

# THE ENVIRONMENTAL PEACEBUILDING ASSOCIATION

## BYLAWS

### ARTICLE I

#### NAME

**SECTION 1.01.** *Name.* The name of the Association is the **Environmental Peacebuilding Association** (the “Association”).

### ARTICLE II

#### PURPOSES OF THE ASSOCIATION

**SECTION 2.01.** *Purposes.* The Association has been organized to operate exclusively for the purposes set forth in the Association’s Articles of Incorporation.

### ARTICLE III

#### OFFICES AND REGISTERED AGENT

**SECTION 3.01.** *Offices.* The principal office of the Association shall be located at such place as the Board of Directors shall from time to time designate. The Association may maintain additional offices as the Board of Directors may designate.

**SECTION 3.02.** *Registered Agent.* The Association shall designate a person to serve as the registered agent for the District of Columbia. The Board of Directors may change the registered agent from time to time. The name and address of the Association’s initial registered agent is specified in Article X of the Association’s Articles of Incorporation.

### ARTICLE IV

#### MEMBERS

**SECTION 4.01.** *Eligibility for Membership.* The Association shall have members, and the members shall have such rights as are set forth in the District of Columbia Nonprofit Corporation Act of 2010 (the “Nonprofit Corporation Act of 2010”), the Articles of Incorporation, or these Bylaws. The Board of Directors shall enact procedures for the admission of members, together with setting any admission fee for membership. The following types of memberships shall be recognized:

(a) *Individual Membership*. Any individual interested in issues related to environment, conflict, and peace, and related issues, who desires to further the objectives of the Association, and is willing to comply with its Articles of Incorporation and Bylaws.

1. Regular. Any individual who does not qualify for other Individual Membership categories.

2. Young Professional. Any individual who is 35 years of age or younger.

3. Fellow. Any individual who has made major contributions to the field of environment, conflict, and peace, as determined by the Board of Directors, upon recommendation by the Membership Committee.

4. Student Membership. Any individual who is a full-time student.

(b) *Institutional Membership*. Any educational, research, governmental, or other non-profit institution that is interested in issues related to environment, conflict, and peace, and related issues, that desires to further the objectives of the Association, and is willing to comply with its Articles of Incorporation and Bylaws. The Board shall decide the number of individual members institutional membership conveys.

(c) *Corporate Membership*. Any corporation or other for-profit entity that is interested in issues related to environment, conflict, and peace, and related issues, that desires to further the objectives of the Association, and is willing to comply with its Articles of Incorporation and Bylaws.

**SECTION 4.02. *Rights of Members.*** Each individual member, as defined in 4.01(a), shall be eligible to cast one vote on those matters set forth in these Bylaws or on which the Nonprofit Corporation Act of 2010 requires the approval of the members.

**SECTION 4.03. *Non-voting Membership.*** Institutional and Corporate Members are not eligible to vote. The Board shall have the authority to define non-voting categories of membership.

**SECTION 4.04. *Fees, Dues, and Gifts.***

(a) The Board of Directors shall have the authority to specify membership dues and to provide reduced or waived membership fees to certain membership categories. The specific amounts and criteria for qualifying for reduced membership fees shall be approved by a majority vote of the Board of Directors. Dues shall be waived for student affiliate members.

(b) Every applicant who is admitted to membership in the Association shall be liable for payment of all dues and other charges until membership is terminated. Dues and other charges shall be paid annually or for multiple years in advance. The Secretariat shall bill all applicants and members for dues and other charges.

(c) The Association may accept gifts and bequests at the discretion of the Board of Directors.

**SECTION 4.05.      *Approval of Members.***

(a) The Secretariat shall review and approve all membership applications and enter them into the Association register.

(b) The Board of Directors shall oversee the process of reviewing and approving membership applications, and may establish procedures for approving new Members.

**SECTION 4.06.      *Resignation of Members.*** A member may resign at any time. However, resignation shall not relieve the member from any financial obligations incurred or commitments made prior to resignation. For example, if an assessment was made to the members while the resigning member was still a member, the resigning member must pay that assessment.

