

SUSTAINABLE BUSINESS EDUCATION INITIATIVE, INC.

A Pennsylvania Nonprofit Corporation

(Membership)

BYLAWS

A R T I C L E 1

PURPOSES

1.1 The Sustainable Business Education Initiative, Inc. (the “Corporation”) is incorporated under the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania to engage exclusively in charitable, educational, religious or scientific activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any successor United States Internal Revenue law) (the “Code”). Specifically, the Corporation is organized to build a just, green and thriving economy in the Philadelphia region by educating and growing a broad base of local, independent businesses and educating policy makers and the public.

A R T I C L E 2

OFFICES

2.1 Registered Office. The registered office of the Corporation shall be at such location in Pennsylvania as the Directors may from time to time determine.

2.2 Other Offices. The Corporation may also have offices at such other places as the Directors may select and the business of the Corporation shall require.

ARTICLE 3

MEMBERS

3.1 Number and Dues. There shall be one class of members, which shall consist of individual members and corporate members. Corporate members shall designate a person and one alternate, at least one of whom shall attend meetings of members and who shall, if elected, serve on the Board (“Designated Representatives”). Dues, if any, shall be determined each year by the Board.

3.2 Requirements for Membership. The Board may establish any additional criteria for membership. Approval for membership may be denied for any reason deemed sufficient by the Board even though the applicant may meet the stated criteria for membership.

3.3 Regular Meetings. Meetings shall be held as determined by the Board.

3.4 Annual Meetings. The annual meeting of the members shall be held on or before March 31st of each year at the principal office of the Corporation or upon ten (10) days notice to the members at such other time or place as the members shall determine.

3.5 Special Meetings. Special meetings of the entire membership may be called by the Chair, a majority of the Board, or at the written request of 10% of the membership. At least five (5) days' written notice stating the time, place and purpose of any special meeting shall be given to the members entitled to participate.

3.6 Quorum. A quorum for the transaction of business at the meeting shall constitute at least 50% of the total current number of voting Board of Directors, plus one.

3.7 Voting. Each member shall be entitled to one vote, in person, by ballot, by mail or by proxy in accord with Section 3.8. Unless otherwise required by these Bylaws, the manner of voting on any matter, including changes in the Articles of Incorporation or bylaws, may be by voice vote, show of hands, or by ballot, as determined by the members present, or by mail if determined by the Board of Directors and a ballot is sent with notice of the question to be voted upon.

3.8 Voting by Proxy. Any absent member eligible to vote at any meeting of the members may be represented as present and may vote at such meeting by a proxy authorized in writing by the member or by his or her duly authorized attorney in fact. Such written authorization must specify the matter with respect to which the proxy is granted and the person entitled to vote, must be signed and dated by the member granting the proxy, and must be filed with the Secretary of the Corporation. A proxy shall be revocable at will but the revocation shall not be effective until notice of the revocation has been given to the Secretary of the Corporation. A proxy shall not be revoked by the death or incapacity of the maker unless, before the vote is counted or the authority is exercised, written notice of such death or incapacity is given to the Secretary/Treasurer of the Corporation.

3.9 Unanimous Consent of Members in Lieu of a Meeting. Any action which may be taken at a meeting of members may be taken without a meeting if a consent or consents in writing setting forth the action to be taken shall be signed by all of the members and shall be filed with the Secretary of the Corporation.

3.10 Expulsion from Membership. Any member may be expelled from membership, without the assignment of any cause, upon a majority vote of members present or directors in office at a duly convened meeting of members or directors, respectively, provided that written notice of the intention to expel and reasons therefor have been provided in the notice of the meeting. No member shall be expelled without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

3.11 Honorary Titles. The Directors may create such additional classes of "membership," such as "supporter" or "supporting members," as they see fit, but such person

shall not have the rights of members under the Pennsylvania Nonprofit Corporation Law of 1988, as amended (the “Act”).

ARTICLE 4

DIRECTORS

4.1 Powers. The business and affairs of the Corporation shall be managed by the Board of Directors, except as otherwise required by the Act, these Bylaws or a resolution duly adopted by the Board.

4.2 Qualifications of Directors. Each Director shall be an individual of at least 18 years of age, who need not be a resident of Pennsylvania, but shall be an individual member or the Designated Representative of a member.

4.3 Number, Election and Term of Directors. The Board of Directors shall consist of not less than three (3) nor more than fifteen (15) persons. The Directors may appoint a representative of the supporting members to serve ex-officio, without vote. The other directors shall be chosen annually at the annual meeting of the members and shall serve for terms of three (3) years and until their successors are elected and qualified. Directors shall serve no more than two (2) consecutive terms provided that a term of less than three (3) years shall not be considered a term of service for the initial Directors of the corporation. Terms shall be staggered so that, as nearly as possible, an equal number of terms shall expire each year.

4.4 Removal. Any Director may be removed from office without the assignment of any cause, by a vote of a majority of Directors in office, or of members present, at a duly convened meeting of the Board or members, as the case may be, provided no more than two (2) Board members may be removed by the members at any one meeting and that written notice of the intention to consider removal of such Director(s) has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed. Limitations on number of Directors who may be removed shall not apply in instances where Section 5712 of the Act has been violated.

