

R.12-03-014  
Friends of the Earth  
Notice of Intent to Claim Intervenor Compensation

## **Attachment 2**

### **Friends of the Earth's Bylaws**

**Amended Bylaws of Friends of the Earth**  
**Amended January 31, 2003**

Article 1      General

Section 1      Purpose

The corporation is organized exclusively for the promotion of social welfare, to ease the burdens of government and to combat community deterioration, more specifically the following:

To promote, encourage and foster the common good and welfare of the people of the United States through bringing about civic betterment and social improvements.

To promote, encourage and foster charitable activity as defined within section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") and the regulations promulgated thereunder, more specifically, as described in Regulation 1.501(c)(3)-(d)(2) in that the corporation intends to "combat community deterioration" and aid in the "relief of the poor and distressed," and work for the "advancement of education and science" by specifically engaging in programs to reduce the cost and waste of energy and energy resources and fuels, to combat and eliminate water pollution and air pollution and the ill health resulting from water pollution and air pollution, and to promote the wise management of natural resources for the betterment of mankind.

To stimulate, promote, foster, encourage, and conduct the scientific, technical, economic, and social research and analyses of the consequences of the conservation, preservation, and development of natural resources, and of the production, distribution, and use of energy and energy resources, fuels, and systems.

To promote, encourage, and foster the establishment of organizations of professional persons (including scientists, engineers, advocates, attorneys, economists and others) working in the public interest, as such organizations have come to be defined within the meaning of section 501(c)(3) of the Code and the regulations promulgated thereunder, to aid users of energy, and all citizens whose economic well being and personal health care could be improved by the elimination of the waste of energy and elimination of air pollution and water pollution and other forms of destruction, degradation, and depletion of natural resources.

To promote, encourage, and foster charitable, educational or scientific activity having purposes consonant with those of the corporation.

To accept, hold, invest, reinvest, and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate the

income or principal thereof for, and to devote the same to, the foregoing purposes of the corporation.

To do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance or accomplishment of the purposes of the corporation.

To do any and all lawful acts and things which may be necessary, useful, suitable or proper for the furtherance or accomplishment of the purposes of the corporation.

[Revised 11/96]

### Section 2 Earnings

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth herein.

### Section 3 Activities

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these bylaws, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501 (c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law, or by a corporation, contributions to which are deductible under section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue law).

The corporation shall do everything within its power to establish itself as a public supported charity within the meaning of the Code; more specifically, within section 509(a)(1), (2) and (3) of the Code. However, for any period of time in which the corporation may be a private foundation within the meaning of the Code, and the rules and regulations promulgated thereunder, the following rules shall be applicable:

Its income for each taxable year shall be distributed at such time and in such manner as not to subject the corporation to tax under section 4942 of the Code; and the corporation shall not engage in any act of self-dealing (as defined in section 4141(d) of the Code), retain any excess business holdings (as defined in section 4943(c)), make any investments in such manner as to subject the corporation to tax under section 4944, or make any taxable expenditures (as defined in section 4945(d)).

[Revised 11/96]

#### Section 4      Dissolution or Liquidation

In the event of the dissolution or final liquidation of the corporation:

None of the property of the corporation nor any proceeds thereof shall be distributed to or divided among any of the Directors of the corporation or inure to the benefit of any individual.

After all liabilities and obligations of the corporation have been paid, satisfied and discharged, or adequate provisions made therefore, all remaining property and assets of the corporation shall be distributed to one or more organizations designated pursuant to a plan of distribution adopted as provided for in the District of Columbia Non-Profit Corporation Act, or, if there be no appropriate plan of distribution, as a court may direct; provided, however, that such property shall be distributed only to such organizations which shall comply with all of the following conditions:

(1) Such organization shall be organized and operated exclusively for charitable or educational purposes, (2) transfers of property to such organization shall, to the extent then permitted under the statutes of the United States, be exempt from Federal gift, succession, inheritance, estate or death taxes (by whatever name called), (3) such organization shall be exempt from Federal income taxes by reason of section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law), contributions to such organization shall be deductible by reason of section 170 of the Code (or the corresponding provision of any future United States Internal Revenue law).

Preference shall be given in such distribution to organizations of professional persons (including scientists, engineers, lawyers, economists and others) working in the public interest to aid users of energy, and all citizens whose economic well being and personal health are improved by the elimination of the waste of energy and elimination of air pollution and water pollution and other forms of destruction, degradation, and depletion of natural resources.