**SECTION 4.07.      *Termination of Members.*** Membership may be terminated by the Board of Directors for good cause shown in accordance with the rules of member conduct adopted by the Board. The procedures for terminating a member shall require due process, including prior notice to the member of the proposed termination and an opportunity to be heard by the persons responsible for voting on such termination.

**ARTICLE V  
MEETINGS OF MEMBERS**

**SECTION 5.01.      *Annual Meetings.*** An annual meeting of the members shall take place as designated by the Board of Directors. The President will designate the specific date, time, and location of the annual meeting, which need not be in the District of Columbia and may be held electronically. At the annual meeting, the members shall receive reports on the activities of the Association and the direction of the Association for the coming year.

**SECTION 5.02.      *Special Meetings.*** The President or the Board of Directors may call a special meeting of the members at any time. Twenty-five percent (25%) of the members may also call a special meeting of the members by signing a petition requesting such meeting. The petition shall set forth the purpose of the meeting. The President shall designate the specific date, time, and location of a special meeting. The location of any special meeting need not be in the District of Columbia and may be held electronically. Once the members have called a special meeting, the demand for the special meeting cannot be revoked.

**SECTION 5.03.      *Record Date.*** The record date shall be the date as of which the Association shall determine who is a member of the Association and eligible to vote at the meeting of the members. The record date for an annual meeting of the members shall be the date that is 30 calendar days prior to the date of the annual meeting. The record date for a special meeting of the members called by the President or the Board of Directors shall be 15

days prior to the date of the special meeting. The record date for a special meeting called by 25% of the members shall be the date the first member signs the petition. The determination of who is a member eligible to vote shall be made as of the close of business on the record date.

**SECTION 5.04.      *Notice of Meetings.***

(a) The Association shall give advance notice of at least 30 calendar days to the members entitled to vote of the date, time, and place of each annual or special meeting of the members. The notice of an annual meeting does not need to include a description of the purpose for which the meeting is called. The notice of a special meeting must include a description of the purpose for which the meeting is called.

(b) Notice may be communicated by any of the methods described in § 29-401.03 of the Nonprofit Corporation Act of 2010. Notwithstanding the foregoing, a member may waive advance notice of any meeting of the members by written statement filed with the Secretariat, or by oral statement at any such meeting. Attendance at a meeting of the members shall also constitute a waiver of notice, except where a member states that he or she is attending solely to object to the conduct of business because the meeting was not lawfully called or convened.

(c) If a meeting is called under emergency circumstances and without providing the notice specified in Section 5.04(a), within 5 calendar days of conclusion of any emergency meeting, the members shall be informed in writing, including by electronic means, of the outcome of the meeting.

**SECTION 5.05.      *Quorum.*** Except as otherwise provided in the Nonprofit Corporation Act of 2010, the Articles of Incorporation, or these Bylaws, a majority of the votes of members entitled to vote in person or by proxy shall constitute a quorum for the annual meeting.

**SECTION 5.06.      *Conduct of Meeting.***

(a) The President shall preside at each meeting of members. The President shall determine the order of business and has the authority to establish rules for the conduct of the meeting.

(b) Each member may vote in person or by proxy. A proxy must be in a form that satisfies the requirements of the Nonprofit Corporation Act of 2010. A proxy shall be valid for the period specified in the proxy form, but if no period is specified the proxy shall be valid for a period of 11 months from the date it is signed. In no event may a proxy be valid for a period longer than 36 months.

(c) Information related to membership lists shall be provided pursuant to the procedures set forth in § 29-405.20(f) of the Nonprofit Corporation Act of 2010.

**SECTION 5.07.      *Voting.*** Except as otherwise provided in these Bylaws, all issues to be voted on shall be decided by an absolute majority of voting members.

