

**BYLAWS  
OF  
PROTECT THE ENVIRONMENT NOW, INC.**

**ARTICLE 1. OFFICES**

1.1. Principal Office. The principal office of Protect the Environment Now, Inc. (the “Corporation”) shall be located at 800 Vale Street, SE or such other place as the Board of Directors may designate. The Corporation may have such other offices, either within or without the District of Columbia, as the Board may designate or as the affairs of the Corporation may require from time to time.

1.2. Registered Office and Registered Agent. The registered office and registered agent of the Corporation shall be those designated in the Articles of Incorporation, and either designation may be changed by the Board of Directors.

**ARTICLE 2. BOARD OF DIRECTORS**

2.1. General Powers. The affairs of the Corporation shall be managed by the Board of Directors (“Board”). Directors need not be residents of the District of Columbia.

2.2. Number and Tenure. The Board shall be composed of no fewer than three (3) Directors. The number of Directors may be changed from time to time by amendment to these Bylaws but no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. A Director shall hold office for a term of one year or until a successor is elected, whichever occurs later, or otherwise until he or she dies, resigns or is removed. A Director may be elected to successive terms without limitation.

2.3. Regular Meetings. By resolution, the Board may specify the time and place either within or without the District of Columbia for holding regular meetings without other notice than such resolution.

2.4. Special Meetings. Special Board meetings may be called by or at the request of the President, the Secretary or any two (2) Directors. The person or persons authorized to call special meetings may fix any place either within or without the District of Columbia as the place for holding any special Board meeting called by them.

2.5. Notice of Special Meetings. Written notice stating the place, day, and hour of each special Board meeting shall be delivered personally or by mail or overnight delivery service to each Director at his/her address shown on the records of the Corporation at least two days before the meeting. Notice shall be effective upon delivery at such address, provided that notice by mail shall also be deemed effective if deposited in the United States mail properly addressed with postage prepaid at least five days before the meeting. Neither the business to be transacted at, nor the purpose of any special meeting, need be specified in the notice of such meetings.

2.6 Waiver of Notice.

2.6.1 Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or the District of Columbia Nonprofit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

2.6.2 The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

2.7 Quorum. A majority of the total number of Directors shall constitute a quorum for the transaction of business at any Board meeting but, if less than a majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

2.8 Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these Bylaws.

2.9. Resignation. Any Director may resign at any time by delivering written notice to the President or the Secretary, or to the registered office of the Corporation.

2.10 Removal. A Director may be removed from office upon the vote of a majority of the remaining Directors.

2.11 Vacancies. Any vacancy occurring on the Board may be filled by the vote of a majority of the remaining Directors. Unless he/she dies, resigns or is removed, a Director so elected shall hold office until his/her successor is elected.

2.12 Presumption of Assent. A Director of the Corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent is entered in the minutes of the meeting, or unless he/she files his/her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or unless he/she forwards such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. A Director who voted in favor of such action may not dissent.

2.13 Compensation. Directors shall not receive any stated salaries for their services, but by Board resolution, Directors may be paid their expenses, if any, of attendance at each Board or committee meeting, or a fixed sum for attendance at each Board or committee meeting; but nothing herein shall be construed to preclude any Director from receiving compensation for other services rendered to the Corporation.

2.14 Loans. No loans shall be made by the Corporation to any of its Directors.

2.15 Meeting by Conference Telephone. Members of the Board may participate in a meeting by means of conference telephone or similar communications equipment provided all persons participating in the meeting can hear each other. Such participation shall constitute presence in person at the meeting.