[Revised 11/96]

#### Article II Offices

The principal office of the corporation shall be located in the District of Columbia. The corporation may have such other offices, either within or outside the District of Columbia, as the board of directors may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the District of Columbia a registered office, and a registered agent whose office is identical with such registered office, as required by the District of Columbia Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the District

of Columbia, and the address of the registered office may be changed from time to time by the board of directors.

### Article III      Members

#### Section 1      Classes of Membership Dues

The corporation shall have one class of members, who shall be required to make dues payments in accordance with Article XI of these bylaws.

[Revised 11/96]

#### Section 2      Voting Rights

Each member shall be entitled to one vote on each matter submitted to a vote of members.

#### Section 3      Termination of Membership

Except for life members, if any, the membership of any member who fails to pay his or her dues when due shall be terminated no less than six and no more than twelve months after such default, and after providing the member at least on notice of the default and the possibility of termination of the membership.

Membership may also be terminated by the affirmative vote of the majority of the board of directors, should the board consider such determination to be in the best interests of the corporation. In the event that such termination is proposed the member involved shall be given no less than two weeks notice and permitted to address the board in writing prior to the time the vote is taken.

[Revised 11/96]

#### Section 4      Resignation

Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

[Revised 11/96]

#### Section 5      Transfer of Membership

Membership in the corporation is not transferable or assignable.

[Revised 11/96]

## Special Meetings

### Article IV Meetings of Members

#### Section 1 Annual Meeting

An annual meeting of the members shall be held at a place and time to be decided by the board of directors, for the purpose of electing directors and for the transaction of such other business as shall come before the meeting. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

#### Section 2 Special Meetings

Special meetings of the members may be called by the president, the chairperson of the board of directors, the board of directors, or not less than one-tenth of the total number of members.

[Revised 11/96]

#### Section 3 Place of Meeting

The board of directors may designate any place, either within or outside the District of Columbia, as the place of meeting for any annual meeting or for any special meeting called by the board of directors. If no designation is made or if a special meeting is called otherwise, the place of meeting shall be the registered office of the corporation in the District of Columbia; but if all of the members shall meet at any time, either within or outside the District of Columbia, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

#### Section 4 Notice of Meetings

Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally or by mail, to each member not less than 10 days nor more than 60 days before the date of such meeting, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at the member's address as it appears on the records of the corporation, with postage thereon prepaid. Notice may be given by fax or email to those members who provide a fax number or email address expressly for purposes of receiving such notice, provided that any member at anytime may withdraw consent for receiving such notice in said fashion.

[Revised 10/91]  
[Revised 11/96]

Section 5 Quorum

The presence in person or proxy of no less than 20 members shall constitute a quorum at such meeting.

[Revised 10/91]  
[Revised 11/96]

Section 6 Proxies

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or the member's duly authorized attorney-in-fact. No proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy.

[Revised 11/96]

Section 7 Voting by Mail

Where directors or officers are to be elected by members or any class or classes of members, such election may be conducted by mail provided that ballots shall be sent to all members by first class mail no less than 30 days before the deadline for returning such ballots.

[Revised 11/96]

Article V Board of Directors

Section 1 General Powers

The affairs of the corporation shall be managed by its board of directors. Directors need not be residents of the District of Columbia and need not be members of the corporation.

Section 2 Number, Tenure, and Qualifications

The number of directors shall be twenty one (21). Each director shall serve a three-year term, with approximately one-third of the directors' terms expiring each year.

[Revised 11/96]

Section 3 Election of Directors

Five (5) directors shall be elected to staggered three-year terms by the members of the corporation. Prior to the annual meeting of the members of the corporation, following a procedure to be established from time to time by the board of directors, the board of directors shall select a slate of not less than the number of vacancies in member-elected directors. Notice of the slate shall be given to the members no less than sixty (60) days in advance of the annual meeting. A ballot containing this slate shall be presented to the members at the annual meeting of the members, in any solicitation of proxies sent by the corporation, or in a mail ballot should any be used. Additional names may be added to the ballot by petition of not less than 100 members. Complete petitions for nominations must be received in the corporation's offices no less than 45 days prior to the date of the annual meeting of the members when a vacancy of a member elected director is scheduled to be filled. Petitions must be submitted by mail or hand delivered and must be dated and receipted by the president, a vice president, or a current member of the board of directors.

The remaining directors shall be elected to staggered three year terms by the board of directors. A nominating committee consisting of 5-7 members of the board shall be appointed by the chairperson of the board. The committee shall have the responsibility through a process determined within its membership to identify, qualify and designate for election to fill all vacancies of board elected directors and to seek the endorsement by the board of the slate so designated. Election of the board elected directors shall take place at the annual meeting of the board.

