

Bylaws of The Environmental Education Alliance, Inc.

Adopted November 19, 1992



Article Six: Committees of Directors

- 6.1 General: The President may appoint committees of special purpose, including but not limited to supporting the functions of nominations, membership, communications, finances, and programs. The responsibilities of each committee shall be determined by the President, after consultation with the Board of Directors. Each member of a committee shall continue as such through June 30th or until the 1st meeting of the new Board of Directors or until his successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from the committee. One member of each committee shall be appointed chairman thereof.
- 6.2 Executive Committees: By resolution adopted by a majority of the directors then in office, the Board of Directors may designate from among its members one or more executive committees, each of which shall consist of three (3) or more Directors, including the President, the President Elect, the Vice President, the Secretary, and the Treasurer of the Corporation, which Executive Committee, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the affairs of the Board of Directors in the management of the affairs of the Corporation. However, the designation of any such executive committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him or her by law.

Article Seven: Indemnification and Insurance

- 7.1 Indemnification: In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, seeks indemnification from the corporation against expenses, including attorney's fees (and in the case of actions other than those by or in the right of the corporation, judgments, fines, and amounts paid in settlement), actually and reasonably incurred by him in connection with such action, suit, or proceeding by reason of the fact that such person is or was a director, officer, employee, trustee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, trustee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise, corporation shall determine, or cause to be determined, in the manner provided under Georgia law whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in Georgia law; and, to the extent it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent now or hereafter permitted by Georgia law.
- 7.2 Indemnification Not Exclusive of Other Rights: The indemnification provided in Section 7.1 above shall not be deemed exclusive of any other rights to which those seeking agreement, vote of members or disinterested trustees, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall

continue as to a person who has ceased to be director, officer, employee, trustee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

- 7.3 Insurance: To the extent permitted by Georgia law, the corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, trustee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, trustee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership joint venture, trust, or other enterprise.

Article Eight: Members of the Corporation

- 8.1 Members: The Board of Directors may establish criteria by which financial supporters of the corporation or others may be awarded certain benefits and referred to as "members". The Board may establish more than one category of membership, may from time to time revise such membership criteria and categories, and may award various benefits to each category.
- 8.2 Authority: Such "members" shall have no authority over the government or management of the affairs of the corporation; as such authority rests entirely with the Board of Directors.