

ENVIRONMENT AND HEALTH COUNCIL OF LOUISIANA BYLAWS

Part A. Board of Directors

1. Subject to state law and the articles of incorporation, the business and affairs of this corporation shall be managed by and all corporate powers shall be exercised by or under the direction of the board of directors.
2. Each director shall exercise such powers and otherwise perform such duties in good faith and in the manner provided for by law.
3. This corporation shall have up to twenty (20) directors. This number may be changed by amendment of the bylaws, adopted by the vote or written consent of a majority of the directors.
4. Directors shall be elected to hold office for 3 years. There shall be no limit on the number of terms an individual may serve as a director. Each director, including a director elected to fill a vacancy, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.
5. Vacancies in the board of directors may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director. Each director so elected shall hold office until the expiration of the term he or she was elected to fill.
6. The Board of Directors shall serve without pay.
7. Regular meetings of the board of directors shall be as needed at any place within the state. Special meetings of the board shall be held at any place within or without the state that has been designated from time to time by resolution of the board. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in such meeting can hear one another, and all such directors shall be deemed to be participating. Notice of the time and place for special meetings shall be delivered, via email, fifteen (15) days prior to the date of the special meeting. The notice must specify the purpose of the meeting and the place of the meeting.
9. A majority of the directors participating whether physically present or in attendance by conference telephone or similar communication equipment that meets the requirements of Section 7 shall constitute a quorum for the purposes of conducting business on behalf of the corporation.
10. If it is necessary to conduct business on behalf of the corporation and a meeting cannot be called, the President may request a vote of the board of directors by email. Upon request of the President, the Secretary shall send an email to the email address of record of each director explaining

the nature of the request. The email shall provide the timeframe within which the director must vote via email, which timeframe shall not be less than forty-eight (48) hours.

11. Any director who is absent for three consecutive meetings of the board of directors shall voluntarily resign from the board of directors.

12. Committees of the board may be appointed by resolution passed by a majority of the whole board. Committees shall be composed of two (2) or more members of the board and shall have such powers of the board as may be expressly delegated to them by resolution of the board of directors. The board may designate one (1) or more directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. Committees shall have such powers of the board of directors as may be expressly delegated to it by resolution of the board of directors.

Part B. Officers

13. The principal officers of the corporation shall be a President, Vice-President, a Secretary, and a Treasurer.

14. The principal officers of the corporation shall be chosen by the board of directors, and each shall serve at the pleasure of the board of directors.

15. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to such office.

16. The President shall have general supervision, direction, and control of the business of the corporation and shall preside at all the meetings of the board of directors.

17. The Vice-President shall preside at the meetings of the board of directors in the absence of the President and act in the President's stead when he or she is unavailable.

18. The Secretary shall keep or cause to be kept a book of minutes of all meetings of directors and committees of directors with the time and place of holding, whether regular or special, the names of those present at directors and committee meetings and the proceedings thereof. The Secretary shall give or cause to be given notice of all meetings of the board of directors required by the bylaws or by law to be given, shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the board of directors or by the bylaws.

19. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, and

capital. The books of account shall at all reasonable times be open to inspection by any director. The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the board of directors. He or she shall disburse the funds of the corporation as may be ordered by the board of directors, shall render to the President and directors, whenever they request it, an account of all of his or her transactions as Treasurer and of the financial condition of the corporation, and shall have other powers and perform such other duties as may be prescribed by the board of directors or the bylaws.

Part C. Amendment

20. These Bylaws may be amended or repealed by a majority vote of the directors at any regular or special meeting of the board of directors duly convened after notice to the directors of that purpose.

Approved by: Layna C. Rush

(President)

Date: 4/17/17

Attested to by: Edward Flynn

(Secretary)

Date: 4/17/17