

BYLAWS

OF THE ENVIRONMENTAL PROTECTION INFORMATION CENTER

Change in Number of Directors Approved by the Membership November 21, 2003
Changes to Section IX Approved by the Board of Directors August 19, 2004
Changes approved by the Membership on November 4, 2011 are detailed in a separate
memo, and attached to the minutes of that meeting
Changes proposed to Section III, to membership on May 1, 2014
Changes approved by membership on June 19, 2014 are detailed in a separate memo, and
attached to the minutes of that meeting

I. MISSION STATEMENT

The Environmental Protection Information Center, Inc. (EPIC) works to protect the long-term health of the ecosystems of Northern California, and provides a resource center for community environmental activism.

The specific purpose of this corporation, as stated in EPIC's Articles of Incorporation, is to channel public concern for the environment into action in the public interest. Such action may include research, education, sponsorship of work projects, administration and issuance of grants, cooperation with other local groups, and legal defense of the environment; and the corporation may own or lease any property necessary or proper to the fulfillment of this purpose.

II. MEMBERSHIP

1) Anyone meeting the qualification stated in Item #2 below may become a member of EPIC by paying dues. EPIC Members may vote for Directors, remove Directors, hold office, access information as provided in Section VIII, and revise these bylaws, and exercise other rights provided under the California Corporations Code.

2) Qualification. Anyone may join EPIC as a Member who has demonstrated his or her intention to protect the environment and to uphold the mission and goals of EPIC. If any candidate is challenged by an existing Member regarding this qualification, the Board shall determine whether the candidate qualifies to join, applying these criteria in a fair and reasonable manner.

3) Termination of Membership. The Board of Directors may terminate the membership of any Member if they determine, in a fair and reasonable way, that the qualification stated in Item #2 above is not met. If such a Member is a Director, he/she must first be removed from office, as provided elsewhere in these bylaws. The affected Member must be given 15 days written notice, including the reasons for termination, and

the opportunity to be heard at least 5 days before the potential termination date. Also, memberships are automatically terminated by the Member's death, resignation, or nonpayment of dues.

4) Dues. The Board may set and determine matters relating to dues and membership, except as provided in these bylaws. The Directors may allow a volunteer's time to count as dues. Dues shall not be refundable.

5) Membership is not transferable, and no Member shall be personally liable for the debt, liabilities, or obligations of this corporation.

III. BOARD OF DIRECTORS ELECTION AND MEMBERSHIP MEETINGS

1) Qualification. A current member in good standing (defined as a member who has made a donation during the 14-month period prior to the nomination deadline of July 31) may apply to become an EPIC Board of Director between July 1 and July 31.

2) Prospective Candidates. Prospective candidates shall fill out a nomination form (describing qualifications, skills, availability and why they would like to be on the Board of Directors). The nomination form shall be available on EPIC's website or in hard-copy format. Prospective candidates shall submit, either by hard copy or by electronic transmission their nomination form to the Executive Director between July 1 and July 31.

3) Incumbent Board Members. All incumbent Board of Directors may remain on the board if they desire, subject to the results of the annual election process.

4) Nominations Submitted to Directors. Promptly after July 31 the Executive Director shall submit the nominations of all the prospective candidates to the Board of Directors for consideration.

5) Directors Evaluate Prospective Candidates. Between August 1 and August 20 the Board of Directors shall evaluate all the prospective candidates.

6) Directors Nominate Recommend Candidates and Establish Election Committee. On or before September 1, a simple majority of the Board of Directors shall recommend as many qualified nominees for the open seats as they choose. For example: the Board of Directors may nominate four candidates for two open seats. At the same time the Membership Chairperson shall establish an Election Committee of at least three (3) members (herself or himself included), to administer and conduct the election.

7) Ballots. The Election Committee shall issue a hard copy ballot. The ballots shall provide the voting member an opportunity to vote on all the nominees, incumbent Board of Directors, and a write-in candidate. Nominees recommended by the Board of Directors shall appear on the ballot as "nominated by current Board." Ballots shall include candidate statements with qualifications and what they would bring to the EPIC Board of Directors. Ballots shall be mailed to each member in good standing (as defined in paragraph 1 above) on or before September 25.

8) Voting. Each Member is entitled to one vote. Proxy voting shall not be permitted.

9) Ballot Return. A ballot return envelope shall be provided to the voting member with the address specified for the selected independent agent. All ballots must be post-marked by October 25 to be considered.

