



**THESE BYLAWS ARE A SAMPLE ONLY.
BYLAWS MUST REFLECT THE LEGAL REQUIREMENTS OF THE JURISDICTION IN WHICH THE
ORGANIZATION IS INCORPORATED.**

BYLAWS
OF
PROTECT THE ENVIRONMENT NOW, INC.

Article I

NAME

The name of the corporation is Protect the Environment Now, Inc.

Article II

OFFICES AND REGISTERED AGENT

1. Principal Office. The principal office of the corporation and such other offices as it may establish shall be located at such place or places, either within or without the District of Columbia, as may be designated by the Board of Directors.
2. Registered Office. The corporation shall continuously maintain within the District of Columbia a registered office in compliance with the District of Columbia Nonprofit Corporation Act of 2010.

3. Registered Agent; Changes. The corporation shall continuously maintain within the District of Columbia a registered agent in compliance with the District of Columbia Nonprofit Corporation Act of 2010.

Article III

1. Members. In accordance with § 29-401.01(c) of the District of Columbia Nonprofit Corporation Act of 2010, any individual or entity who provides support or assistance to the corporation may be designated as a “supporting member” or other similar title as determined by the Board of Directors from time to time, but such individual or entities shall not be deemed to be members of the corporation within the meaning of § 29-401.02(24) of the District of Columbia Nonprofit Corporation Act of 2010.

Article IV

BOARD OF DIRECTORS

1. General Powers and Duties. Management of the affairs of the corporation shall be vested in its Board of Directors. The Board of Directors shall possess, and may exercise, any and all powers granted to the corporation under the District of Columbia Nonprofit Corporation Act of 2010 and its Articles of Incorporation, subject to the limitations set forth in the Articles.

2. Number. The number of directors shall be fixed by resolution of the Board of Directors, but shall not be less than three (3) nor more than twenty-five (25).

3. Qualifications. Directors need not be residents of the District of Columbia. No person shall serve as a director of the corporation if he or she has a direct or indirect personal or financial relationship which would materially impair his or her ability to act solely in the interests of the corporation. Whenever a director has a direct or indirect personal or financial interest in a particular

transaction or other decision to come before the Board of Directors, he or she shall disclose such personal or financial interest to the Board of Directors, which shall take such action, including disqualification, as it determines to be appropriate.

4. Election; Terms. Directors shall serve a (1) year term. Otherwise, the term of office of any individual director shall terminate upon the effective date of his or her resignation, which may be made at any time by giving notice thereof in writing; upon his or her death; or upon a vote of a majority of the entire Board then in office to remove him or her from office. New directors shall be elected to the Board by the majority vote of the Board then in office. A director may succeed him or herself.

5. Quorum; Voting. One-half (1/2) of the entire membership of the Board of Directors then in office shall constitute a quorum for the transaction of any business. In no case shall a quorum consist of less than two (2) Directors. In the absence of a quorum, a majority of those members present may adjourn the meeting. The affirmative vote of a majority of the directors present at a Board meeting at which a quorum is present shall be necessary and sufficient to the making of decisions by the Board, except as a larger vote may at any time be otherwise specifically required by District of Columbia Nonprofit Corporation Act of 2010, the Articles of Incorporation, or these Bylaws. Each director shall have one vote. All voting at meetings shall be done personally and no proxy voting shall be allowed.

6. Meetings. The Board of Directors shall meet at least once a year for an “Annual Meeting”. Special meetings of the Board of Directors may be called by the President, or by the President or Secretary upon the written request of one-third of the Board. Regular or special meetings may be held either within or without the District of Columbia and shall be held at such times and in such places as the Board of Directors may determine in advance.

7. Notice. At least ten (10) days notice shall be given to each director of a regular meeting of the Board of Directors, provided that the corporation may provide a single notice of all regularly scheduled meetings for that year without having to give notice of each meeting individually. A special

meeting of the Board of Directors may be held upon notice of two (2) days. Notice of a meeting of the Board of Directors shall specify the date, time, and place of the meeting, but, except as provided in Article IX of these Bylaws (relating to amendment of the Articles and Bylaws), need not specify the purpose for the meeting or the business to be conducted. Notice must be either delivered personally to each director or mailed (including the sending of a fax, or electronic mail) to his or her address on record with the corporation. If such notice is given by mail, it shall be deemed delivered when deposited in the United States mail properly addressed and with postage prepaid thereon. If such notice is given by fax or electronic mail, it shall be deemed delivered when transmitted. Notwithstanding the foregoing, a director may waive notice of any regular or special meeting of the Board of Directors by written statement filed with the Board of Directors, 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 for the purpose of objecting to the conduct of business on the ground that the meeting was not lawfully called or convened.

