

## **By- Laws of the Conservation Law Center, Inc.**

### *Article 1- Name*

The name of the corporation is the Conservation law Center, Inc. (CLC).

### *Article 2- Board of Directors*

Section 2.01- Functions. The business, property, and affairs of the Corporation shall be managed by a Board of Directors.

Section 2.02-Number. There shall be seven Directors of the Corporation, which number may be increased or decreased by resolution of a majority of the Board of Directors, subject to the limitation that the Board shall never be reduced to fewer than three, nor increased to more than twelve Directors.

Section 2.03- Election, Term. The Board of Directors shall be elected by the incorporator at or before the first annual meeting of the CLC, and thereafter elected at the annual meeting as provided for in this Article. The initial members of the Board shall be divided into three classes as nearly equal in number as possible. The terms of the Directors in the first group shall expire at the first annual meeting after their election, the terms of the second group expire at the second annual meeting after their election, and the terms of the third group expire at the third annual meeting after their election. At each annual meeting after the first annual meeting, Directors shall be elected by the Board for a term of three years to succeed those whose term expires. The Board may also elect Directors at any meeting in which there is a vacancy on the Board. Directors elected to replace Directors who have resigned or been removed from office shall succeed to the term of the Director they replace. Directors shall be eligible for re-election, provided, however, that the number of consecutive years a person may serve as a Director is limited to 15. In the event that death, resignation, or removal of a Director results in the absence of a quorum for the election of a succeeding Director, a majority of the Directors then serving may elect a Director of Directors fill the vacancy(ies).

2.04- Resignation. Any Director may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary or the CLC. A resignation is effective upon delivery unless the notice specifies a later effective date. The acceptance of a resignation shall not be necessary to make it effective.

2.05- Removal. Any Director may be removed, with or without cause, in accordance with the provisions of the Indiana Nonprofit Corporation Act of 1991, as Amended.

2.06- Meetings. The Board of Directors shall meet each year either at the registered office of the corporation in the State of Indiana, or at such other place as may be designated by the Board of Directors and specified in the corresponding notices or waivers of notice. The annual meeting shall be for the purpose of election of Directors, election of officers,

(provided, however, that officers and Directors may be elected by the Board at any duly constituted meeting) and consideration of any other business properly brought before the meeting. The annual meeting shall be held within six months after the close of the fiscal year of the CLC as designated by the Board of Directors and specified in the respective notices or waivers of notice thereof. The Board of Directors may provide by resolution the time and place of additional meetings without notice other than such resolution. Special meetings of the Board may be called by the President, and shall be called by order of the President upon the written request of at least two Directors, which request shall set forth the business to be conducted at the meeting.

Section 2.07-Notice of Meetings. Notice of all meetings of the Board of Directors, except as herein otherwise provided, shall be given by mail, **or by electronic mail**, or by telephone or fax, or by personal delivery at least two days before the meeting to the usual business or residence address of the Director as shown upon the records of the CLC. Notice of any meeting of the Board may be waived in a document filed with the Secretary of the CLC by any Director if the waiver sets forth in reasonable detail the purpose(s) for which the meeting is called and the time and place of the meeting. Attendance at any meeting of the board shall constitute a waiver of notice of that meeting, except where a Director attends for the express purpose of objecting to the transaction of business because the meeting was not duly called or convened.

2.08- Quorum. A quorum of the Board of Directors at any meeting shall be two Directors if the Board consists of five or fewer members, three Directors if the Board consists of six to eight members, four directors if the Board consists of nine or ten members, and five directors if the Board consists of eleven or twelve members. Action by a majority of the Directors present, if a quorum is present, constitutes action by the Board.

2.09- Committees. The Board may designate by resolution one or more committees, each of which shall consist of two or more Directors which shall have and exercise such authority of the Board as provided for in such resolution. Neither the designation of any such committee, nor the delegation of authority to it shall operate to relieve the Board, or any individual Director, of any responsibility imposed by law.

2.10- Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board of a committee thereof may be taken without a meeting if the action is taken by all members of the board or the committee. An action so taken must be evidenced by at least one written consent describing the action taken, signed by each member of the Board or committee, and included in the minutes or filed with the corporate records of the CLC.

2.11- Meeting by Telephone, etc. Any or all members of the Board or of any committee of the Board may participate in a meeting by or through use of any means of communication in which all persons participating may contemporaneously communicate with each other during the meeting. Participation in a meeting by such means constitutes presence at the meeting.

### *Article 3- Officers*

Section 3.01- Officers and Agents. The officers of the CLC shall consist of a President and a Treasurer, to be elected by the Board, and a Secretary and such other officers and agents as the President may designate. The Board shall, by resolution, define the duties and fix the compensation of the President and the Treasurer. No officer or agent may be compensated by the CLC except for services performed on behalf of the CLC.