2.16 Action by Board Without A Meeting. Any action which could be taken at a meeting of the Board may be taken without a meeting if notice of the proposed action is given in accordance with Section 2.5 and a written consent setting forth the action so taken is signed by a majority of all of the Directors. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

### **ARTICLE 3. OFFICERS**

3.1 Number. The officers of the Corporation shall be a President, a Secretary and a Treasurer, each of whom shall be elected by the Board. A Chair of the Board, one or more Vice Chairs and such assistant officers as may be deemed necessary may be elected or appointed by the Board; such officers and assistant officers to hold office for such period and to have such authority and perform such duties as may be provided by resolutions of the Board. The Board may delegate to any officer or agent the power to appoint any such subordinate officers, or agents, and to prescribe their respective terms of office, authority and duties. Any two or more offices may be held by the same person, except the offices of President and Secretary.

3.2. Election and Term of Office. The officers of the Corporation shall be elected by the Board for a term of one (1) year or until a successor is elected, whichever occurs later, or otherwise until he/she dies, resigns, or is removed. An officer may be elected to successive terms without limitation.

3.3 Qualification. Officers may, but need not be, directors of the corporation.

3.4 Resignation. Any officer may resign at any time by delivering written notice to the President, the Secretary, or the Board.

3.5 Removal. Any officer or agent elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

3.6 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause may be filled by the Board for the unexpired portion of the term.

3.7 President. The President shall be chief executive officer of the Corporation and, subject to the Board's approval, shall supervise and control all of the assets, business and affairs of the Corporation. The President shall preside over all Board meetings unless the Chair, if any, is present. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation or are required by law to be

otherwise signed or executed by some other officer or in some other manner. The President may appoint or remove any staff or consultants for the Corporation and establish the rate of compensation for any such staff person or consultant. In general, he/she shall perform all duties incident to the office of President and such other duties prescribed by the Board from time to time.

3.8 Secretary. The Secretary shall: (a) keep the minutes of meetings of the Board in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; (d) keep registers of the post office address of each Director; (e) sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation; (f) prepare and submit an annual report as required by the District of Columbia Nonprofit Corporation Act and (g) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board. In the absence of the Secretary, an Assistant Secretary may perform his/her duties.

3.9 Treasurer. If required by the Board, the Treasurer shall give bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board shall determine. He/she shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in banks, trust companies or other depositories selected in accordance with these Bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board. In the absence of the Treasurer, an Assistant Treasurer may perform his/her duties.

3.10 Chair of the Board. The Chair of the Board (if the Board so deems advisable and selects one) shall be an officer of the Corporation and, subject to the direction of the Board, shall perform such executive, supervisory and management functions and duties as may be assigned to him/her from time to time by the Board. He/she shall, if present, preside at all meetings of the Board.

3.11 Salary. The officers may receive compensation for their services as adopted by resolution of the Board. Officers may be reimbursed for their expenses. No loans shall be made by the Corporation to its officers.

#### **ARTICLE 4. MEMBERS**

4.1 Members. This Corporation shall have one class of voting members. Members must pay at least \$15 in annual dues and shall have the right to vote for one member of the Board of Directors.

4.2 Annual Meeting. There shall be an annual meeting of the membership as designated by the Board each year in the notice of the meeting. All business which comes properly before this meeting shall be transacted, including:

- The election of a Director of the Board of Directors in accordance with Section 4.4;
- Any special business of which due notice has been given by the Secretary in the notice of the meeting.

4.3 Special Meetings. A special meeting may be called at any time by the Board of Directors, or on the written consent of those members entitled to cast ten percent (10%) of the total number of votes entitled to be cast at a membership meeting.

4.4 Voting. Each member of the corporation shall have one (1) vote at all meetings of the membership and may vote in person or by mail ballot receive by the date of the meeting. The act of a majority of the members voting shall be the act of the members.

4.5 Quorum. A quorum at all meetings of the membership shall consist of a majority of the members.

## **ARTICLE 5. CONTRACTS, LOANS, CHECKS AND DEPOSITS**

5.1 Contracts. The Board may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. Such authority may be general or confined to specific instances.

5.2 Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

5.3 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as is from time to time determined by the Board.

5.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

5.5 Gifts and Contributions. The Treasurer may accept on behalf of the Corporation any contribution, gift, bequest or device as may be consistent with the established purposes of the Corporation and as may be permitted by any applicable local, state or federal law.