[Revised 10/91]  
[Revised 11/96]

#### Section 4 Regular Meetings

A regular annual meeting of the board of directors shall be held without other notice than this bylaw, immediately after, and at the same place, as the annual meeting of members of the corporation. The board of directors may provide by resolution the time and place, either within or outside the District of Columbia, for the holding of additional regular meetings of the board without other notice than such resolution.

#### Section 5 Special Meetings

Special meetings of the board of directors may be called by or at the request of the chairperson of the board, president, or any two directors. The person or persons authorized to call special meetings of the board may fix any place, either within or outside the District of Columbia, as the place for holding any special meeting of the board called by them.

#### Section 6 Notice

Notice of any special meeting of the board of directors or of its executive committee, if any, shall be given at least five days previously thereto by written notice



delivered personally or sent by mail. Notice of any special meeting shall be given at least forty eight (48) hours in advance thereof if sent by facsimile or express service to each director at the director's address as shown in the records of the corporation or fax number provided for such purpose.

If mailed, such notice shall be deemed to have been delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by any other means, including facsimile or express service, notice shall be deemed to be delivered when delivered by the express service company or transmitted by facsimile. Notice may be given by email to any director who provides an email address for the express purpose of receiving such notice. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice that meeting. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the board, need be specified in the notice or waiver of notice unless specifically required by law or by these bylaws.

[Revised 11/96]

#### Section 7 Quorum

One-third of the board of directors plus one director shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a quorum of the directors are present, a majority of the directors present may adjourn the meeting from time to time without further notice. For the purposes of a quorum, directors may participate in any meeting of the board of directors by conference telephone pursuant to Section 12.

[Revised 11/96]

#### Section 8 Manner of Acting

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by these bylaws.

#### Section 9 Vacancies

Any vacancy occurring in the board of directors (by resignation, death, failure of the members to elect directors as provided herein, or otherwise) and any directorship filled by reason of an increase in the number of directors, shall be filled by the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office. A director elected because of failure of the members to elect a director as provided herein shall serve until such time that the members elect a person to fill such position, as provided herein. The process for nominations to fill such vacant positions, whether among member elected or board elected directors, shall be the same as for nomination of board elected directors described in the second paragraph of Section 3

of this article.

[Revised 10/91]

[Revised 11/96]

#### Section 10 Compensation

Directors shall not receive any stated salaries for their services, but by resolution of the board of directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the board. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation in that capacity.

#### Section 11 Action by Unanimous Written Consent

Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

[Revised 11/96]

#### Section 12 Participation by Telephone

A director may participate in any meeting of the board by conference phone call or any other means by which all participants can hear one another.

[Revised 11/96]

### Article VI Officers

#### Section 1 Officers

The officers of the corporation shall be a chairperson of the board of directors, president, one or more vice presidents (the number thereof to be determined by the board of directors in consultation with the president), a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this article. The board of directors may appoint such other officers, including one or more vice chairpersons of the board, assistant secretaries or assistant treasurers, as it may deem desirable, such officers to have authority and perform such duties as prescribed by the board of directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

#### Section 2 Election and Term of Office

The officers of the corporation shall be elected annually by the board of directors at the regular annual meeting of the board of directors. If the election of officers shall not

be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the board of directors. Each officer shall hold office until that officer's successor shall have been duly elected and shall have qualified.

### Section 3 Removal

Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

### Section 4 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the board of directors for the unexpired portion of the term.

[Revised 10/91]

[Revised 11/96]

### Section 5 Chairperson of the Board of Directors

The chairperson of the board of directors shall preside at all meetings of the board of directors and the members. Except where, by law, the signature of the president is required, the chairperson shall possess the same power as the president to sign all certificates, contracts, and other instruments of the corporation which may be authorized by the board of directors. The chairperson must be a member of the board of directors.

### Section 6 Vice Chairpersons of the Board of Directors

The board of directors may select one or more vice chairpersons of the board to perform such duties as shall be assigned to them by the chairperson of the board. In the absence of the chairperson of the board, the vice chairperson of the board (or, in the event there are more than one vice chairperson, the vice chairpersons in order of their election) shall perform the duties of the chairperson of the board of directors, and when so acting, shall have all the power of and be subject to all the restrictions upon the chairperson of the board. Any vice chairperson of the board must be a member of the board of directors.

### Section 7 President

The president shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The president may sign, with the secretary or any other proper officer of the corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors had authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of

directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general, the president shall perform all duties incident to the office of the president and such other duties as may be prescribed by the board of directors. The president need not be a member of the board of directors.

