

WETLANDS WATCH, INC.

BY-LAWS

Adopted October 19, 2011

ARTICLE I. NAME. The Corporation's name is Wetlands Watch, Inc. (hereinafter the "Corporation").

ARTICLE II. PURPOSES. The purposes for which the Corporation is organized and operated are to engage exclusively in such charitable, scientific, literary and educational activities as may qualify it for exemption under Section 501 (c) (3) of the United States Internal Revenue Code ("the Code"). More specifically, the purpose of the Corporation is to protect and conserve the wetlands of Virginia.

ARTICLE III. ORGANIZATION. This Corporation is organized under the Virginia Nonstock Corporation Act as amended ("the Act"). Whenever provisions of the Corporation's Articles of Incorporation or Bylaws are contrary to provisions of the Act, or silent on a matter addressed in the Act, the Act's provisions shall control. Whenever the Corporation's Bylaws are contrary to its Articles of Incorporation, the Articles of Incorporation shall control.

ARTICLE IV. MEMBERSHIP. Individuals become members of the corporation by paying dues as shall be established and revised from time to time by the Board of Directors. Dues for certain classes and levels of membership shall be established by the Board of Directors. Members may serve on committees at the request of the Board of Directors and are eligible for election as members of the Board. Members shall not have voting or other rights nor legal obligations with respect to the Corporation.

ARTICLE V. BOARD OF DIRECTORS

- A. Powers and Duties – All corporate powers shall be exercised by or under the authority of the Board of Directors.
- B. Qualifications and Number – Directors shall be members of the Corporation and shall number not fewer than seven (7) and not more than fourteen (14).
- C. Election/Required Notice Election of directors shall be by affirmative majority vote following recommendations by the Nominating

Committee. An election of directors generally shall be held once each year before the end of the fiscal year for terms to begin the following fiscal year. However, directors may be elected, and vacancies in unexpired directorships may be filled, by affirmative vote of a majority of Directors at any duly-called meeting when a quorum is present. Written notice of the meeting and of the Nominating Committee's recommendations for directors shall be given to all directors no fewer than ten (10) days nor more than thirty (30) days before the meeting.

- D. Terms – The term of directors shall be three (3) years. Directors may be elected for shorter terms as required to fill vacancies in unexpired terms. All terms shall correspond to the fiscal year.
- E. Compensation – No Director shall receive compensation for services as a director of this Corporation; however, a director may receive reimbursement for reasonable out-of-pocket expenses incurred on the Corporation's behalf, upon presentation of adequate documentation and approval by the Board.
- F. Resignation or Removal of Director – A director may resign at any time by delivering written notice to the President or Secretary. A director may be removed at any time, with or without cause, by affirmative vote of two-thirds of the directors present at any duly-called meeting, with written notice of the meeting and the intent to take such action provided to directors no fewer than ten (10) days before the meeting.

ARTICLE VI. MEETINGS OF THE BOARD

- A. Regular Meetings of the Board – The Board of Directors may establish by resolution a date, time, place, and procedures for notice (if any) for regular meetings of the Board.
- B. Special Meetings of Directors and Notice – Special meetings of the Board may be held at the call of the President, or any five (5) or more directors, or as the Board may otherwise fix by resolution. All directors shall be notified of the date, time and place no fewer than three (3) days before such meeting by mail, telephone, or in person, unless different notice is fixed by resolution of the Board, or is required by these Bylaws or law. Directors may participate in any meeting of the Board by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation by this means shall constitute presence in person at the meeting.
- C. Quorum for Directors' Meetings - A majority of the number of directors in office immediately before the meeting shall constitute a

quorum at any duly-called meeting. Voting by proxy shall not be permitted at any meeting of the Board.

- D. Required Vote and Binding Authority – If a quorum is present when a vote is taken at a duly-called meeting, the affirmative vote of a majority of the directors present shall be deemed an authorized action of the Corporation, unless a particular provision of these Bylaws or law requires a greater number.
- G. Attendance at Meetings – Regular attendance at meetings of the Board being essential to the Corporation’s successful operation, any member absent from three meetings in succession or four meetings in any twelve-month period is automatically terminated. If such a member requests reinstatement within two months, the board may reinstate the seat, though this provision may not be used for any member more than once per term.
- H. Actions Without a Meeting – Any action required to be taken at a meeting by vote of the directors may be taken without a meeting, provided all directors consent unanimously and in writing. The written consent may be electronic and shall describe the action(s) to be taken and shall be signed and dated, either before or after the action is taken, by all directors eligible to vote immediately before the action to be taken. The Secretary shall preserve each Director’s written consent in the Corporation’s official records. The vote taking without a meeting must be recorded by electronic means or by letter and shall be verified by the secretary.

ARTICLE VII. OFFICERS

- A. Officers and Their Terms –Officers shall consist of a President and a Secretary who shall serve renewable terms of one (1) year, corresponding to the fiscal year..
- B. Election Procedures – Election of officers shall be held before the end of the fiscal year for terms to begin the following year at any duly-called meeting of the board when a quorum is present, by affirmative vote of a majority of directors present. However, officers may be elected, and vacancies in unexpired terms filled at any duly-called meeting of the board when a quorum is present, by affirmative vote of a majority of directors present. Written notice of the meeting and of the Nominating Committee’s recommendations for officers shall be given to all directors no fewer than ten (10) nor more than thirty (30) days before the meeting.
- C. Resignation or Removal of Officers – An officer may resign at any time by delivering written notice to the President or Secretary. An officer may be removed at any time, with or without cause, by affirmative vote of a majority of directors present at any duly-called meeting. Notice of

the meeting and the intent to take such action shall be given to each Director in writing no fewer than ten (10) nor more than thirty (30) days before the meeting.

