

## By-Laws

A copy of our By-Laws

BYLAWS

Of

ENGINEERING for the EARTH, Inc.

AGREEMENT made on this the 25th day of the 7th month of the year 2007 among

Robert Joseph Weaver and Jacqueline Duda Weaver, having an address at 2213 NE 8th St, Gainesville, FL 32609

and Walter Thomas Taylor, having an address at 2140 Herrings Chapel Rd, Burgaw, NC 28425-2744

(collectively hereinafter referred to as "Founding Board Members" or "Founding Members" or "Founders").

## ARTICLE I

### NAME and PURPOSES

#### Section 1.01 Name

The name of the corporation, hereinafter referred to as the "Corporation" shall be:

Engineering for the Earth, Inc.

#### Section 1.02 Formation

The parties hereby confirm that they have formed a corporation pursuant to the provisions of the Florida Corporate Law, for the purposes and the period and upon the terms and conditions hereinafter set forth. The parties have caused to be filed the Articles of Organization of the Corporation and shall execute, acknowledge, swear to and file any other documents required under applicable law.

#### Section 1.03 Mission

To encourage environmentally sound engineering, business and development practices.

Through scientific study, education, research and community outreach, the Corporation seeks to set a standard of practice in the community, by encouraging and facilitating change locally and regionally that will ultimately raise the standard for every community on a national level.

#### Section 1.04 Purpose

The Corporation is organized exclusively for charitable, educational and scientific purpose of promoting environmentally friendly practices in everyday business. This will be achieved through reaching out to businesses and encouraging green methods and clean energy solutions; funding and conducting field studies and site evaluations; contracting research from educational institutions by offering grants for the study and analysis of topics that will further the mission of the Corporation; and conducting community outreach programs.

To achieve its mission the Corporation will promote environmentally friendly practices in everyday business and everyday life. This work will include but not be limited to:

- (a) reach out to businesses and encourage green methods and green energy solutions;
  - a. energy audit of offices and operations
  - b. suggest solutions that are both environmentally and financially advantageous
- (b) work with developers to improve land and building development techniques;
- (c) work to preserve both marine and terrestrial resources and improve the health of local ecosystems
  - a. perform field studies and on-site evaluations
  - b. identify possible problem areas
  - c. identify sources of waste
  - d. suggest feasible solutions
  - e. organize and fund cleanup projects
  - f. monitor pollutant loading in local waters
- (d) contract research from educational institutions
  - a. fund grants to study and analyze research topics related to the Mission of the Corporation
  - b. offer scholarships for the study topics related to the Mission of the Corporation
- (e) conduct community outreach projects

- a. educate the public and business communities about topics related to the Mission of the Corporation

The goal of the Corporation is to offer solutions that enable everyday living practices, business growth, and development while respecting the natural surrounding, and reducing the environmental footprint. The purposes can be expanded to other topics agreed upon by the majority of the members of the Board as long as the topics are related to the mission.

## ARTICLE II

### TERM and FISCAL YEAR

#### Section 2.01 Term of Corporation

The term of the Corporation shall commence on the signing of the Articles of Organization of the Corporation, and shall continue in perpetuity.

## ARTICLE III

### MEMBER

#### Section 3.01 Classes

There shall be two classes of members: Corporate and Individual

#### Section 3.02 Qualifications

Membership may be granted to any individual or corporation that supports the mission and purposes of the organization. There shall be no membership dues for either Individual or Corporate memberships. Members shall have no voting rights.

### Section 3.03 Termination of Membership

The Board of Directors, by a two-thirds vote of all members of the Board, may suspend or expel any member, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership.

### Section 3.04 Resignation

Any member may resign membership by filing a written request with the Board of Directors.

### Section 3.05 Meetings

There shall be no required meetings of members.

## ARTICLE IV

### AUTHORITY and DUTY of DIRECTORS

#### Section 4.01 Authority of Directors

The Board of Directors is the policy-making body and may exercise all the powers and authority granted to the Corporation by law.

