATED: September 23, 2008 Charles Elkins

Title: Member of the Initial Board of Directors

I, LEONARD A. MILLER certify that I am presently an incorporator and member of the board of directors of the EPA Alumni Association, Inc., a Delaware nonprofit corporation. The above by-laws are the by-laws of the Corporation as adopted by the board of directors on September 8, 2008.

DATED: October 1, 2008 Leonard A. Miller

Title: Member of the Initial Board of Directors

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