8. Unanimous Consent. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, provided all directors consent in writing and set forth in the same writing the action or decision taken or made. Consent in writing shall have the same force and effect as a unanimous vote, and may be described as such in any document executed by or on behalf of the corporation.

9. Compensation. No director shall be compensated for his or her service as a director, unless otherwise decided by the Board of Directors. Directors may be reimbursed for expenses incurred for the purposes of participating in meetings of the Board and while otherwise acting on behalf of the corporation.

10. Loans. The corporation shall not lend money to or guarantee the obligation of a director, except that the corporation may provide: (1) an advance to pay reimbursable expenses

reasonably expected to be incurred by a director; (2) an advance to pay premiums on life insurance if the advance is secured by the cash value of the policy; (3) advances pursuant to Article VIII of these Bylaws; or (4) loans or advances pursuant to employee benefit plans.

11. Teleconferencing. One or more directors may participate in a meeting by means of a conference telephone or similar communications equipment through which all directors participating in the meeting can speak to and hear each other at the same time provided that each person entitled to participate in the meeting consents to the meeting being held by such means. Participation by such means shall constitute presence in person at the meeting.

Article V

COMMITTEES

1. Executive Committee. By a vote of a majority of all the directors in office, the Board of Directors may designate an Executive Committee consisting of one or more directors. The Board of Directors may designate one or more of the directors as alternate members of the Executive Committee, who may replace any absent or disqualified member at any meeting of the Committee upon the request of the President. Except as otherwise required by law or these Bylaws, the Executive Committee shall have such authority as the Board of Directors shall grant to it for the management of the corporation. In the absence of a resolution expressly granting authority to the Executive Committee, the Executive Committee shall have authority to act for the Board of Directors, except that it shall not have authority to alter or amend these Bylaws; to remove or appoint members of the Board of Directors; to elect or remove the officers or executive director, if any; to fill vacancies on a committee created under this Article V; to authorize distributions; or to adopt an annual budget. The Executive Committee shall keep regular minutes of its proceedings and shall report the same to the Board of Directors when required.

Vacancies in the Executive Committee shall be filled by the Board of Directors at a regular or special meeting.

2. Other Committees. The Board of Directors may create other committees consisting of directors or other persons, which committees shall have such authority as the Board of Directors may by law and these Bylaws direct; provided that any committee that includes persons other than directors may not exercise any powers of the Board of Directors. And provided further that no committee shall have the authority to alter or amend these Bylaws; to remove or appoint members of the Board of Directors; to elect or remove the officers or executive director, if any; to fill vacancies on a committee created under this Article V; to authorize distributions; or to adopt an annual budget.

Article VI

OFFICERS

1. Officers. The officers of the corporation shall consist of a President, a Treasurer, a Secretary and such other officers and assistant officers as the Board of Directors may from time to time elect. The duties of any such officers and assistant officers shall be fixed by the Board of Directors, or by the President if authorized to do so by the Board of Directors.

2. Terms. The officers shall be elected by the Board of Directors and shall hold office for a one year term from the effective date of their election. An individual may serve as an Officer for succeeding terms without limitation. The term of office of any officer shall terminate upon the effective date of his or her resignation submitted orally or in writing to the Board of Directors; upon his or her death; or upon a majority vote of the Board to remove him or her from office.

3. Qualifications. Officers may, but need not be, directors of the corporation. Any two or more offices may be held by the same person.

4. General Powers and Duties. The duties and powers of the Officers of the corporation shall be as provided in these Bylaws or (except to the extent they are inconsistent with these Bylaws) shall be those customarily exercised by corporate officers holding such offices.

5. President. The President shall act as the chief executive officer of the corporation, shall supervise all of the affairs of the corporation in accordance with policies and directives approved by the Board of Directors, and shall perform such other duties as the Board of Directors may from time to time prescribe. The President shall have the power to change the registered agent and registered office of the corporation.