## **ARTICLE 6. BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account, minutes of the proceedings of its Board and such other records as may be necessary or advisable, or required by law at the registered or principal office of the Corporation. All books and records of the Corporation may be inspected by a director for any proper purpose at any reasonable time, upon reasonable notice to the Secretary of the Corporation.

## **ARTICLE 7. FISCAL YEAR**

The fiscal year of the Corporation shall be the calendar year, provided that if a different fiscal year is at any time selected for purposes of federal income taxes, then the fiscal year shall be the year so selected.

## **ARTICLE 8. EXECUTIVE COMMITTEE**

8.1 Number, Tenure and Qualifications. The Board, by majority vote, may elect from its members an Executive Committee, which will assist in preparing and implementing Corporation policies and programs. The number of members of the Executive Committee shall not be less than three (3), including the Chair of the Board, if any. The members shall serve for one year or until their successors are elected, whichever is later, or otherwise until he/she dies, resigns or is removed. A member may be elected to successive terms without limitation.

8.2 Powers. The Executive Committee shall have the authority to direct and oversee the implementation of policies, initiatives and programs recommended by the Board. The Executive Committee shall also have the authority to approve and oversee the budget and approve contracts on behalf of the Corporation.

8.3 Chair of the Executive Committee. The Chair of the Board of Directors or the President shall serve as Chair of the Executive Committee.

8.4 Meetings. The Executive Committee shall meet, from time to time, when any such meeting is called by the Chair, or by a majority of the members of the Executive Committee. Notice for such a meeting shall be delivered either orally or in writing at least twenty-four (24) hours in advance of the meeting.

8.5 Quorum. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at a meeting of the Executive Committee.

8.6 Manner of Acting. The act of a majority of the members present at a meeting of the Executive Committee which a quorum is present shall be the act of the Executive Committee.

8.7 Action by the Executive Committee Without Meeting. Any action which would otherwise be taken at a meeting of the Executive Committee may be taken without a meeting if such action is approved, in writing, by all of the members of the Executive Committee.

8.8 Meeting by Conference Telephone. Members of the Executive Committee may participate in a meeting by means of conference telephone or similar communications equipment provided all persons participating in the meeting can hear each other.

## **ARTICLE 9. STANDING ADVISORY COMMITTEES**

The Board may designate and appoint one or more committees to assist in preparing and implementing Corporation policies and programs and advise and aid the Board, officers and employees of the Corporation in any and all matters designated by the Board. If any such

committee shall have and exercise the authority of the Board in the management of the Corporation, it shall consist of no fewer than two Directors. Each such committee may, subject to the approval of the Board, prescribe rules and regulations for the call and conduct of meetings of that body and all other matters relating to its procedures and responsibilities. Each such committee shall keep regular minutes of its meetings and deliver such minutes to the Board. The members of any committee shall not receive any stated salary for their services as such, but by resolution of the Board a fixed sum or expenses of attendance, or both, may be allowed for attendance at any meeting of such committee.

#### **ARTICLE 10. INDEMNIFICATION**

To the full extent permitted by the General Corporation Law of the District of Columbia, the Corporation shall indemnify any person who was or is a party to any civil, criminal, administrative or investigative action, suit or proceeding by reason of the fact that he/she is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a Director or officer of another corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and necessarily incurred by him/her in connection with such action, suit or proceeding; and the Board may, at any time, approve indemnification of any other person which the Corporation has the power to indemnify under the General Corporation Law of the District of Columbia. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract. The foregoing shall not apply to matters as to which any such person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of a duty. The Corporation may purchase and maintain indemnification insurance for any person to the extent permitted by applicable law.

#### **ARTICLE 11. AMENDMENTS**

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by the Board at any regular or special meeting of the Board.

The foregoing Bylaws were adopted by the Corporation on \_\_\_\_\_, 2008.

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Secretary