## **ARTICLE VI BOARD OF DIRECTORS**

**SECTION 6.01. *Function of Directors.*** The business and affairs of the Association shall be managed under the direction of its Board of Directors, which shall determine matters of policy in accordance with the provisions of the Articles of Incorporation, these Bylaws, and the Nonprofit Corporation Act of 2010. The Board may delegate the management of the activities of the Association to any person or persons, institution, or committee however composed, provided the Association's affairs shall be managed, and all corporate powers shall be exercised, under the ultimate direction of the Board.

**SECTION 6.02. *Number of Directors.*** The Board of Directors shall consist of not less than three (3) or more than twenty (20) members, including the Past President, who will serve as an ex-officio member of the Board and is not entitled to vote, consistent with Section 6.17. The maximum number of Directors may be changed by an amendment to these Bylaws, but any such amendment shall not affect the tenure of office of any Director, except as provided in Section 6.05.

**SECTION 6.03. *Election and Tenure of Directors.***

(a) Except for the Past President and Treasurer, individual members shall elect Directors by a simple plurality vote. Elections will be held in the last quarter of the year by a date determined by the Board of Directors. Notice of elections shall be given to the members at least 30 calendar days prior to such vote and may be provided electronically. At least one Director shall be elected in accordance with Section 6.05.

(b) Director terms shall be for three (3) years and staggered. The initial Board members shall be divided into three classes as equal in size as practicable and serve staggered terms of one, two, and three years, respectively. The term of office of the first class (Class I) will expire at the end of the calendar year following the first annual election. The first annual election will occur during the last quarter of the first full calendar year following the year of incorporation. The term of office of the second class (Class II) will expire at the end of the calendar year following the second annual election. The term of office of the third class (Class III) will expire at the end of the calendar year following the third annual election. Directors may be re-elected for one additional consecutive term, then must wait a period of at least one year before he or she may be eligible to commence serving another term. There will be a one-time exemption to the one-year wait period for re-election for the initial classes of Directors. There will also be a one-time exemption to the three-year Director term for the initial Class III Directors. Officer terms, as set forth in Section 8.06, will coincide with the terms of Directors. When necessary to accommodate an increased or decreased total number of Directors, the Board of Directors may adjust terms to ensure consistent staggering of elections; however, no individual term shall be more than five (5) years.

(c) In accordance with Section 6.04, the Elections Committee shall be responsible for nominating a slate of prospective board members. In addition, any member can nominate a candidate to the slate of nominees in accordance with Section 6.04.

(d) The Secretariat shall be responsible for management of elections and tallying of electronic results, under the direction of the Elections Committee. The Secretariat will share the results with the Board of Directors, and the Elections Committee Chair shall disseminate the election results to all Members at the direction of the Board.

(e) If a voting Member, Officer, or seated Director believes the election process has been inconsistent with these Bylaws or somehow compromised, a motion to re-open the election may be made to the Elections Committee. The Elections Committee will determine the validity of the motion; and if it deems the motion valid, it shall oversee a second election for the position(s) that are deemed necessary.

**SECTION 6.04. *Elections Committee Procedures.***

(a) The Elections Committee shall be appointed by the Board of Directors. The Committee may consist of current and former members of the Board of Directors and other Association members.

(b) Once appointed, the Chair of the Elections Committee, who shall be appointed by the President with the agreement of the Board of Directors, shall request and receive nominations for all elected positions on the Board of Directors from any Association member in good standing during the period established, which shall be of at least 45 days. Members in good standing may self-nominate.

(c) Any member shall be eligible to run for a Board of Directors position if: (1) they have paid their dues; (2) they are willing to serve if elected; (3) they run for only one elected position; and (4) they do not hold a position in another organization that could be considered incompatible.

(d) Once the nomination period is closed, the Elections Committee shall coordinate with the Board of Directors to verify the eligibility of nominees in accordance with these Bylaws and the Articles of Incorporation before submitting its list of candidates to the Board of Directors.

(e) The Elections Committee shall endeavor to present candidates for election to the Board of Directors who are diverse in terms of global geography, gender, race, ethnicity, culture, and professional and technical disciplines and experience. To the extent that the Elections Committee determines that the list of candidates does not adequately reflect the above-noted diversity objective, it should make every effort to identify and invite additional candidates who would provide such diversity.