4.5 Quorum. A quorum for the transaction of business at the meeting shall constitute at least 50% of the total current number of voting Board of Directors, plus one. The acts of such Directors present at a meeting at which a quorum is present shall be the acts of the Board, unless a greater number is required by the Act or these Bylaws.

4.6 Vote. Except as otherwise provided in 4.3, every Director shall be entitled to one (1) vote.

4.7 Unanimous Consent of Directors in Lieu of Meeting. Any action which may be taken at a meeting of the Board may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in office and shall be filed with the Secretary of the Corporation.

4.8 Annual Meeting. The annual meeting of the Board shall be held promptly after the annual meeting of the members.

4.9 Regular Meetings. Regular meetings of the Board shall be held as

determined by the Board.

4.10 Special Meetings. Special meetings of the Board may be called by the Co-Chairs or by one-third of the Board at any time. At least five (5) days notice stating the time, place and purpose of any special meeting shall be given to the members of the Board.

4.11 Adjourned Meetings. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

4.12 Teleconference Meetings. One or more Directors may participate in a meeting of the Board or any committee thereof by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other.

4.13 Evaluation. The Board shall at least every other year evaluate its own performance and the composition of the Board in terms of the skills, experience and contributions of its members to identify ways it may improve its effectiveness by selection of new Directors and otherwise.

ARTICLE 5

OFFICERS

5.1 Positions, Election, Term. Those persons elected to officer positions created by these Bylaws shall be elected from among the Directors of the Corporation. The officers of the Corporation shall include a Chair, a Vice-Chair, a Past-Chair, a Secretary and a Treasurer and such other officers whose positions may be created from time to time by the Directors. The Vice-Chair shall serve one year in this position, automatically advancing from Vice-Chair to Chair after the first year, and from Chair to Past-Chair after the second year. The office of Vice-Chair shall be elected by the Directors at the board meeting immediately following the annual meeting. The offices of Secretary and Treasurer shall be elected by the Directors at the board meeting immediately following the annual meeting and shall serve for a term of two years and/or until their successors are elected and qualified.

5.2 Consecutive Terms. Officers may be elected for consecutive terms, not to exceed six years, except in the case of the Vice-Chair, Chair, and Past-Chair positions, whose terms are limited to one year each, moving consecutively through those positions over the course of three years.

5.3 Duties. The duties of the officers shall include the following:

(a) The Chair shall preside at all meetings of the members and Directors and, as applicable, the Executive Committee; shall generally supervise the business of the Corporation; and may execute documents on behalf of the Corporation. The Chair shall be an ex-officio member of every Committee.

(b) The Vice-Chair shall have such powers and perform such duties as the Board of Directors may prescribe or as the Chair may delegate. The Vice-Chair shall be an ex-officio member of every Committee.

(c) The Past-Chair shall have such powers and perform such duties as the Board of Directors may prescribe or as the Chair may delegate. The Past-Chair shall be an ex-officio member of every Committee.

(d) The Secretary shall assure that minutes are prepared and maintained for all meetings of the Board and the members; shall assure that appropriate notice is given for all meetings of the Board and members; and shall perform such other duties as may be prescribed by the Board or by the Chairs.

(e) The Treasurer shall assure that accurate accounts of the receipts and disbursements of the Corporation are maintained; shall cause financial reports to be provided to the Board and the members as requested, but not less than once a year; and shall perform such other duties as may be prescribed by the Board or by the Chairs.

5.4 Removal of Officers. Any officer or agent may be removed by the Board whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

A R T I C L E 6

COMMITTEES

6.1 Establishment. The Board may establish one or more committees to consist of one or more Directors of the Corporation. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise all of the powers and authority of the Board, except that no committee shall have any power or authority as to the following:

- (a) The filling of vacancies on the Board.
- (b) The adoption, amendment or repeal of the Bylaws.
- (c) The amendment or repeal of any resolution of the Board.
- (d) Action on matters committed by the Bylaws or by resolution of the Board to another committee of the Board.

6.2 Appointment of Members. The Vice-Chair, Chair and Past-Chair shall appoint members of all Committees, unless otherwise determined by the Board.

6.3 Executive Committee. The Board may appoint an Executive Committee composed of the officers of the Corporation and not less than one additional Director appointed by the Chairs. Executive Committee meetings shall be open to all Directors. The Executive Committee shall have the power to act on behalf of the Board between Board meetings in the event that immediate corporate action is required. Action taken by the Executive Committee shall

be presented to the Board at the next duly convened meeting of the Board.

6.4 Advisory Committees. The Corporation may, in its discretion, establish Advisory Committees which must include a board member, and may include as members persons who are not members of the Board. Such Committees shall have only the responsibilities and duties as delegated to it by the Board or the Chairs.

A R T I C L E 7

RESIGNATIONS AND VACANCIES

7.1 Resignations. Any member, Director or officer may resign such position at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Corporation, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation by the Board shall not be required to make it effective.