#### Section 8 Vice President

In the absence of the president or in the event of the inability to act or disqualification or recusal of the president, the vice president (or in the event there are more than one vice president, the vice presidents in order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice president shall perform such other duties as may be assigned to him by the president or the board of directors. Any vice president need not be a member of the board of directors.

#### Section 9 Treasurer

If required by the board of directors, the treasurer shall give a bond for the faithful discharge of the duties of the treasurer in such sum and with such surety or sureties as the board of directors shall determine. The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VIII of these bylaws; and in general perform all the duties incident to the office of treasurer and such other duties as may be assigned to him by the president, the chairperson of the board, or the board of directors. The treasurer must be a member of the board of directors.

#### Section 10 Secretary

The secretary shall keep the minutes of the meetings of the members and of the board of directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post office address of each member which shall be furnished to the secretary by such member; and in general perform all duties incident to the office of secretary and such other duties as may be assigned to him by the president, chairperson of the board of directors, or the board of directors. The secretary must be a member of the board of directors.

### Article VII Committees

#### Section 1 Committees of Directors

The board of directors, by resolution adopted by a majority of the directors in office, may appoint an executive committee which shall consist of five or more directors, which committee, to the extent provided in said resolution, shall have and exercise the authority of the board of directors in the management of the corporation; provided, however, that no such committee shall have the authority of the board of directors in reference to amending, altering, or repealing the bylaws; electing, appointing, removing any member of such committee or any director or officer of the corporation; amending the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property of the corporation; authorizing voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the corporation; or amending, altering, or repealing any resolution of the board of directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee 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 by law.

#### Section 2 Other Committees

Other committees not having and exercising the authority of the board of directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the chairperson of the board of the corporation shall appoint the members thereof. A member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

#### Section 3 Term of Office

Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until the member's successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

#### Section 4 Chairperson

One member of each committee shall be appointed chairperson by the person or persons authorized to appoint the members thereof. The chairperson of the board of directors shall be an ex officio member of all committees.

#### Section 5 Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

## Section 6 Quorum

Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

## Section 7 Rules

Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the board of directors.

## Article VIII Contracts, Checks, Deposits, and Funds

### Section 1 Contracts

The board of directors may authorize any officer or officers, agent, or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

### Section 2 Checks, Drafts, Etc.

All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent, or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice president of the corporation.

### Section 3 Deposits

All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

### Section 4 Gifts

The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

## Article IX Books and Records

The corporation shall keep correct and complete records of account and shall also

keep minutes of the proceedings of its members, board of directors, and committees having any of the authority of the board of directors, and shall keep at the registered or principal office of the corporation a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or the member's agent or attorney, for any proper purpose at any reasonable time.

#### Article X Fiscal Year

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

#### Article XI Dues

##### Section 1 Annual Dues

Members shall be required to pay annual dues in an amount no less than \$15. Members may meet this requirement through in kind contributions or by volunteering services to the corporation, as may be approved by the president. The minimum dues amount may be increased at the beginning of each calendar by the president in consultation with the membership director. The president and membership director similarly shall be authorized to set the level of dues that shall entitle members to receive the corporation's publications, if any. They also may establish a substantial contribution level that shall entitle an individual to lifetime or other long term membership, provided that reports shall be made to the board of the level at which such contribution amounts are set.

[Revised 11/96]

#### Article XII Seal

The board of directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation, the year and jurisdiction of incorporation and the words "Corporate Seal."

#### Article XIII Waiver of Notice

Whenever any notice is required to be given under the provisions of the District of Columbia Non-Profit Corporation Act or under the provisions of the articles of incorporation or bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### Article XIV Amendments to Bylaws

These bylaws may be altered, amended, or repealed and new bylaws may be

adopted by a majority of the directors present at any regular meeting or at any special meeting, if at least two days' written notice is given of intention to alter, amend, or repeal or to adopt new bylaws at such meeting.

#### Article XV Conflicts of Interest

Like the director of any corporation, a Director of Friends of the Earth is a fiduciary of the corporation. As fiduciaries, corporate directors and officers are required to act at all times in the best interest of the corporation. The basic principle to be observed is that a director should not use his or her position as a director of Friends of the Earth to make a personal profit or gain other personal advantage.

Directors who have a material personal interest in a transaction involving Friends of the Earth should disclose the interest, describe its nature, and abstain from board action on the transaction if there is either an actual conflict of interest or an appearance of a conflict of interest.

