

BYLAWS

INTERNATIONAL SOCIETY OF SUSTAINABILITY PROFESSIONALS, INC.

a nonprofit public benefit Corporation (the "Corporation"),
organized pursuant to the Oregon Nonprofit Corporation Act,
ORS Chapter 65, as amended from time to time (the "Act")
Amended as of September 19, 2017

ARTICLE 1

Purposes, Powers and Restrictions

1.1 Purposes. The Corporation is organized and shall be operated exclusively for charitable, scientific, literary and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding section of any future federal tax code. Without limiting the generality of the foregoing, the Corporation's primary purpose is to support the development of the profession of sustainability and the professionals that work in this field primarily through the facilitation of professional networks, the creation and maintenance of professional materials and resources and the education and training of members of the field.

1.2 Powers. The Corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Act, as amended from time to time, provided that such activities are consistent with the purposes of the Corporation set forth in Section 1.1 and the restrictions and limitations on the Corporation set forth in Articles of Incorporation and Section 1.3 of these Bylaws.

1.3 Restrictions.

1.3.1 Nonprofit Status. The Corporation is not organized for profit and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, 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 of the Corporation.

1.3.2 Prohibited 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 or in opposition to 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: (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

1.3.3 Distribution of Assets on Dissolution. Upon the dissolution of the

Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the court of appropriate jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as that court shall determine which are organized and operated exclusively for such purposes.

ARTICLE 2

Nonmembership

The Corporation shall have no members.

ARTICLE 3

Board of Directors

3.1 General Powers; Election. The affairs of the Corporation shall be managed by the Board of Directors (the “Board”). The Board shall elect its own members, except that a Director shall not vote on his or her own position on the Board. In the circumstance, there is a tie vote and not a majority, then the Board shall hold a special meeting for further discussion and hold a second election.

3.2 Number, Tenure and Qualifications.

3.2.1 Number. The Board shall consist of up to 24 Directors. The Officers of the Corporation, as described below, shall be selected from among the Board members and these Officers will serve as the Leadership Team of the ISSP Organization. The Board may grant nomination rights to any third-party, which may be granted pursuant to an agreement with such third-party, which agreement and nomination rights shall be approved by the Board. The number of Directors may be changed from time to time by amendment to these Bylaws or, by resolution of the Board, but no decrease in the number of Directors shall shorten the term of any incumbent Director, nor shall the number of Directors be changed to a number less than five (5).

3.2.2 Tenure. All Directors shall serve for a period of two years but not more than 3 consecutive two-year terms; provided, however, that the terms of office of the Directors shall be staggered. Despite the expiration of a Director’s term, however, the Director shall continue to serve until the Director’s successor is elected or appointed, unless there is a decrease in the number of Directors. If the Director also holds a position as an elected Officer, that Director shall remain on the Board until the end of the year in which his/her Officer term ends.

3.2.3 Qualifications. Nominations for elected directorships shall be put forward according to guidelines approved by the Board of Directors, which may include specific requirements for the eligibility of candidates. The Board may grant nomination rights to any third-party, which may be granted pursuant to an agreement with such third-party, which agreement and nomination rights shall be

approved by the Board. Subject to such requirements, only members in good standing are eligible to serve as elected directors; not more than two member who is employed by, on the board of, or having a direct financial interest in a given organization may be nominated for a directorship or simultaneously serve as a member of the Board of Directors during a fiscal year. A Nomination Committee of the Board of Directors shall review all nominees to ensure that they meet the eligibility requirements and fulfill diversity and leadership criteria for board membership.

3.3 Annual and Regular Meetings. The Board will meet quarterly at a date and time to be fixed annually by the Board of Directors, at the principal office of the Corporation or such other place as fixed by the Board, for the purpose of electing Directors and transacting such other business as may properly come before the meeting. By resolution and without other notice than such resolution, the Board may specify the time and place for holding regular meetings, provided that at least one meeting shall be held each calendar quarter.

3.4 Special Meetings. Special meetings of the Board may be called by or at the request of the President, the Vice-President or any two Directors.

3.5 Notice of Special Meetings. Except as provided in Section 3.6 below, notice of a special meeting of the Board, stating the date, time, and place of the meeting, shall be given to each Director two days before a meeting in writing or orally by telephone or in person as set forth below. Unless specifically required by the Act, neither the business to be transacted at, nor the purpose of, any special meeting need be specified in the notice of such meeting.