(f) The Elections Committee shall submit its list of eligible candidates to the Board of Directors no later than 75 calendar days after the appointment of the Elections Committee.

**SECTION 6.05. *Enhancing Board Diversity.***

(a) As it deems appropriate and consistent with the other provisions of these Bylaws and the Articles of Incorporation, the Board of Directors may designate Director positions in order to enhance diversity on the Board. These positions shall have the same duration, rights,

and responsibilities as other Director positions under these Bylaws and other governing instruments.

(b) The Board of Directors shall include at least one Director designated for a young professional, who shall be no older than 35 years when the term commences. The Young Professionals Interest Group will develop the criteria for eligibility and the process for nominating and electing this Director, subject to approval by simple majority vote of the Board of Directors. The process may vary from the procedures established under the Bylaws, for example in who may vote for the candidates.

(c) If the Board of Directors designates other Director positions to enhance diversity on the Board, the Board may similarly adopt criteria for eligibility and procedures for nominations and elections that are particular to the specific position or positions. The Board may do so directly, or by overseeing and approving criteria and procedures developed by a relevant Interest Group.

(d) To the extent that criteria for eligibility and procedures for nominations and elections for Directors elected under Section 6.05 vary from those established for Directors elected under Section 6.04, the criteria and procedures shall be made available to the membership of the Association.

**SECTION 6.06. *Regional Directors.*** The Association shall have regional Directors to enhance geographic diversity, support outreach, and undertake activities in their respective regions. Initially, there will be three regional Directors: one for Africa, one for Latin America and the Caribbean, and one for Asia and the Pacific. The Board of Directors may add other regional Directors in due course. The Board of Directors may establish eligibility criteria for regional Directors. Regional Directors shall serve three-year terms.

**SECTION 6.07. *Removal or Resignation of Director.***

(a) The members may remove any Director, with or without cause, at the annual or special meeting of the members, by the affirmative vote of two-thirds of the members present at the meeting, provided a quorum is present. The notice of the meeting at which the removal of a Director is to be considered must state that one of the purposes of the meeting is to vote on the removal of the Director.

(b) The Board of Directors, by the affirmative vote of an absolute majority of the Board of Directors then in office, may remove a Director who: (1) has been declared of unsound mind; (2) has been convicted of a felony; (3) has been found by a final court order to have breached a duty as a Director; or (4) has missed three (3) or more meetings in any twelve-month period without being excused.

(c) A Director may resign at any time upon written notice to the President. Such resignation shall take effect on the date the notice was delivered to the President, unless another date is specified in the notice of resignation. No acceptance of such resignation shall be necessary to make it effective.

**SECTION 6.08. *Vacancy on Board.*** A majority of the remaining Directors at any time may fill a vacancy on the Board of Directors that results from any cause. A Director elected by the Board to fill a vacancy shall serve the remainder of the term.

**SECTION 6.09. *Annual and Regular Meetings.*** The Association shall hold an annual meeting of its Board of Directors for the transaction of such other business as may properly come before the Board of Directors. The annual meeting shall be held during the fourth quarter of the calendar year at such place and at such time as determined by the Board of Directors. The Association may hold other regular meetings at such times as are affixed by the Board of Directors.

**SECTION 6.10. *Special Meetings.*** The President or any two (2) Directors may call a special meeting of the Board of Directors at any time. Any business may be considered at any special meeting without such business having been specified in the notice for such meeting; provided, however, that if one of the purposes of a special meeting is the removal of a Director, then the notice must state that one of the purposes of the meeting is to vote on the removal of the Director.

**SECTION 6.11. *Notice of Meeting.*** The President or such person's designee shall give notice to each Director of each meeting of the Board of Directors. The notice shall state the time and place of the meeting. Notice is given to a Director when it is sent by email or facsimile, delivered personally to the Director, or left at the Director's residence or usual place of business at least 48 hours before the time of the meeting or, in the alternative, by U.S. mail to the Director's address as it appears on the records of the Association, at least seven (7) days before the time of the meeting. Notwithstanding the foregoing, a Director may waive notice of any meeting of the Board of Directors by written statement filed with the Secretary, or by oral statement at any such meeting. Attendance at a meeting of the Board of Directors shall also constitute a waiver of notice, except where a Director states that he or she is attending solely for objecting to the conduct of business on the ground that the meeting was not lawfully called or convened.

