

CONSTITUTION AND BYLAWS
of
The Citizens' Environmental Coalition
Educational Fund, Inc.

ARTICLE I
NAME

Paragraph 1: The name of this organization shall be "The Citizens' Environmental Coalition Educational Fund, Inc.," hereinafter referred to as "The C.E.C."

ARTICLE II
TYPE OF ORGANIZATION

Paragraph 1: The C.E.C. shall be a Non-Profit Corporation.

ARTICLE III
DURATION

Paragraph 1: The C.E.C.'s duration shall be perpetual.

ARTICLE IV
PURPOSES

Paragraph 1: The purposes of The C.E.C. shall be the following:

- (i) To provide the greater Houston Community with continuing educational opportunities for the development of common policy positions concerning matters affecting environmental quality;
- (ii) To provide member groups with an enlarged opportunity to share such fiscal, administrative, personnel and expert resources as may be necessary to the conduct of such studies, inquiries, research, consultative, and educational activities required in the development of recommendations concerning environmental quality control policies and programs;
- (iii) To provide member groups and other interested organizations with continuing information concerning public hearings, legislative and governmental actions of relevance to environmental quality control policies, programs and actions of potential importance;
- (iv) To disseminate information beneficial to the public and community concerning the causes and prevention of environmental degradation through public discussion groups, forums, panels, lectures, or other similar educational programs;

- (v) To accept and administer gifts, donations and bequests, whether of money, personal property, or real estate, or otherwise to accumulate, administer, and disburse funds to advance or achieve any of the states purposes;
- (vi) To encourage the continuing support by the public of the activities of The C.E.C. throughout the area served by this organization.

ARTICLE V
POWERS AND RESTRICTIONS

SECTION 1: POWERS

Paragraph 1: The C.E.C. Shall have as powers its stated purposes and all powers implicit in its stated purposes as are granted by laws to non-profit corporations in the State of Texas qualified under Paragraph 501(c)(3) of the Internal Revenue Code and, without limiting the generality of the foregoing, to take and hold, by bequests, devise, gift, purchase, lease or any other means, any property, real, personal, tangible or intangible, without limitation as to amount or value; to sell, convey and dispose of any such property and to invest the principle therefrom for any of the beforementioned purposes, without limitation, except such limitation, if any, as may be contained in the instrument under which such property is received, the Certificate of Incorporation, the By-Laws of The C.E.C., or any laws applicable thereto.

SECTION 2: RESTRICTIONS

Paragraph 1: No part of the net earning of The C.E.C. shall inure to the benefit of, or be distributed to, any of The C.E.C. officers or board members or any other private persons, except that The C.E.C. shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of The C.E.C.'s purposes as set forth in Article IV. No substantial part of the activities of The C.E.C. shall be the carrying on of propaganda or otherwise attempting to influence legislation, and The C.E.C. shall not participate in, or intervene in (including the publishing or distribution of statements of any political campaign on behalf of any candidate for public office.

Paragraph 2: Notwithstanding any other provision of the Certificate of Incorporation of the By-Laws, The C.E.C. shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from Paragraph 501(c)(3) of the Internal Revenue Code in its regulations as they now exist, or as they may hereafter be amended, or by an organization contributions to which are deductible under Paragraph 170 (c)(3) of the Internal Revenue Code and regulations as they now exist or as they hereafter may be amended.

Paragraph 3: Any other provisions of this instrument notwithstanding, the directors shall distribute its income for each taxable year in such time and in such manner as not to become subject to the tax on undistributed income imposed by Paragraph 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

SECTION 3: DISSOLUTION

Paragraph 1: Upon dissolution of or other termination of The C.E.C., no part of the property of The C.E.C. or any proceeds there, shall be distributed to, or inure to, the benefit of any of the environmental associates(i.e., individual) members, or sustaining environmental associates of The C.E.C., but all such property and proceeds shall, subject to the discharge of valid obligations of The C.E.C. and to applicable provisions of the law, be distributed as directed by the Board of Trustees of The C.E.C., to other organizations, foundations, or corporations in the Houston area established for those purposes set forth in Paragraph 501 (c)(3) of the Internal Revenue Code of 1954 and, at the time of such distribution, having qualified as an organization exempt from taxation under Paragraph 501 (c)(3) of the Internal Revenue Code of 1954.