3.6 Waiver of Notice.

3.6.1 Written Waiver. Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation, or the Act, a waiver thereof in writing, executed at any time, specifying the meeting for which notice is waived, signed by the person or persons entitled to such notice, and filed with the minutes or corporate records, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

3.6.2 Waiver by Attendance. The attendance of a Director at a Board meeting shall constitute a waiver of notice of such meeting unless the Director, at the beginning of the meeting or promptly upon such Director's arrival, objects to holding the meeting or transacting any business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

3.7 Quorum. A majority of the Directors in office shall constitute a quorum for the transaction of business at any Board meeting. If less than a majority of the Directors are present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

3.8 Manner of Acting. The act of the majority of the Directors present at a Board meeting at which there is a quorum, shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation, or the Act.

3.9 Presumption of Assent. A Director of the Corporation, present at a Board meeting at which action on any corporate matter is taken, shall be deemed to have assented to the action taken unless: (a) such Director's dissent is entered in the minutes of the meeting; (b) such Director delivers a written notice of dissent or abstention to such action with the presiding Officer of the meeting before the adjournment thereof; or (c) such Director forwards such notice by registered mail or email to the Secretary of the Corporation immediately after the adjournment of the meeting. A Director who voted in favor of such action may not thereafter dissent or abstain.

3.10 Meetings by Telecommunications. Members of the Board may participate in a meeting of the Board by use of any means of communication by which all persons participating may simultaneously hear each other during the meeting. Participation by such means shall be deemed presence in person at the meeting.

3.11 Action by Board or Committee without a Meeting. Any action that could be taken at a meeting of the Board, or of any Committee appointed by the Board, may be taken without a meeting if a written consent setting forth the action so taken is signed by each Director or by each Committee member. Such written consent, which shall have the same effect as a unanimous vote of the Directors or such Committee, shall be inserted in the minute book as if it were the minutes of a Board or Committee meeting.

3.12 Resignation. Any Director may resign at any time by delivering written notice to the President and Executive Director or to the registered office of the Corporation. Such resignation shall take effect at the time specified in the notice or, if no time is specified, upon delivery. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board.

3.13 Removal. One or more Directors may be removed at a meeting of the Board called expressly for that purpose, or at a regularly scheduled meeting of the Board, provided that the notice of any such meeting states that the purpose or one of the purposes of the meeting is such removal. A Director may be removed with or without cause by a vote of not less than a majority of the Directors then in office.

3.14 Vacancies. Any vacancy on the Board shall be filled by a majority vote of the remaining Directors in office. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

3.15 Minutes. The Board shall keep minutes of its meetings and shall cause them to be recorded electronically for that purpose. The Secretary shall be responsible for ensuring Board minutes are recorded and documented. Meetings may also be audio recorded. In addition, a summary of key decisions will be made available to the Board. In the Secretary's absence, a designated note-taker will be appointed at the outset of each Board meeting.

3.16 Committees.

3.16.1 Creation of Committees. The Board, by resolution adopted by a majority of the number of Directors fixed in the manner provided by these Bylaws, may appoint Standing or Other Committee, from its own number and consisting of no less than two (2) Directors. The Board may invest such Committee (s) with such powers as it may see fit, subject to such conditions as may be prescribed by the

Board, these Bylaws, the Articles of Incorporation and the Act.

3.16.2 Standing Committees. At a minimum, Committees shall be formed that correspond to each work stream of the ISSP Organization, namely: 1.) Membership (including local chapters) & Sponsorship; 2.) Education & Professional Development; 3.) Research & Resources; and 4.) Policy & Partnerships. The Board member tasked as the lead for each of these Standing Committees shall have the additional title of “Chair” for that specific work stream and shall have oversight responsibility for the activities of that Committee and any ISSP members participating in that Committee.

If there is no Executive Director, Committee oversight responsibilities fall to the Board members directing each of the Standing Committees.

3.16.3 Other Committees. Other Committees may be formed as needed by the Board described in 3.16.1 with specified functional roles. Any such Other Committee shall be led by a Board member as described above. Other Committees, such as an ISSP Conference Committee or an ISSP Hall of Fame Committee, may draw participants from the general membership of ISSP.