10) Election Security. The Election Committee shall take all precautions necessary to ensure a fair election.

11) Election Results and Seating of New Directors. Prior to the date of the Annual Membership Meeting, which is held annually in November or December, the returned ballots shall be opened and tallied by the selected independent agent and Election Committee. The election results shall be announced at the Annual Membership Meeting. Upon the approval of the election results by the Directors, the nine (9) nominees with the most “yes” votes (who also received more “yes” than “no” votes) will be elected to the EPIC Board of Directors at the January meeting of the Board of Directors. (If there are less than nine [9] candidates with votes of approval, the Board of Directors will have one or more vacancies.)

12) Membership Meeting(s). The EPIC Board of Directors and staff will make themselves available to the membership at one or more annual membership meetings held in November or December of each year.

a) Notice. Notice of the Annual Membership Meeting must be given to all Members at least one month in advance of the meeting by mail or by other means of written communication in accordance with California Corporations Code § 5511. Notice shall also be given by posting a written statement of the time and place of the meeting prominently in the EPIC office (Membership Chairperson is responsible for this), and may also be published in a local general circulation newspaper.

b) Special meetings of the Members may be called by the Board, and must be called at the next Board meeting upon the Board’s receipt of a petition requesting such meeting that is signed by at least five percent of the Members. Such meeting must take place not less than 35 nor more than 90 days of receipt of the petition. Written notice stating the place, day, and hour of such meeting, and issues stated on any petition, shall be sent to the Members not less than 30 days before the date of such meeting. If the Board fails to give notice of a petitioned meeting within 20 days of the receipt of the petition, petitioners may do so themselves, using the mailing list of Members. Business conducted at the special meeting shall be restricted to the business specified on the notice. The Members present shall constitute a quorum, and only the issues noticed may be resolved. Any issue may be discussed.

c) Action by Written Ballot Without a Meeting. Any action which may be taken at a membership meeting may be taken without a meeting if EPIC distributes a written ballot to each Member following California Corporations Code §5513-14. They shall be given a reasonable time to respond, and informed that the quorum requirement for this action is the same as a meeting (those who respond), and that a majority of responders is required for passage.

IV. DIRECTORS

1) Duties. The duties of the Board of Directors include management of the policy, affairs, business and property of EPIC, and all other powers allowed by law. This may include hiring and firing of staff and contractors, and election and removal of officers.

2) Qualification. Any Member may run for election to the EPIC Board of Directors who has demonstrated their intention to protect the environment and to uphold the mission and goals of EPIC. If any candidate is challenged by a Member regarding this qualification, the Board shall determine whether that candidate qualifies to run, applying these criteria in a fair and reasonable manner.

See also Section III regarding “prospective candidates.”

3) Number, Term. There shall be between three and nine Directors, depending on how many are elected. Term is one year, and Directors serve until the next Board is elected. Directors may serve successive terms (without term limits).

4) Any vacancy occurring on the Board for any reason may be filled at any Board meeting by a majority of the Directors. Also, if the Members elect less than nine Directors, the Board may raise the authorized number and designate up to one-third of the Directors. These Director(s) must be nominated at one board meeting and elected at the next, with an agenda posted 7 days in advance as provided in Section 6 below. The term of such appointments shall expire when the next Board is seated.

5) Quorum. A majority of the Directors currently in office shall constitute a quorum. No Board meeting may transact business without a quorum. If Directors leave a meeting so that a quorum is no longer present, action may still be taken by a majority of the quorum. At all meetings of the Board, all Directors shall be recorded as present or not present.

6) Notice. Whenever possible, Board meetings will include the scheduling of the next meeting. The Membership Chairperson will notify Directors of meetings within 48 hours of their scheduling by phone or email, and at least 7 days in advance of any regular board meeting (see also section 13 below). The Membership Chairperson will also post notice (and agenda if possible) prominently in the front office as soon as possible, and will notify any Members who request such notice, both at least 7 days in advance.

7) All meetings of the Board shall include a time which is open to Members and the public. The Board may meet in closed executive session to consider sensitive legal, financial or personnel matters, or any other issue within the Board’s discretion. Voting, however, must be done in open session. The Board shall duly consider any matter which any Member may choose to bring before it at any regular or special meeting of the Board.

8) Voting. Motions shall be decided by majority vote of Directors present, unless the California Corporations Code requires a higher number for a particular vote. Consensus will be sought when time permits. The presiding officer shall not vote unless there is a tie. This shall not restrict her/his opportunity to introduce motions. A roll-call vote on any matter shall be recorded upon the request of any Director or Member.