If Friends of the Earth is about to enter into a transaction, the fairness of the transaction to Friends of the Earth should be the primary concern of all directors. A director should not use his or her position for his own personal interest to deprive Friends of the Earth of a fair transaction.

In non-financial matters as well, Directors are expected at all times to be concerned exclusively with promoting the best interests of Friends of the Earth, regardless of the Director's other personal or professional affiliations. If a Director's personal interests, financial interests, professional affiliations, or other independent obligations conflict (or might conflict) with the best interests of the corporation, the Director should disclose such conflict or potential conflict to the Board of Directors.

If the conflict is direct and material, the director should retire from the meeting after disclosing the conflict and providing any information that may be useful to the rest of the board which may be useful in reaching a decision; the director must take no part in final discussions and voting on the matter. In the case of a financial conflict of interest, shall abstain from board actions on such matters, and in the case of a non financial conflict the director should abstain from board actions if the director deems it appropriate in light of the nature of the conflict.

Directors should deal in confidence with all administrative and personnel matters involving Friends of the Earth unless the board has clearly agreed that any such information need not be kept confidential. In general, all information a director receives in his or her role as director should be kept with confidential in accordance with the direction of the board.

[Revised 10/91]  
[Revised 11/96]



## Article XVI Indemnification

### Section 1 Right to Indemnification

Any person who is or is threatened to be involved with, an action or proceeding by reason of his or her position as a director or officer of the corporation, shall be indemnified by the corporation. Such person shall be indemnified against all expense, liability and loss (including but not limited to attorneys' fees, excise taxes, judgments, fines, and amounts paid in settlement) actually and reasonably incurred by such person. Such indemnification shall continue after such person has ceased to be a director or officer and shall inure to the benefit of his or her heirs and administrators. The term "officer" in this Article includes the President and any person that the majority of the Board determines by resolution is in a policy making role for the entire organization. However, if an officer or director seeks indemnity in connection with an action initiated by such person, the corporation shall indemnify such person only if (a) indemnification is required by law, (b) the Board of Directors authorized the action, or (c), subject to the limitations in Section 2, the action brought establishes or enforces a right to indemnification under subsections (a) or (b) of this Section.

### Section 2. Directors and Officers Enforcement of this Indemnification Provision

If a claim under Section 1 of this Article is not paid in full by the corporation within ninety (90) days after a written claim has been received by the corporation, the claimant may bring suit against the corporation to recover the amount of the claim. If such suit is not frivolous or brought in bad faith, the claimant shall be entitled to be paid the expense of prosecuting such claim. The burden of proving such claim shall be on the claimant. The corporation shall have the defense to any such action that the claimant has not met the standards of conduct that make it permissible under Title 29, Chapter 3 of the District of Columbia Corporation Code for the corporation to indemnify the claimant.

### 3. Interim Indeminification

The right to indemnification includes the right to be paid by the corporation expenses incurred in defending any action or proceeding in advance of its final disposition. The payment of expenses in advance of the final disposition of such proceeding shall be made only upon delivery to the corporation of an undertaking (such as payment in escrow ) to repay all amounts advanced if it is determined ultimately that such director or officer is not entitled to be indemnified. This requirement of an undertaking may be waived if (i) the Board of Directors acting by a quorum of independent Directors not involved with such action determines that such undertaking is not required, or (ii) in the absence of the potential for an independent judgment of the Board of Directors, a finding is rendered in a written opinion by independent legal

counsel that the person is substantially likely to meet the applicable indemnification standard set forth in this Article and the District of Columbia Corporation Code.

4. Non-Exclusivity of Rights

The rights conferred on any person in Sections 1, 2 and 3 of this Article shall not be exclusive of any other right that such person may have or acquire.

5. Indemnification Contracts

The Board of Directors is authorized to enter into a contract with any director, officer, employee or agent, or any person serving in such capacity at the request of the corporation, providing for indemnification rights equivalent to or greater than those provided for in this Article.

6. Insurance

The corporation shall maintain insurance to the extent reasonably available, to protect itself and any director, officer, employee or agent against any expense, liability or loss incurred by reason of his or her position with the corporation, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the District of Columbia Corporation Code.

7. Effect of Amendment

Any amendment, repeal or modification of any provision of this Article by the Board of Directors of the corporation shall not adversely affect any right or protection of a director or officer of the corporation existing at the time of such amendment, repeal or modification.

[Added 1/03]

THESE BYLAWS WERE ADOPTED BY THE BOARD OF DIRECTORS AT THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE CORPORATION ON MARCH 9, 1990

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