3.16.4 Authority of Committees. Major/strategic decisions of the Standing Committees and Other Committees are subject to the approval of the Leadership Team and the Board. In general, each Committee shall submit a plan and once approved by the Board is authorized to execute it. Committees have and may exercise all of the authority of the Board to the extent provided in the resolution of the Board designating the Committee and any subsequent resolutions pertaining thereto and adopted in like manner, except that no such Committee shall have the authority to: (a) authorize distributions; (b) approve the dissolution of the Corporation or the merger or consolidation of the Corporation into another corporation; (c) approve the sale, pledge, or transfer of all or substantially all of the Corporation’s assets; (d) elect, appoint or remove Directors or fill vacancies on the Board or on any of its Committee, or (e) amend, alter, or repeal these Bylaws or the Articles of Incorporation.

3.16.5 Quorum and Manner of Acting. A majority of the number of Directors composing any Committee of the Board, as established and fixed by resolution of the Board, shall constitute a quorum for the transaction of business at any meeting of such Committee. The act of the majority of the Directors present at a Committee meeting at which there is a quorum shall be the act of the Committee, unless a vote of a greater number if required by these Bylaws, the Articles of Incorporation or the Act.

3.16.6 Minutes of Meetings. All Committee so appointed shall keep regular minutes or summaries of their meetings. These minutes or summaries shall be submitted to the Officers and Executive Director at regular intervals.

3.16.7 Resignation. Any member of any Committee may resign at any time by delivering written notice thereof to the Board, the Chair of the Board or the President. Any such resignation shall take effect at the time specified in the notice, or if no time is specified, upon delivery. Unless otherwise specified therein, the

acceptance of such resignation shall not be necessary to make it effective. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board.

3.16.8 Removal. The Board may remove from office any member of any Committee elected or appointed by it, but only by the affirmative vote of not less than a majority of the number of Directors in office.

3.17 Compensation. Officers shall not receive compensation for their defined roles, nor shall Directors receive any other compensation for personal services as Directors. The Board shall approve any compensation for an Executive Director and for any full or part-time support staff. By Board resolution, Directors may be paid their actual expenses, if any, of attendance at each Board meeting. From time to time, the Corporation may opt to retain Directors to perform specific tasks or activities for the Corporation *beyond their uncompensated roles as Directors*. If compensated for non-Board roles, any Director shall disclose any conflicts of interest to the Board. The Board must approve any payments to Directors for such additional activities.

3.18 Ownership and management. Board members cannot “own” any program or intellectual property developed or enhanced by ISSP.

ARTICLE 4

Officers

4.1 Titles. The Officers (the “Officers”) of the Corporation shall be a President, a Vice President, a Treasurer, a Secretary, and a Development Director, each of whom shall be elected by the Board. In addition, there shall be designated a Past President position which the President moves into on completion of her/his term. These six Officers shall collectively serve as the “Leadership Team” of the Corporation. The detailed descriptions for these six roles are appended as Attachment A. The detailed descriptions for each Officer role shall be approved by the Board and modified as needed by the Board. The Officers shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any Officer may be assigned by the Board any additional title that the Board deems appropriate, for example, as Director of a specific work stream or as the lead of an Other Committee, as described above.

4.2 Election and Term of Office. The Officers of the Corporation shall be elected annually in June by the Board. If the election of Officers is not held at such meeting, such election shall be held as soon thereafter as a Board meeting conveniently may be held. Unless an Officer dies, resigns, or is removed from office, he or she shall hold office until the earliest of: (i) for one year; or (ii) his or her successor is elected. All candidates for Board Officer positions must provide a written statement of their qualifications for the Board position they seek including details of relevant experience that would make them able to perform well in that position. They must also state that upon election that they will immediately discontinue all compensated involvement with the ISSP staff. This statement will be made available to all Board members at least 7 days prior to the election date.

If the person running for a Board Officer position is unopposed, Board members will vote yes or no. If the candidate does not receive a majority of yes votes, there will need to be a resolution of the Board to conduct another election for each such position. If two or more people are running

for a Board Officer position, the successful candidate should receive a majority of votes. If one candidate does not receive a majority of yes votes, there will need to be a resolution of the Board to conduct another election for each such position. In either case, there may be a new slate of candidates involved in the election.

4.3 Resignation. Any Officer may resign at any time by delivering written notice to the Corporation. Any such resignation shall take effect at the time specified in the notice or, if no time is specified, upon delivery. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board.