7.2 Filling Vacancies.

(a) If a vacancy exists among the positions available for Directors, by virtue of expansion of the number of Board members or by reason of death, resignation, disqualification or otherwise, the Directors may choose a person or persons who shall hold office for the remaining term.

(b) If the position of any officer becomes vacant, by an increase in the number of officers, or by reason of death, resignation, disqualification or otherwise, the Directors may choose a person or persons who shall hold office for the remaining term.

A R T I C L E 8

MEETINGS AND NOTICE

8.1 Place of Meetings. Meetings may be held at such place within or without Pennsylvania as the Board may from time to time determine.

8.2 Notice. Whenever written notice is required to be given to any person, it may be given to such person either personally or by sending a copy thereof by first class or express mail, postage prepaid, or courier service, charges prepaid, or by facsimile transmission, or by electronic mail (e-mail) to that person's address facsimile number or e-mail address appearing on the books of the Corporation, or in the case of Trustees, supplied by that person to the Corporation for the purpose of notice. If the notice is sent by mail, or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail, or deposited with a courier service for delivery to such person or, in the case of, facsimile or e-mail, when dispatched. Such notice shall specify the place, day and hour of the meeting and any other information which may be required by the Act or these Bylaws.

8.3 Waiver of Notice. Any required notice may be waived by the written consent of the person entitled to such notice either before or after the time for giving of notice, and attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a

person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

8.4 Electronic Mail. Any written communication or signature required or permitted by these Bylaws or the Act, including a unanimous written consent, shall be valid if sent and received by electronic mail.

A R T I C L E 9

LIABILITY AND INDEMNIFICATION

9.1 General Rule. A Director shall not be personally liable for monetary damages as Director for any action taken, or any failure to take any action, unless:

(a) the Director has breached or failed to perform the duties of Director in accordance with the standard of conduct contained in Section 5712 of the Act and any amendments and successor acts thereto; and

(b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness;

Provided, however, the foregoing provision shall not apply to (a) the responsibility or liability of a Director pursuant to any criminal statute or (b) the liability of a Director for the payment of taxes pursuant to local, state or federal law.

9.2 Indemnification. The Corporation shall indemnify any officer or Director who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (and whether or not by, or in the right of, the Corporation) (a "Proceeding") by reason of the fact that such person is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another domestic or foreign corporation for-profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such Proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal, provided, however, that no persons shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; and provided, further, however, in instances of a claim by or in the right of the Corporation, indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Corporation unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Corporation is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

9.3 Procedure. Unless ordered by a court, any indemnification under Section 9.2

or otherwise permitted by law shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he or she has met the applicable standard of conduct set forth under that section. Such determination shall be made:

(1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action or proceeding;

(2) if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or

(3) by the members.

9.4 Advancement of Expenses. The Corporation shall advance expenses incurred by an officer or Director who may be eligible for indemnification pursuant to this Article in defending a Proceeding unless such Proceeding is brought against the person by or in the right of the Corporation, and may advance such expenses in any case in which it decides indemnification may be appropriate, in advance of the final disposition of such Proceeding, upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.

9.5 Continuing Right to Indemnification. The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an officer or Director of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

9.6 Other Rights. This Article shall not be exclusive of any other right which the Corporation may have to indemnify any person as a matter of law.

A R T I C L E 1 0

AMENDMENTS

10.1 Articles of Incorporation. The Articles of Incorporation of the Corporation may be amended by a majority of all members at any duly convened meeting of members after not less than 10 days notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby.

10.2 Bylaws. The Bylaws may be amended by a majority of all members at any duly convened meeting of members or, to the extent not prohibited by law, by vote of the majority of all Directors in office at a duly convened meeting of Directors, after notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby.

A R T I C L E 1 1

MISCELLANEOUS

11.1 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of October and end on the last day of September.

11.2 Conflicts of Interest. The Board shall adopt a policy on dealing with conflicts of interest.

11.3 Headings. In interpreting these Bylaws, the headings of articles shall not be controlling.

11.4 Bond. If required by the Board, any person shall give bond for the faithful discharge of his or her duty in such sums and with such sureties as the Board shall determine.

11.5 Subventions. The Corporation shall be authorized, by resolution of the Directors, to accept subventions on terms and conditions not inconsistent with the Pennsylvania Nonprofit Corporation Law and to issue certificates therefor.

11.6 Corporate Seal. The corporate seal of the Corporation shall be in circular form and shall bear the name of the Corporation and the words "Corporate Seal, Pennsylvania 2010."

A R T I C L E 1 2

DISSOLUTION AND LIQUIDATION

12.1 Dissolution and Liquidation. Upon the dissolution and/or liquidation of the Corporation, the Corporation's board of directors, after paying or making provisions for the payment of all of the liabilities of the Corporation, shall distribute all assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Code Section 501(c)(3), as the board of directors shall determine, or to the federal government or a state or local government for a public purpose.

Adopted: June 14, 2016