**SECTION 6.12. *Action by Directors.*** Except as otherwise provided, action of a simple majority of the Directors present at a meeting at which a quorum is present shall constitute action of the Board of Directors. A majority of the Board of Directors shall constitute a quorum for the transaction of business. The Directors present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum.

**SECTION 6.13. *Quorum.*** The Association will endeavor to operate by consensus. Where voting occurs, a majority of the votes of Directors entitled to vote on a matter shall constitute a quorum except as otherwise provided in the Nonprofit Corporation Act of 2010, the Articles of Incorporation, or these Bylaws.



**SECTION 6.14. *Action by Written Consent.*** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, if a unanimous written consent that sets forth the action to be taken is signed by each Director of the Board of Directors and filed with the minutes of proceedings of the Board of Directors. Signature may be electronic by e-mail or otherwise.

**SECTION 6.15. *Meeting by Conference Telephone.*** Members of the Board of Directors may participate in a meeting by means of a telephone, internet, or similar communications equipment if all persons participating in the meeting can hear one another. Participation in a meeting by these means constitutes presence in person at a meeting.

**SECTION 6.16. *Compensation.*** The Association shall not pay any compensation to any Director for services rendered to the Association as a Director, except that Director may be reimbursed for expenses incurred in the performance of his or her duties to the Association, in reasonable amounts as approved by a majority of the entire Board of Directors.

**SECTION 6.17. *Ex-Officio Director: Past President.*** Upon the expiration of a sitting President's term, if the sitting President is not returning, or not eligible to return, as President for another consecutive term, the sitting President will serve as an ex-officio member of the Board of Directors for a three-calendar-year term and is not entitled to vote. Except for the right to vote, the former President as ex-officio Director shall have the same responsibilities as other Director positions under these Bylaws and other governing instruments.

## **ARTICLE VII COMMITTEES**

### **SECTION 7.01. *Committees.***

(a) The Board of Directors, by a vote of a majority of the Directors then in office, may establish one or more standing committees, which shall be comprised of three or more members, including at least one Director. The Board of Directors may delegate to these committees any of the powers of the Board of Directors, except the power to (1) elect or remove Directors; (2) approve the dissolution, merger, or reorganization of the Association or distribution of its assets; (3) amend the Articles of Incorporation or the Bylaws; (4) approve or propose to members any action that the Nonprofit Corporation Act of 2010, the Articles of Incorporation, or these Bylaws require be approved by the Board of Directors; or (5) decide such other matters as the Board may hereinafter determine by a majority vote of the Directors.

(b) The President of the Board of Directors shall appoint the members and the chair of each committee, subject to the approval of a majority of the Directors then in office.

(c) The Board of Directors shall set the duration of the term of the Committee and the Committee members. Committee members may serve their full term, unless: (1) such member is removed from the committee, with or without cause, by a vote of a majority of the Directors then in office, or (2) the member shall cease to be a member or otherwise resign from such committee.

**SECTION 7.02. *Advisory Committees.***

(a) The Board of Directors may appoint individuals who may or may not be Directors of the Association to serve as an advisory committee to the Board. The advisory committees shall have such functions and responsibilities specified by the Board of Directors; provided, however, that the Board of Directors may not delegate any of its power, authority, or functions to the advisory committee.

(b) The President shall appoint the members and the chair of each advisory committee, subject to the approval of the Board of Directors. The Board of Directors shall set the duration of the term of the Committee and its members. Committee members may serve their full term, unless: (1) such member is removed from the committee, with or without cause, by a vote of a majority of the Directors then in office, or (2) the member shall cease to be a member or otherwise resign from such committee.