4.4 Removal. Any Officer elected or appointed by the Board may be removed by the Board, with or without cause. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment as an Officer of the Corporation shall not in itself create any contract rights.

4.5 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, creation of a new office, or any other cause, may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

ARTICLE 5

Executive Director and Staff

5.1 Executive Director. The Executive Director shall serve as the day-to-day manager of the Corporation. The Executive Director shall be selected by and shall serve at the request of the Board. The Board shall be responsible for oversight of the Executive Director. The Board shall have the authority to remove or terminate the contracts of the Executive Director. The Executive Director shall be an ex officio member of the Leadership Team.

ARTICLE 6

Contracts, Loans, Checks, and Deposits

6.1 Contracts. The Board may authorize any Officer or Officers or agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

6.2 No Loans to Directors or Officers. The Corporation shall not lend money to or guarantee the obligation of a Director or Officer of the Corporation.

6.3 Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers or agent or agents of the Corporation and in such manner as is from time to time determined by resolution of the Board.

6.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

ARTICLE 7

Books and Records

The Corporation shall keep correct and complete books and records of account, minutes of the proceedings of its Board, and such other records as may be necessary or advisable.

ARTICLE 8

Indemnification

8.1 Directors and Uncompensated Officers. The Corporation shall indemnify its Directors and Uncompensated Officers (as defined in the Act) to the fullest extent not prohibited by law.

8.2 Employees and Other Agents. The Corporation shall have the power to indemnify its employees, including its compensated Officers, and other agents to the fullest extent not prohibited by law.

8.3 Nonexclusivity of Rights. The rights conferred on any person by this Bylaw shall not be exclusive of any other right that such person may have or hereafter acquire under any statute, provision of Articles of Incorporation, Bylaws, agreement, vote of disinterested Directors, or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding office. The Corporation is specifically authorized to enter into individual contracts with any or all of its Directors, Officers, employees, or agents respecting indemnification and advances, to the fullest extent not prohibited by law.

8.4 Survival of Rights. The rights conferred on any person by this Bylaw shall continue as to a person who has ceased to be a Director, Officer, employee, or other agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

8.5 Amendments to Laws. For purposes of this Article 8, the meaning of "law" within the phrase "to the fullest extent not prohibited by law" shall include, but not be limited to, the Act, as the same exists on the date hereof or as it may be amended; provided, however, that in the case of any such amendment, such amendment shall apply only to the extent that it permits the Corporation to provide broader indemnification rights than the Act permitted the Corporation to provide prior to such amendment.

8.6 Amendments to Bylaws. Any repeal of this Article 8 shall only be prospective and no repeal or modification hereof shall adversely affect the rights under this Bylaw in effect at the time of the alleged occurrence of any action or omission to act that is the cause of any proceeding against any Director, Officer, employee or other agent of the Corporation.

8.8 Savings Clause. If this Article 8 or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, the Corporation shall indemnify each Director or Uncompensated Officer or other agent to the fullest extent permitted (a) by any applicable portion of this Article 7 that shall not have been invalidated or (b) by any other applicable law.

ARTICLE 9

Amendments

Except as may otherwise be specified under provisions of law, these Bylaws may be altered, amended, or repealed and new Bylaws adopted by two-thirds (2/3) vote of the entire Board of Directors in office at any regular or special meeting of the Board. Prior to the adoption of the amendment, each Director shall be given at least two (2) days' notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

These Amended Bylaws were adopted by the Board of Directors on the 14th day of May, 2014, and the Secretary of the Corporation was empowered to authenticate the same by signature below.

Secretary

Attachment A: Description of Officer Roles and Responsibilities is incorporated by reference