ARTICLE VI MEMBERSHIP

Paragraph 1: Categories of membership in The C.E.C. shall be as follows:

- (i) Member groups- any civic, professional, trade or industrial association, which is non-profit in nature, having an active membership within the Houston-Galveston Area Council Region which elects to join The C.E.C. as a member group and which is approved and accepted by the General Assembly. Provisional membership in The C.E.C. shall date from the time a majority of the Board of Trustees approves such application and full membership shall date from the time a majority of the General Assembly approves and accepts such application. Member groups shall be assessed annual dues in an amount set annually by the Board of Trustees; provided however, the Board of Trustees may reduce or waive annual dues for certain member groups if it is deemed necessary. Prospective member groups shall complete a written application to include, at a minimum, the purposes of the organization, geographic interests or boundaries, directory of officers, tax status of the organization, mailing address, and contact person.
- (ii) Environmental Associates- all those individuals who annually elect to join The C.E.C. and who pay annual dues in an amount set by the Board of Trustees.

- (iii) Sustaining Environmental Associates- any organization organized for profit which annually makes a contribution to The C.E.C. in an amount of \$100.00 or more.

ARTICLE VII ORGANIZATION

SECTION 1: GENERAL ASSEMBLY

Paragraph 1: The General Assembly of The C.E.C. shall consist of the following:

- (i) Designated Delegates from each member group, with each member group having ten (10) votes on behalf of that organization on any matter submitted to the General Assembly.
- (ii) The Environmental Associates, who shall each have one (1) vote on any matter submitted to the General Assembly.
- (iii) Representative of Sustaining Environmental Associates, provided however, that this category of membership may be heard on any matter submitted to the General Assembly, but shall not have a vote.

SECTION 2: BOARD OF TRUSTEES

Paragraph 1: The Board of Trustees shall be composed of five (5) Officers, fifteen (15) Trustees drawn from committee chair positions or serving at-large, and the Executive Director of The C.E.C., totalling twenty-one (21) voting positions.

SECTION 3: OFFICERS

Paragraph 1: The Officers of The C.E.C. shall be a President, a President-Elect, a Vice President, a Treasurer, and a Secretary.

SECTION 4: COMMITTEES

Paragraph 1: The Standing Committees of The C.E.C. shall be the following: Communications, Finance, Membership, Programs, and Development.

Paragraph 2: Ad Hoc Committees of The C.E.C. shall be appointed by the Board of Trustees to oversee administrative needs and address timely environmental issues and concerns (e.g., Air Quality, Energy, Land Use, Oil Spills, Recycling/Waste Management, Transportation, Toxics, Water Quality, Wetlands). A member of the Board of Trustees shall be assigned as an ex-officio member of Ad Hoc Committees.

Paragraph 3: The specific duties and charges of the Standing and Ad-Hoc Committees shall be determined by the Board of Trustees.

SECTION 5: ANCILLARY BOARDS

Paragraph 1: Non-voting ancillary boards, societies or similar bodies may be formed or dissolved with approval at the Annual Meeting of the General Assembly. These may be advisory or honorary in nature.

ARTICLE VIII SELECTION OF OFFICERS AND TRUSTEES

Paragraph 1: The nomination and election of the Officers and Trustees shall be accomplished as follows:

- (i) At least sixty (60) days prior to the Annual Business Meeting of the General Assembly, the President shall appoint a Nominating Committee composed of three (3) Members of the Board of Trustees.
- (ii) Thereafter, the Nominating Committee shall set about to prepare a slate of candidates in writing for all expiring Officer and Trustees positions (with appropriate biographical data) for submission to the General Assembly at least thirty (30) days in advance of the Annual Business Meeting. At such meeting, additional nominations may be received from the floor. The majority of votes of at least a quorum of the General Assembly in attendance shall elect.
- (iii) Vacancies in unexpired terms of Officers and Trustees may be filled by the President with the advice and consent of the Board of Trustees.
- (iv) All members of the Board of Trustees shall serve two year terms of office. Officers shall serve one year terms which can be renewed by annual election. The maximum consecutive term that a member of the Board of Trustees is entitled to service shall be limited to four (4) years.
- (v) All Officers and Trustees may be removed for cause by a two-thirds (2/3) vote of the Board of Trustees at any duly-called meeting. Officers and Trustees shall be required to attend at least four (4) meetings per year or shall be considered to have resigned from the Board of Trustee.
- (vi) At least one member of the Board of Trustees shall be an Environmental Associate.

ARTICLE IX
MEETINGS

Paragraph 1: The General Assembly (as defined in Article VII-Organization, Section 1) shall meet not less frequently than once year/ At least one meeting shall be designated at the Annual Business Meeting and shall be devoted to selection of Officers and Trustees, reporting by the Board of Trustees of the activities of The C.E.C., as well as the financial and program reports, and to such other business and policy matters as may be determined by the General Assembly and/or the Board of Trustees.