**SECTION 7.03. *Interest Groups.*** The Board may establish interest groups for members to collaborate on areas of common interest. The Board shall define the terms of the interest group and shall oversee its operations. The President proposes and the Board approves the Chair or Co-Chairs of the Interest Group. Unless otherwise stipulated in these Bylaws, the President shall place each interest group under the oversight of an appropriate committee.

**SECTION 7.04. *National or Regional Committees.***

(a) The Association may establish or recognize national and regional chapters. The functions of National Chapters and Regional Chapters are: (1) to promote the objectives of the Association, (2) to encourage membership in the Association, (3) to host Association meetings, and (4) to make recommendations to the Board on the affairs of the Association. Each National Chapter and Regional Chapter will submit an annual report to the Executive Board on its activities.

(b) The Board may recognize sub-national groups, including at the municipal level or universities.

(c) National Chapters and Regional Chapters shall be operated in accordance with the Articles of Incorporation and the Bylaws of the Association. Each chapter will execute a memorandum of understanding with the Association that will conform to guidelines for the chapters that will be provided by the Association

**ARTICLE VIII  
OFFICERS**

**SECTION 8.01. *Officers.*** The Association shall have a President, two Vice Presidents, and Treasurer. The President and Vice Presidents of the Association shall be duly elected and qualified members of the Board. The Treasurer shall be appointed and a qualified member of the Board. All other officers may, but need not, be members of the Board of Directors—this is left to the discretion of the Board. A person may serve as both an Officer and a Director in the Association but may not serve concurrently in multiple Officer positions (e.g.,

President and Treasurer or President and Vice President). The Board may elect or appoint such other officers as may be deemed necessary or appropriate.

**SECTION 8.02. *President.*** The President of the Board of Directors shall preside at all meetings of the Board of Directors at which the President shall be present; and, in general, shall perform all such duties as are assigned from time to time to the President by these Bylaws and the Board of Directors. In the absence of an Executive Director, as specified in Section 8.08, the President shall be the chief executive officer of the Association.

**SECTION 8.03. *Vice Presidents.*** There shall be two Vice Presidents. In the absence of the President, the Vice President designated by the President shall preside over the meeting of the Board of Directors. In general, the Vice Presidents shall perform all duties incident to the office of a vice president of an Association and such other duties as are from time to time assigned to the Vice Presidents by the Board of Directors.

**SECTION 8.04. *Treasurer.*** The Treasurer, who is to be appointed by the Board of Directors, excluding ex-officio Directors, shall have charge of and be responsible for all funds, securities, receipts, and disbursements of the Association, and shall deposit, or cause to be deposited, in the name of the Association, all moneys or other valuable effects in such banks, trust companies, or other depositories as selected by the Board of Directors. In appointing the Treasurer, the Board will endeavor to make the decision by consensus; if consensus is not possible, the appointment may be made by a simple majority vote. The Treasurer shall render to the President and to the Board of Directors, whenever requested, an account of the financial condition of the Association. In general, the Treasurer shall perform all of the duties incident to the office of a treasurer of an Association, and such other duties as are from time to time assigned to the Treasurer by the Board of Directors. Financial statements will be prepared annually, provided to the members within 120 days of preparation, and thereafter made available to the public; financial statements will not be furnished to the members upon request.

**SECTION 8.05. *Election and Tenure of Officers.*** The Members shall elect the officers, with the candidate with the greatest number of votes winning, except that the Treasurer shall be appointed by the Board of Directors. Where an officer position has more than one seat available, a plurality vote where those individuals with the highest number of votes will win (i.e., when two identical positions are open, the individuals with the highest and second highest number of votes will win the election). Officer terms shall be three (3) years, except that the initial officers shall serve staggered terms of one, two, and three years, respectively, as established by the Board of Directors. Except for the Treasurer, an officer may be re-elected for one additional consecutive term, then must wait a period of at least one year before he or she may be eligible to commence serving another term as an officer. There are no term limits applicable to the Treasurer. The Board of Directors may remove any officer at any time, with or without cause. The Board of Directors may fill a vacancy that occurs in any office for the unexpired portion of the term. Any officer may resign at any time by giving written notice, which may be provided electronically, to the Board of Directors. Unless otherwise specified in the written notice, the resignation shall be effective upon delivery to the Association.