9) Committees. The Directors shall appoint committees from time to time to act in an advisory capacity only to the Board and/or Staff. Committee members need not be Members of EPIC.

10) Executive Committee. The Directors may, in the absence of an Executive Director, appoint an Executive Committee consisting of at least two Directors plus any others, to carry out management duties that an Executive Director would be handling. This would not relieve the other Directors of any of their responsibilities.

11) Compensation and Conflict of Interest. The Directors shall serve in that capacity without compensation, except for reimbursement of expenses reasonably incurred. No more than 33% of the Directors shall be “interested persons:” those employed or contracted by EPIC, or related to an employee or contractor, within the previous 12 months. Any Director with this “interest” in a matter shall abstain from voting on that matter.

12) Special meetings of the Board may be called by any officer of the Board or by any two Directors when an urgent matter cannot wait for the regular meeting. All reasonable effort must be made to provide three days’ notice of the special meeting to every Director, complying with the minimum standards of California Corporations Code §5211. The Membership Chairperson shall notice the meeting as any other board meeting. Special meetings may also be held by telephone conference call, as long as all participating Directors can hear one another, and quorum requirements still stand. See also Section 13 below.

In addition, even a Board meeting held without notice may be valid if a quorum is present and each Director not present signs a waiver of notice, a consent to the meeting, or an approval of its minutes. These signed statements shall be filed with the minutes.

13) Action Without a Meeting. Any actions required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all Directors shall unanimously consent in writing, and/or by electronic transmission, to such action. In such an event, a record of the action so taken, including the vote on the action, shall be included in the minutes of the next Board meeting.

14) Resignation of Directors shall be in writing to any other Director. No Director may resign if EPIC would then be left with less than 3 Directors, except upon notice to the California Attorney General.

15) Removal of Directors by Board. If any elected Director has been found by a court to be of unsound mind, convicted of a felony, or in breach of any Director's fiduciary duty, or has missed more than three consecutive meetings of the Board, and fails to resign from said office, an action of the Board, upon written advance notice to the Director, may remove the Director. The Board seat may be filled as specified in these bylaws.

The Board of Directors, by affirmative vote of a majority of all Directors, may also remove any appointed Director. The Director shall receive written advance notice and be offered the opportunity to be present and to be heard at the meeting at which removal is considered.

16) Removal of Directors by Members. A Director can be removed from office by a majority of the Members voting at any membership meeting or by written ballot, with or without cause.

Also, a Member can initiate a removal of one or more Directors by informing the Board of his or her intention at any Board meeting. The Membership Chairperson will furnish this Member with a current membership list within a week. Upon receiving the signatures of 5% of the Members on a petition, the Board will, as soon as possible but within 35 to 90 days, submit the petition on a ballot to the full membership. An independent election agent may be chosen by the Board or by Members (through the same petition). A majority of the Members who vote will decide the issue.

V. OFFICERS

1) The officers of the corporation are also the officers of the Board and of the membership, and they shall be elected by the new Board from among the Directors at its first meeting after elections.

2) The officers shall include President, Vice President, Treasurer and Secretary. If it chooses, the Board may elect a Membership Chairperson. Officers may serve successive terms. The Board may replace an officer with another Director at any time.

3) The duties of each officer shall be determined by the Board, except as provided by these bylaws.

4) Duties of President. The President shall ensure the presence of a facilitator at each meeting of the Board of Directors and Membership, and shall ensure that a report about EPIC's work is presented at each annual membership meeting.

The President shall determine whether any meeting of the Board needs to be rescheduled due to absence of Director(s), and shall oversee the Directors' rescheduling process.

The President, or any other Director, shall not necessarily be a spokesperson for EPIC. The Board shall designate spokespeople to issue public statements.

5) Duties of Vice President. The Vice President, or another person delegated thereby, shall fulfill the duties of President when the President is unable to do so, and the duties of Membership Chairperson if the Board has not appointed that officer.

6) Duties of Secretary. The Secretary shall oversee the maintenance of records listed in Article VIII(1)a & c.

7) Duties of Treasurer. The Treasurer shall oversee: the maintenance of records listed in Article VIII(1)b; charge and custody of all funds and securities of EPIC; provision of receipts for all funds; disbursement of funds according to the wishes of the Directors and documentation thereof; and provision of financial statements when necessary.