- D. Compensation – No officer shall receive compensation for services as an officer of this Corporation; however, an officer may receive reimbursement for reasonable out-of-pocket expenses incurred on the Corporation’s behalf, upon presentation of adequate documentation and approval by the Executive Committee.

ARTICLE VIII. OFFICERS’ DUTIES

- A. Generally – The Corporation’s officers shall have the powers and duties that usually pertain to their offices, as well as such powers and duties as are conferred from time to time by the Board.
- B. President – The President shall serve as chairman of the Board of Directors and, subject to the control and authority of the Board, shall execute the policies of the Board and be responsible for the supervision, operation and control of the affairs of the Corporation. The President shall have the authority to execute and sign documents on the Corporation’s behalf, including contracts, tax returns and checks, except as the Board may otherwise determine.
- C. Secretary – The Secretary shall act as secretary of all meetings of the Board and shall keep an accurate, written record of all such meetings. The Secretary shall maintain and preserve the minutes, resolutions and other important documents of the Corporation. The Secretary shall have the authority to execute and sign documents on the Corporation’s behalf, as requested by the Board or by the President. The Secretary also shall see that all notices to be given to directors by the Corporation are duly given.

ARTICLE IX. LIMITATION OF LIABILITY AND INDEMNIFICATION OF OFFICERS AND DIRECTORS

- A. Limitation of Liability of Directors and Officers – To the full extent permitted by the Virginia Nonstock Corporation Act as amended and other applicable laws, the liability of officers and directors for monetary damages to the Corporation or third parties shall be eliminated or limited.
- B. Indemnification
1. Mandatory Indemnification – To the extent and in the manner required by the Virginia Nonstock Corporation Act as amended and other applicable laws, the Corporation shall indemnify an individual who is or was an officer or director of the Corporation who is or

was a party to any proceeding by reason of being or having been an officer or director, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another entity.

2. Permissible Indemnification - To the extent and in the manner permitted by the Virginia Nonstock Corporation Act as amended and other applicable laws, the Corporation may indemnify an individual who is or was an officer or director of the Corporation who is or was a party to any proceeding by reason of having been an officer or director, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another entity.

ARTICLE X. COMMITTEES

A. Committees of the Board Generally

1. Creation, Appointment, etc. – The Board may appoint and maintain Committees useful to the Corporation’s administration. A committee shall include one or more directors; and it may utilize volunteers and other individuals who are not directors but who may be useful to its work. Committees are without authority to commit the Corporation’s funds or to bind it to any course of action. The creation or elimination of a Committee, and the appointment to or removal (with or without cause) of directors from it, shall be approved by affirmative vote of a majority of directors at any duly-called meeting. Non-directors serve entirely at the pleasure of the Board.
2. Meetings, quorum, etc. – The provisions of Article VI of these Bylaws concerning meetings, action without meetings, notice, quorum, and voting requirements of the board of directors shall apply to committees and their members as well.

- ### **B. Nominating Committee** – The Board of Directors shall appoint annually at the October board meeting, from among the directors, a Nominating Committee Chair. The Nominating Committee Chair shall appoint two additional Committee members with the approval of the full board. The Nominating Committee shall evaluate and recommend individuals for election as officers and directors. It shall establish procedures, subject to Board approval, which provide directors an opportunity to present recommendations for director and officers of the Corporation. It shall be responsible for providing proper notice to the Board of the names of individuals recommended for election as director and officers.

ARTICLE XI. MISCELLANEOUS

- A. Fiscal Year – The Corporation’s fiscal year shall begin on January 1 and end on December 31 of each year.
- B. Inspection of Records – The Corporation’s records shall be available for inspection by all directors at any time, upon reasonable notice.

ARTICLE XII. AMENDMENTS

- A. Articles of Incorporation – The Corporation’s Articles of Incorporation may be amended or restated at any duly-called meeting of directors by affirmative vote of at least two-thirds of all directors in office; provided that the amendment or restatement has been submitted in writing to each director no fewer than ten (10) and no more than thirty (30) days before the meeting.
- B. Bylaws – The Corporation’s Bylaws may be amended or restated by affirmative vote of a majority of directors at any duly-called meeting of the Board of Directors when a quorum is present; provided that the amendment or restatement has been submitted in writing to each director no fewer than ten (10) and no more than thirty (30) day before the meeting. However, if a provision in the Corporation’s Bylaws also is contained in its Articles of Incorporation, the provision may be amended only by following procedures for amending Articles, above.

ARTICLE XIII. DISSOLUTION. In the event of dissolution of the Corporation, after payment, or providing for the payment, of all liabilities, the remaining assets of the Corporation, if any, shall be distributed to one or more organizations of similar purpose which have been determined to be tax exempt under section 501 (c) (3) of the Code. The particular organizations to which distributions are made hereunder are to be determined by majority vote of the Board of Directors. Any such assets not so disposed of shall be disposed of by the Circuit Court of the City of Virginia Beach to one or more organizations, as said court shall determine, which are organized and operated exclusively for purposes similar to those of the Corporation.