Elections may be electronic, and the Secretariat shall be responsible for managing the election

process and tallying of the votes, with oversight from the Elections Committee. The Secretariat shall share the final results with the Board of Directors, and the Elections Committee Chair shall disseminate the election results to all Members at the direction of the Board. If a voting Member, outgoing Officer, or Director believes the election process has been inconsistent with these Bylaws or somehow compromised, a motion to re-open the election may be made to the Board of Directors. The Elections Committee will determine the validity of the motion; and if it deems the motion valid, it shall oversee a second election for the position(s) that are deemed necessary.

**SECTION 8.06. Vacancies.** Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board or by unanimous written consent, which may be provided electronically, of the Board.

**SECTION 8.07. Executive Director.**

(a) In addition to the other officers of the Association specified in Section 8.01, the Board may appoint an Executive Director. The Executive Director shall be the chief operating officer of the Association and report to the Board of Directors. The Executive Director shall, subject to the direction of the Board, (1) be responsible for general supervision of the business and affairs of the Association, and (2) establish and maintain management systems needed to ensure and report on the implementation of policies established by the Board of Directors.

(b) The Executive Director, who shall serve at the will of the Board, shall be appointed by a majority of the Directors of the Association then in office. The Executive Director may be removed, with or without cause, by a majority of the Directors. The Executive Director shall report to the Board and between Board meetings to the President.

(c) The Board of Directors may determine whether to provide compensation to the Executive Director, and the amount of compensation.

## **ARTICLE IX PUBLICATIONS**

**SECTION 9.01. Publications.** The Association shall produce the following publications: (i) an Association-owned professional journal entitled *Environment and Security* (the Journal); (ii) proceedings and reports of conferences, symposia, and other events; (iii) the *Environmental Peacebuilding Update*; and (iv) other publications of interest to the Association and as approved by the Board of Directors.

**SECTION 9.02. Environment and Security.** The Association-owned professional journal, *Environment and Security*, shall be the official publication of the Association.

(a) The President, with the agreement of the Board of Directors, shall appoint one or more Editors-in-Chief of the Journal. The Editor(s)-in-Chief shall be appointed for renewable three-year terms. The Board of Directors may remove an Editor-in-Chief, other Editor, or other member of the Editorial Board for cause by a vote of three-quarters (3/4) of the voting members present at any regular meeting.

(b) The Board of Directors may designate a liaison or committee to support the Journal.

(c) The Association, through the Board of Directors, may contract with the Editor(s)-in-Chief, a publisher, and others to support the production of the Journal.

(d) The Editor(s)-in-Chief may develop and revise procedures, standards, and other documents governing the structure, composition, and terms of the Editorial Board, as well as aspects of the operation of the Journal. The Editor(s)-in-Chief may consult the President with copies of any new or revised procedures, standards, and documents within one week of their adoption.

(e) Any member of the Board of Directors may suggest Editorial Board members of the Journal to the Editor(s)-in-Chief. These suggestions shall not be binding.

(f) The Editor(s)-in-Chief shall submit to the President the names of individuals nominated to serve as members of the Editorial Board or in other editorial capacity, as defined by the Editor(s)-in-Chief, and the individuals' respective terms of reference. The President shall share the proposed nominations with the Board of Directors. If there is no objection sent to the Editor(s)-in-Chief within two weeks of the original submission by the Editor(s)-in-Chief, the nominees shall be considered confirmed.

(g) The Editor(s)-in-Chief shall prepare an annual report of activities to submit to the Board of Directors. The Editor(s)-in-Chief should submit the annual report no later than November 15 of each year. The annual report of activities shall include information regarding other Association publications.

(h) The Board of Directors shall review the annual report as an agenda item during at least one regular or special meeting per year.