#### Section 4.02 Number, Selection, and Tenure

The Board shall consist of not less than three (3) and no more than ten (10) directors. Each Director shall hold office for a term of two (2) years, where upon the Board will nominate and elect their successors. Vacancies existing by reason of resignation, death, incapacity, or removal before the expiration of his/her term shall be filled by a majority vote of the remaining directors. In the event of a tie vote, the President shall choose the succeeding director. A director elected to fill a vacancy shall be elected for the unexpired term of that directors' predecessor in office.

In the event of an existing vacancy on the Board, the candidate must first be approved by the Nominating Committee. Once nominated, a majority vote of the existing Board members is required to approve the candidate to a position on the Board.

#### Section 4.03 Resignation

Any Board member may resign at any time contingent upon receipt of written notification by the Secretary.

#### Section 4.04 Committees

The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish committees of the Board composed of at least two (2) persons which, except for an Executive Committee, may include non-Board members. The Board may make such provisions for appointment of the chair of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, businesses, activities of the Corporation.

#### Section 4.05 Nominating Committee

There shall be a Nominating Committee, composed of the President and at least two (2) other members of the Board of Directors. Each member of the Nominating Committee shall have one (1) vote and decision shall be made by the majority.

#### Section 4.06 Reimbursement

Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with documentation and prior approval. In addition, Directors serving the organization in any other capacity, such as staff, are allowed to receive compensation therefore.

### ARTICLE V

#### MEETING of the BOARD

##### Section 5.01 Regular Meetings

The Board of Directors shall hold at least two (2) regular meetings per calendar year. Meeting shall be at such dates, times and places as the Board shall determine.

##### Section 5.02 Special Meetings

Meeting shall be at such dates, times and places as the Board shall determine.

##### Section 5.03 Meeting Notice

Meetings may be called by the Chairperson or at the request of any two (2) directors by notice emailed, mailed, telephoned, or electronically messaged to each member of the Board not less than forty-eight (48) hours before such meeting.

#### Section 5.04 Meeting Methods

Meetings may be held in person where attending Members of the Board are present in the same room. Members of the Board may participate in a meeting through the use of teleconferencing so long as members participating in such meeting can hear one another. Members of the Board may also participate in a meeting via internet conference using some form of electronic messaging system either audio or video, or Board approved internet conferencing text program.

#### Section 5.05 Voting by Proxy

At all meetings of the Members, a Member may vote by proxy executed in writing by the Member or by a duly authorized attorney-in-fact of the Member. Such proxy shall be filed with the Board before or at the time of the meeting. No proxy shall be valid after three (3) months from the date of execution, unless otherwise provided in the proxy.

#### Section 5.06 Quorum

A quorum shall consist of a majority of the Board attending in person or through any of the acceptable means outlined in Section 5.04. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If less than a majority of the Directors is present at said meeting, a majority of the directors present may adjourn the meeting on occasion without further notice.

#### Section 5.07 Action without a Meeting

Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these By-Laws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of committee as the case may be.

## ARTICLE VI

### AUTHORITY and DUTY of OFFICERS

#### Section 6.01 Officers

The officers of the corporation shall be a President, Vice-Presidents, a Secretary / Treasurer, and such other officers as the Board of Directors may designate. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary / Treasurer.

A new office may be created by a two-thirds majority vote of the Board of Directors.

#### Section 6.02 Appointment of Officers; Terms of Office

The officers of the Corporation shall be elected by the Board of Directors at regular meetings of the Board, or, in the case of vacancies, as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors. Terms of office may be established by the Board of Directors, but shall not exceed three (3) years except for the office of President which shall have no term limit. Officers shall hold office until a successor is duly elected and qualified. Officers shall be eligible for reappointment.

#### Section 6.03 Resignation

Any Officer may resign at any time contingent upon receipt of written notification by the Secretary.

#### Section 6.04 Removal

An officer may be removed by a two-thirds vote of the Board of Directors at a meeting, or by action in writing pursuant to Section 5.07, whenever in the Board's judgment the best interests of the Corporation will be served thereby.