6. Secretary. The Secretary shall record or cause to be recorded all votes and minutes of all proceedings of the Board of Directors. He or she shall give or cause to be given notice of all meetings, and shall perform such other duties as may be prescribed by the Board of Directors or the President.

7. Treasurer. The Treasurer shall keep or cause to be kept full and accurate account of the receipts and disbursements of the corporation, and shall deposit or cause to be deposited all moneys and other assets in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. He or she shall disburse or cause to be disbursed corporate funds, making proper vouchers for such disbursements, and shall render to the President and the Board, upon request, an accounting of all his or her transactions as Treasurer and of the financial condition of the corporation. He or she shall also perform such other duties as the Board of Directors may prescribe.

8. Inspections. Both the Secretary and Treasurer shall permit any director or his or her duly authorized attorney to inspect all books and records of the corporation, for any proper purpose at any reasonable time.

9. Loans. The corporation shall not lend money to or guarantee the obligation an officer of the corporation; except that the corporation may provide: (1) an advance to pay reimbursable expenses reasonably expected to be incurred by a director; (2) an advance to pay premiums on life insurance if

the advance is secured by the cash value of the policy; (3) advances pursuant to Article VII of these Bylaws; or (4) loans or advances pursuant to employee benefit plans; (5) a loan secured by the principal residence of an officer; or (6) a loan to pay relocation expenses of an officer.

Article VII

INDEMNIFICATION AND INSURANCE

The corporation shall indemnify and hold harmless any director of the corporation to the maximum extent allowed by §§ 29-406.51 and 29-406.52 of the District of Columbia Nonprofit Corporation Act of 2010. In providing indemnification under this Article VIII, the corporation shall follow the procedures described in § 29- 406.55 of the District of Columbia Nonprofit Corporation Act of 2010. Further, the corporation shall indemnify and advance expenses to an officer who is party to a proceeding because he or she is or was an officer of the corporation:

(A) to the same extent as a director; and

(B) if he or she is an officer but not a director, to such further extent as may be provided by the Articles of Incorporation, the Bylaws, a resolution of the board of directors, except for:

(1) Liability in connection with a proceeding by or in the right of the corporation other than for reasonable expenses incurred in connection with the proceeding; or

(2) Liability arising out of conduct that constitutes:

- i. (Receipt by the officer of a financial benefit to which the officer is not entitled;
- ii. an intentional infliction of harm on the corporation or the members; or
- iii. an intentional violation of criminal law.

Article VII

MISCELLANEOUS PROVISIONS

1. Fiscal Year. The annual accounting period of the corporation shall begin on July 1 of each year, unless changed by the Board of Directors.
2. Checks. All checks, drafts, or other orders for the payment of money shall be signed by such Officer or Officers or such other person or persons as the Board of Directors may from time to time designate.
3. Contracts. All contracts, notes or other evidences of indebtedness, and leases of space for the corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.
4. Records. The corporation shall keep as permanent records minutes of all meetings of its board of directors, and any designated body, a record of all actions taken by the board of directors, or members of a designated body without a meeting, and a record of all actions taken by a committee of the board of directors or a designated body on behalf of the corporation. A corporation shall keep a copy of the following records at its principal office: (1) Articles of Incorporation or restated Articles of Incorporation and all amendments to them currently in effect; these Bylaws or restated bylaws and all amendments to them currently in effect; (3) minutes and records described in this section for the past 3 years; (4) a list of the names and business addresses of its current directors and officers; and (5) the most recent biennial report filed with the District of Columbia.

Article IX

AMENDMENTS

1. Amendments to Bylaws. The Bylaws may be altered or amended, or new Bylaws adopted, at any meeting of the Board of Directors, by a vote of a majority of the directors in office, if at least ten (10) days' written notice is given of the intention to take such action at such meeting.

2. Amendments to Articles. The Articles of Incorporation may be altered or amended, or new Articles adopted, at any meeting of the Board of Directors, by a vote of a majority of the directors in office, if at least ten (10) days written notice is given of the intention to take such action at such meeting.

Adopted on the ____ day of _____, 20__.

Secretary