Section 3.02- Election, Term of Office, Vacancies. The President and the Treasurer shall be elected by the Board at the annual meeting of the CLC, or in the event of the death, removal, or resignation of a President or Treasurer, at any meeting of the Board, and shall hold office (absent death, resignation, or removal) until the next annual meeting. Other officers shall hold office at the discretion of the President.

Section 3.03- President. The President shall preside at all meetings of the Board of Directors if present, shall be the chief executive officer of the CLC, shall have and exercise general charge and supervision of the affairs of the CLC, shall appoint and determine the duties of the Secretary and such other officers as may be necessary or desirable in pursuing the purposes of the CLC, and shall do and perform such other duties as necessary or as assigned by the Board of Directors by resolution.

Section 3.04-Treasurer. The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the CLC. The treasurer shall be the legal custodian of all monies, notes, securities, and other valuables which any come into possession of the CLC. All funds of the CLC shall be immediately deposited in an appropriate financial institution in an account in the name of the CLC. The Treasurer shall furnish at meetings of the Board, and within reason, whenever requested by the Board or the President, a current statement of the financial condition of the CLC. The Treasurer shall also have such other duties as prescribed by the Board.

Section 3.05- Secretary. The Secretary shall have custody of the corporate records and minutes of the CLC. The Secretary shall attend, or see that an Assistant Secretary attends all meetings of the Board, and committees of the Board acting on behalf of the Board, and shall keep, or cause to be kept a true record of the proceedings of such meeting, which record is complete for business purposes. The Secretary shall attend to the giving of notices regarding the actions and meetings of the CLC and shall file and take care of all papers and documents belonging to the CLC, shall authenticate records of the CLC as necessary, and perform such other duties as the President specifies.

Section 3.06- Assistant Officers. The Board of Directors and the President may designate assistant officers who shall exercise such powers and duties as the board or the officers they are designated to assist shall specify and delegate to them.

Section 3.07- Removal. Any officer or assistant officer may be removed from office, with or without cause, by the Board. Further, any officer or assistant officer named by the President may be removed from office, with or without cause by the President.

Section 3.08- Resignation. Any Officer may resign at any time by delivering notice to the Board of Directors, the President, or the Secretary of the CLC. A resignation is effective upon delivery unless the notice specifies a later effective date.

#### *Article 4 - Loans to Officers and Directors*

The CLC shall not lend money to nor guarantee the obligations of any officer or Director of the CLC.

#### *Article 5- Financial Affairs*

Section 5.01- Contracts. The President is authorized to enter into contracts of up to \$10,000 on behalf of the CLC that are reasonable and appropriate in the service of its purposes. Further, the Board of Directors may authorize an officer or agent to enter into any contract or execute any instrument in the name of or on behalf of the CLC, and such authority may be general or confined to a specific instance. No officer, agent, or employee shall have any power or authority to bind the CLC by any contract or engagement, or to pledge its credit unless authorized in these By-Laws or by the Board.

Section 5.02- Checks, etc. All checks, drafts, notes, bonds, bills of exchange and orders for the payment of money in an amount greater than \$10,000.00 shall, unless otherwise directed by the Board or required by law, be signed by any two of the following who are different persons: President, Secretary, Treasurer, or any assistant officer acting within authority granted that assistant officer by the Board. CLC obligations of less than \$10,000.00 may be signed by the President, the Treasurer. Further, such obligations may be signed by any other CLC employee delegated general or specific authority for that purpose.

Section 5.03 Investments. The CLC may invest or reinvest any funds held by it, and may retain or dispose of securities or property it acquires. The Board shall develop and adopt by resolution any more specific policies or delegation of authority considered necessary or desirable with regard to the investments of the CLC.

#### *Article 6- Fiscal Year*

The fiscal year of the CLC shall begin on the first day of March of each year, and end on the last day of February of each year.

#### *Article 7 – Corporate Indemnification*

To the extent not inconsistent with the laws of the State of Indiana, every person (and the heirs, estate, executors, administrators, and personal representatives of such person) who is or was a Director or officer of the CLC shall be indemnified by the CLC as provided in the Indiana Nonprofit Corporation Act of 1991, as amended.

### *Article 8 –Prohibited Activities*

Any provision of these By-Laws notwithstanding, no Director, officer, employee, or agent of the CLC shall take any action or carry on any activity by or on behalf of the CLC not permitted to be taken or carried on by an organization described in Section 501(c) (3) of the Internal revenue Code of 1986, as amended, or any successor provision or provisions thereto.

### *Article 9 - Amendments*

The power to make, alter, amend, or repeal the By-Laws, or any of them, is vested in the Board of Directors, which power may be exercised only upon the vote of two thirds of the Directors present at any meeting, and only if the substance of the proposed amendment is included in the notice of the meeting. If notice of a proposed amendment to the By-Laws is included in the notice it shall be in order to consider and adopt at that meeting any amendment to the By-Laws dealing with the subject matter with which the proposed amendment is concerned.