#### Section 6.05 President

The President shall be a director of the Corporation, and will preside at all meetings of the Board of Directors. The President shall perform all duties attendant to that office, subject, however to the control of the Board of Directors, and shall perform such other duties as on occasion shall be assigned by the Board of Directors.

#### Section 6.06 Vice-President

A Vice-President shall be a member of the Board of Directors. A position of Vice-President shall exist for any branch of operations of the Corporation that the Board of Directors deems necessary. The creation of a position of Vice-President requires a two-thirds vote of the Board of Directors, with the support of the President.

#### Section 6.07 Secretary/Treasurer

The Secretary / Treasurer shall be a director of the Corporation and shall keep minutes of all meetings of the Board of Directors in the books proper for that purpose. The Secretary / Treasurer shall also report to the Board of Directors at each regular meeting on the status of the Corporation to ascertain that appropriate procedures are being followed in the financial affairs of the Corporation, and shall perform such other duties as occasionally may be assigned by the Board of Directors.

#### Section 6.08 Paid Staff

The Board of Directors may hire such paid staff as they deem proper and necessary for the operations of the Corporation. The powers of and duties of the paid staff shall be as assigned or as delegated by the Board of Directors.

## ARTICLE VII

### ADVISORY BOARDS

#### Section 7.01 Establishment

The Board of Directors may establish one or more Advisory Boards or Committees.

#### Section 7.02 Size, Duration, and Responsibilities

The size, duration, and responsibilities of such boards and committees shall be established by a majority vote of the Board of Directors.

## ARTICLE VIII

### FINANCIAL ADMINISTRATION

#### Section 8.01 Fiscal Year

The fiscal year of the Corporation shall be January 1 - December 31, but may be changed by resolution of the Board of Directors.

### Section 8.02 Checks, Drafts, Etc.

All checks, orders for the payments of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent of the Corporation and in such a manner as shall from time to time be determined by resolution of the Board of Directors, or of any committee to which such authority has been delegated by the Board of Directors.

### Section 8.03 Deposits and Accounts

All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the President or by any officer or officers or agent or agents of the Corporation, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by Treasurer, the Vice-President in charge of Fundraising, or the President of the Corporation.

### Section 8.04 Investments

The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

## ARTICLE IX

### BOOKS and RECORDS

Correct books of account of the activities and transactions of the Corporation shall be kept at the office of the Corporation. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of the By-Laws, and all minutes of meetings of the Board of Directors.

## ARTICLE X

### CONFLICT of INTEREST POLICY

#### Section 10.01 Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Engineering for the Earth) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

#### Section 10.02 Definitions

##### (a). Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

##### (b). Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(a). An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,

(b). A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

(c). A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 10.03(b), a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

## Section 10.03 Procedures

### (a). Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

### (b) Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

### (c). Procedures for Addressing the Conflict of Interest

(1). An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. (2). The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(3). After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(4). If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### Section 10.04 Violations of the Conflicts of Interest Policy

- (a) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
  
- (b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### Section 10.05 Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- (a). The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
  
- (b). The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### Section 10.06 Compensation

- (a). A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
  
- (b). A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
  
- (c). No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited

from providing information to any committee regarding compensation.

#### Section 10.07 Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- (a). Has received a copy of the conflicts of interest policy,
- (b). Has read and understands the policy,
- (c). Has agreed to comply with the policy, and
- (d). Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### Section 10.08 Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a). Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- (b). Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### Section 10.09 Use of Outside Experts

When conducting the periodic reviews as provided for in Section 10.08, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## ARTICLE XI

### INDEMNIFICATION

Every member of the Board of Directors, officer or employee of the Corporation may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer, or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board of Directors, officer or employee of the Corporation, or any settlement thereof, unless adjudged therein to be liable for negligence misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

## ARTICLE XII

### AMENDMENT of BYLAWS

These By-Laws may be amended by a two-thirds majority vote of the Board of Directors, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided all members of the Board waive such notice, or by unanimous consent in writing without a meeting pursuant to Section 5.07.