Attachment A: Description of Officer Roles and Responsibilities

Role	The authority, responsibility, and/or accountability this role will have	The details	Time commitment	Key performance indicators
<p>Board Officers – Create a leadership team of 6 members (Detailed below)</p>	<p>As a team, the 6 Board Officers provide leadership direction to the Organization by fulfilling these tasks:</p> <p>Establish high level vision and strategic plan which will include primary goals and initiatives and key performance indicators.</p> <p>This team will also hold Board members and staff accountable for results.</p> <p>Set agenda for Board meetings with Executive Director input.</p>	<p>Member should have sustainability expertise.</p> <p>Elected by the Board from among Board members.</p> <p>Co-equal decision authority with other exec. Com. Members</p> <p>Hold position for one-year.</p> <p>Maybe be re- elected up to 2 times</p> <p>Decisions require voice of at least 4 of the 6 members and approval by at least three.</p>	<p>Varies by role; see estimates below</p>	<p>Organization maintains a clearly articulated vision with measurable short term and long term goals. These are made available to the membership at least on an annual basis through an annual report that includes specific performance data on key metrics</p>
<p>1. Board President</p>	<p>Sets Board meeting agendas (with Executive Director input)</p> <p>Is a partner with the Executive Director in achieving the Organization's mission. Provides leadership to the Board.</p> <p>Chairs meetings of the Board after developing the agenda with the Executive Director Appoints Committee Chairs, in consultation with other Board members.</p> <p>Serves ex officio as a member of Committees; attends meetings when invited.</p> <p>Discusses with the Executive Director issues of concern to the Board or the Organization.</p> <p>Guides and mediates Board actions with respect to priorities & governance.</p> <p>Monitors financial planning and financial reports. Plays a leading role in fundraising activities.</p> <p>Formally evaluates the performance of the Executive Director; informally the Board.</p> <p>Evaluates the performance of the Organization in achieving its mission.</p>	<p>Elected annually by the Board</p>	<p>45-40 hrs/year</p>	<p>Organization meets or exceeds its goals and targets for membership, income and initiatives</p>

Role	The authority, responsibility, and/or accountability this role will have	The details	Time commitment	Key performance indicators
2. VP	<p>Stands in for Board president when president is absent and is typically a successor to the president.</p> <p>Sets LT meeting agendas (with Executive Director input) and chairs LT meetings</p> <p>Reports to the president.</p> <p>Works closely with the president and other staff.</p> <p>Participates closely with the president to develop and implement Officer transition plans.</p>	Elected annually by the Board	30 hrs/year	Meets expectations identified by the Board president
3. Secretary	<p>Produces annual report</p> <p>Maintains and manages records of the Board.</p> <p>Manages recording, distribution and archiving of Board meeting records</p> <p>Is sufficiently familiar with legal documents (e.g. articles, by-laws, IRS letters) to note their applicability during meetings</p>	Elected annually by the Board	30 hrs/year	Records and reports kept in good order and available for inspection upon request
4. Treasurer	<p>Oversees the finances of the Organization.</p> <p>Administers fiscal matters of the Organization.</p> <p>Helps develop the annual budget with the Executive Director and presents it to the Board for approval.</p> <p>Ensures development and Board review of financial policies and procedures.</p> <p>Manages fundraising for the Organization</p>	Elected annually by the Board	30 hrs/year	Financial records kept in good order; all necessary legal requirements for reporting met
5. Development	<p>Develops international connections to foster membership growth</p> <p>Oversees local chapter administration and helps to design management systems, policies and guidance documents for local chapters.</p> <p>Coordinates activities of the Membership & Sponsorship and the Policy & Partnership committees</p>	Elected annually by the Board	25 hrs/year	

Role	The authority, responsibility, and/or accountability this role will have	The details	Time commitment	Key performance indicators
6. Past President	Provides continuity in Leadership team Assists the new president in transitioning into leadership role Chairs the Board Nomination Committee	Moves automatically into this position after serving as president	25 hrs/year	
Committee chairs – Membership growth Research projects Policy and partnerships Education and certification	Each Committee chair is responsible for providing guidance for each of the major work streams and assures accountability for achieving the goals set by the Board for each area Ensures that Committee members have the information they need to succeed. Oversees the logistics of Committee operations. Reports to the Board's president. Reports to the full Board on Committee decisions/recommendations. Works closely with the Executive Director and other staff as necessary Assigns work to the Committee members, sets the agenda and runs the meetings, and ensures distribution of meeting minutes. Initiates and leads the Committee annual evaluation.	Volunteers from the Board. Terms determined by goals of the Committee but tenure would be a minimum of one year		
Other Board Committee	Join with the staff on various special projects to lend energy, expertise and resources to the projects	Terms and commitments defined by the projects		
Executive Director Not a Board member, ex-officio member of Leadership Team	Manage staff Interface with Board and Officers Carry out mission and direction set by Board		1 FTE	Organization meets or exceeds its goals and targets for membership, income and projects