Paragraph 2: The Board of Trustees of The C.E.C. shall meet not less frequently than once each month. Any C.E.C. member may attend, on a non-voting basis, any meeting of the Board of Trustees.

Paragraph 3: All meeting of The C.E.C. shall be conducted in accordance with the latest revised edition of Roberts' Rules of Order.

Paragraph 4: Upon call of the President, the Board of Trustees or a petition of ten percent (10%) of the members of the General Assembly, the General Assembly may be called into session.

Paragraph 5: Ten (10) days advance notice of all meetings of the General Assembly shall be made by the Secretary or his/her designate.

Paragraph 6: A quorum of the General Assembly shall consist of representation of one-third (1/3) of the voting members of the General Assembly.

Paragraph 7: A quorum of the Board of Trustees shall consist of thirty percent (30%) of the members empaneled.

Paragraph 8: The Environmental Associates present at the General Assembly shall caucus and select four (4) voting members to represent their interests.

ARTICLE X
DUTIES AND RESPONSIBILITIES

SECTION 1: BOARD OF TRUSTEES

Paragraph 1: The regulation and management of the affairs of The C.E.C including without limitation the control and disposition of its property and funds, shall be vested in the Board of Trustees. Without limiting the foregoing, the Board of Trustees shall specifically determine C.E.C. policies, approve the programs and accompanying budgets; authorize investments; set aside any surplus funds; continue or terminate special reserve funds; authorize any additional financial changes which it deems advisable in light of future programs and budge needs; recommend amendments to Constitution and Bylaws; fill vacancies in unexpired terms of the Officers and Trustees; review and recommend member group applications; and employ staff. The Board of Trustees may employ an Executive Director and may delegate to him or her authority to operate and manage the affairs of The C.E.C., subject only to the directives of the Board.

SECTION 2: OFFICERS

President: The President shall preside at all meeting of the General Assembly and of the Board of Trustees. The President is entitled to vote only when such vote is necessary to break a tie. He or she shall be an ex-officio member of all committees, except the nominating committee.

President-Elect: In absence of the President, the President-Elect shall act in all capacities of the President.

Vice-President: In absence of the President and President-Elect, the Vice President shall act in all capacities of the President.

Secretary: The Secretary shall have full responsibility of all the minutes of all meetings of the General Assembly and the Board of Trustees and for the giving of proper notice of meetings hereunder. Preparation of the minutes may be delegated to the staff of the C.E.C.

Treasurer: The Treasurer shall have custody and responsibility for all funds, accounts, and securities. He or she shall make written reports on the state of the treasury at all meetings. He or she is responsible for seeing that regular accounts kept in The C.E.C. officer are open at all reasonable times to the inspection of the Board of Trustees or members. The Treasurer, with the approval of the Board of Trustees, may designate agents to perform ministerial act and duties incident to the office. The Treasurer shall recommend fiscal and operating policy for adoption by the Board of Trustees.

ARTICLE XI JURISDICTION

Paragraph 1: The geographical interest of The C.E.C. shall extend to those counties of southeast Texas which are the same as the counties composing the Houston-Galveston Area Council Region. The regional currently includes the following counties: Harris, Galveston, Brazoria, Fort Bend, Montgomery, Liberty, Chambers, Waller, Walker, Austin, Colorado, Wharton and Matagorda.

ARTICLE XII POLICIES AND ACTIONS

Paragraph 1: Policies and programs developed by The C.E.C shall not be considered binding, in whole or in part, upon the member groups of The C.E.C.

Paragraph 2: The C.E.C. may from time to time espouse a policy statement if that policy shall be ratified by the Board of trustees. Such policy statement shall include wording that all member groups, environmental associates or sustaining environmental associates may not endorse said statement.

ARTICLE XIII
AMENDMENTS

Paragraph 1: The Constitution and Bylaws may be amended or repealed or new or additional Bylaws may be adopted by the General Assembly at any regular or special meeting thereof, at which a quorum is present, and where the substance of the proposed changes have been submitted in writing to and approved by the Board of Trustees at least ten (10) days in advance of the General Assembly Meeting.

APPROVED by the Board of Trustees of the Citizens' Environmental Coalition Education Fund, Inc. on November 19, 1990 and passed by the General Assembly on January 28, 1991.

Steve Brooks, President
Anna de Vega, Secretary
February 12, 1991 Date