8) Duties of Membership Chairperson. If the Board appoints one, this officer shall oversee the maintenance of membership records, provision of those records to Members when the Board so directs, elections of Directors, notice of membership meetings, and any other mailings to Members as voters of the corporation. He or she shall bring a current list of Members to the Annual Membership Meeting. He or she shall provide notice of Board meetings as specified in IV.6. He or she shall also advocate for the interests and rights of the Members, and serve as Members' liaison to the Board. When the Board does not appoint a Membership Chairperson, the Vice President shall fulfill these duties.

VI. FINANCES

All decisions concerning the disposition of corporate funds above the sum of one hundred dollars shall be made by the Board. The Board may delegate this responsibility by specific resolutions giving specific conditions. Funding received for specific purposes shall not be diverted to other projects.

VII. NON-DISCRIMINATION

EPIC does not discriminate with regard to race, age, sex, creed, color, national origin, or sexual preference.

VIII. CORPORATE RECORDS AND REPORTS

1) EPIC shall keep and make available to Directors and Members the following records:

a) Minutes of all meetings of Directors, any Executive Committee, and Members, indicating the time, place, whether regular or special, how called, the names of those present constituting a quorum, others present, and the proceedings.

b) Adequate and correct books and records of accounts, including accounts of its properties and business transactions, accounts of its assets, liabilities, receipts, disbursements, gains and losses, and funds reserved for specific purposes. Members who

seek access to any financial information must do so in good faith and in the course of their interest as a Member, and must state their reason for needing the information. The foregoing shall not limit or expand Members' rights under California Corporations Code §6333.

c) A copy of EPIC's Articles of Incorporation and Bylaws as amended to date.

d) The Annual Report, which must by law either be mailed to all Members or offered in a mailer to 500 or more persons (including all Members) which includes a fundraising appeal, within 120 days of the end of the fiscal year.

e) A list of names and addresses of all current Members, but only for use in good faith and in the course of the person's interest as a Member of EPIC, as provided in California Corporations Code §6330. The purpose of the request must be stated.

f) Directors may at any reasonable time inspect anything belonging to EPIC.

2) The Treasurer shall prepare an annual financial report to be presented to the Board and Membership at the annual meeting in November.

3) As required by law, EPIC's annual IRS Form 990 shall be available to the public upon request, but not including its list of major donors.

IX. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

To the fullest extent permitted by law, this corporation may indemnify its directors, officers, employees, volunteers, and other persons described in Corporations Code section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in Corporations Code section 5238. "Expenses," as used in this bylaw, shall have the same meaning as in Corporations Code section 5238.

On written request to the Board by any person seeking indemnification under Corporations Code section 5238(b) or section 5238(c), the Board shall promptly decide under Corporations Code section 5238(e) whether the applicable standard of conduct set forth in Corporations Code section 5238(b) or section 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification, because the number of directors who are parties to the proceedings with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Board shall promptly call a meeting of the Members. At

that meeting, the Members shall determine under Corporations Code section 5238(e) whether the applicable standard of conduct has been met and, if so, the Members present at the meeting in person or by proxy shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections IX of these bylaws in defending any proceeding covered by that Section shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

X. AMENDMENTS

1) Of Bylaws by Members. Amendments to these bylaws may be adopted at any duly noticed meeting of the membership or by a ballot mailed to the Members. To be adopted, an amendment must receive a majority vote of the Members who vote.

2) Of Bylaws by the Board. No other provision of these bylaws withstanding, these bylaws may also be amended by a three-fourths (3/4) vote of all Directors holding office, at any regular or special meeting, unless the amendment materially and adversely affects the voting rights of Members or number of Directors. Members shall be informed of such an impending Board action with at least the following gesture: two weeks' notice in a general circulation local newspaper, or two weeks' notice on the EPIC website accompanied by notification in the EPIC e-newsletter or another broadly distributed email communication.

3) Of Articles of Incorporation. Amendments must be approved by the Directors and the Members as provided in California Corporations Code §5812(a).

XI. DISSOLUTION

1) On dissolution of the corporation the Board of Directors shall, after paying, or making provision for payment of, all liabilities of the corporation, distribute all property of the corporation, from whatever sources arising, to such organization or organizations formed and operated exclusively for charitable or educational purposes as shall qualify as exempt organizations under § 501(c)(3) of the Internal Revenue Code, or any comparable section then in effect, as the Directors of the corporation shall determine.