## **ARTICLE X INDEMNIFICATION**

**SECTION 10.01. *Statutory Mandatory Indemnification.*** The Association shall indemnify any officer or Director to the extent the officer or Director was successful, on the merits or otherwise, in the defense of any proceeding to which the officer or Director was a party because the officer or Director is or was an officer or Director of the Association against reasonable expenses incurred by the officer or Director in connection with the proceeding.

**SECTION 10.02. *Additional Indemnification.*** The Association may also indemnify an officer or Director who is a party to a proceeding because he or she is or was an officer or Director against liability for reasonable costs and attorneys' fees as provided for in section 29-406.51 of the Nonprofit Corporation Act of 2010.

**SECTION 10.03. *Selection of Counsel.*** The Association shall have the right to select

attorneys and to approve any legal expenses incurred in connection with any suit, action, or proceeding to which this indemnification applies. Unless the Association waives such right, the Association shall not be required to indemnify any Director or officer for expenses of counsel not selected by the Association.

## **ARTICLE XI MISCELLANEOUS**

**SECTION 11.01. *Maintenance of Tax Exempt Status.*** The Association shall not carry on any activities not permitted to be carried on: (1) by an Association exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law), or (2) by an Association, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

**SECTION 11.02. *Fiscal Year.*** The fiscal year of the Association shall be the twelve calendar month period ending December 31 in each year.

**SECTION 11.03. *Execution of Documents.*** A person who serves as both a Director and an Officer in the Association may not act in more than one capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one officer.

**SECTION 11.04. *Checks, Drafts, Etc.*** All checks, drafts, and orders for the payment of money, notes, and other evidences of indebtedness, issued in the name of the Association, shall, unless otherwise provided by resolution of the Board of Directors be signed by either the Executive Director, the Treasurer, or the President. Payments in excess of \$1,000 must be signed by two of the following: Executive Director, the Treasurer, or the President.

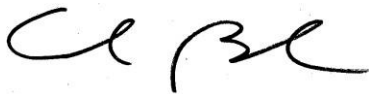
**SECTION 11.04. *Amendments to the Articles of Incorporation.*** The Association's Articles of Incorporation may be amended by a two-thirds vote of the members who cast a vote or by the vote of two-thirds (2/3) of the members of the Board of Directors at the annual, regular, or special meeting; provided that notice of such proposed amendment shall be given to the members or the Board of Directors at least 30 calendar days prior to such vote. Notice may be provided electronically.

**SECTION 11.05. *Amendments to the Bylaws.*** These Bylaws may be amended by simple majority vote of the members voting, provided that fifty percent (50%) of the individual members vote, or by the vote of two-thirds (2/3) of the members of the Board of Directors at the annual, regular, or special meeting; provided that notice of such proposed amendment shall be given to the members or the Board of Directors at least 10 calendar days prior to such vote. Notice may be provided electronically.

**SECTION 11.06. Merger & Consolidation.** The Association may merge with any other nonprofit corporation in accordance with the procedures outlined in the Section IX, Mergers and Membership Exchanges, of the D.C. Nonprofit Act.

**SECTION 11.07. Dissolution.** Upon the termination, dissolution, or final liquidation of the Association in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Association shall be distributed to, and only to, one or more organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine by majority vote. Such distribution of assets shall be calculated to carry out the objectives and purposes stated in the Articles of Incorporation. In no event shall any of such assets or property be distributed to any member, Director, or officer, or any private individual.

Unanimously approved by the Board of Directors, February 21, 2018.



Carl Bruch  
President

Amendments to these Bylaws unanimously approved by the Board of Directors, March 18, 2019.



Carl Bruch  
President

Amendments to these Bylaws unanimously approved by the Board of Directors, December 13, 2019.



Carl Bruch  
President

Amendments to these Bylaws unanimously approved by the Board of Directors, December 15, 2020, effective July 1, 2020.



Carl Bruch  
President

Amendments to these Bylaws unanimously approved by the Board of Directors, June 8, 2023  
effective July 1, 2023.



Carl Bruch  
President