

**NETWORK OF EARLY-CAREER SUSTAINABLE SCIENTISTS AND ENGINEERS (NESSE)
21 FEBRUARY 2014**

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ARTICLE 1 – PURPOSE

NESSE is a global interdisciplinary support network of early-career scientists who are striving to tackle today's environmental and energy challenges and help in the move towards a more sustainable future. In using this network, members will be encouraged to share knowledge and resources, forge collaborations, and find solutions towards making their research and its outcomes greener and more sustainable. In addition, we intend for this network to help promote the incorporation of sustainable science practices into graduate and undergraduate curriculum to ensure that the next generation is equipped with the tools required to solve environmental challenges in the future. It is also our mission to communicate the concepts of sustainable science to researchers and students of all levels and fields of study, as well as the general public.

NESSE may therefore seek, apply for, and receive donations, grants, loans, and other funding from individuals, organizations, corporations, government agencies, and others to support and conduct, in any manner, any lawful activities in furtherance of these charitable, scientific, and educational purposes.

Notwithstanding any other provision of these By-laws, the Corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); or (c) a corporation under the Arizona Nonprofit Corporation Act.

ARTICLE 2 – MEMBERSHIP

2.1 Eligibility for Membership

Application for Regular Membership shall be open to any adult person that supports the purpose stated in Article 1. Regular Membership is granted after completion and receipt of a membership application and annual dues (if applicable). All memberships shall be granted upon a majority vote of the Executive Committee.

2.2 Annual Dues

No annual due will be required by the Corporation unless changed by a majority vote of the Executive Committee.

2.3 Rights of Executive Members

All privileges, rights, duties, and obligations pertaining to the decision-making of the corporation are exclusive only to the elected Executive Members (hereon, the elected Executive Members will be known as the "Executive Committee"). All actions by the corporation must be approved by a majority vote of the Executive Committee. Each Executive Member shall be eligible to cast

one vote in the Executive Committee elections either in person, mail, or via electronic submittal in accordance with election procedures.

2.4 Rights of Regular Members

Each Regular Member shall be eligible to cast one vote in Executive Committee elections either in person, mail, or via electronic submittal in accordance with election procedures. Regular Members shall have no other rights, duties or obligations in the management or in the property of NESSE. Regular Members are permitted to attend scheduled Executive Committee meetings and participate in the activities of NESSE, but do not have voting privileges. These privileges, rights, duties, and obligations are offered only to the elected Executive Members.

2.5 Resignation of Members

Any member may resign by filing a written resignation, via email, with the Secretary. Resignation shall not relieve a member of unpaid dues or other charges previously accrued. A member can have their membership terminated by a majority vote of the Executive Committee.

2.6 Non-voting Membership

The Executive Committee shall have the authority to establish and define non-voting categories of membership.

ARTICLE 3 – MEMBER MEETINGS

3.1 Annual Meetings

An annual meeting of all Executive and Regular Members shall take place in the month of June, the specific date, time and location of which will be designated by the Chair. At the annual meeting, members shall elect the Executive Committee, receive reports on the activities of the association, and give input on the direction of the association for the coming year.

3.2 Special Meetings

Special meetings of the regular membership may be called by the Chair or a simple majority of the Executive Committee. A petition signed by twenty-five (25) percent of voting members may also call a special meeting.

3.3 Notice of Meetings

The Secretary is required to give notice of each annual or special meeting to each voting member, by email, not less than four (4) weeks prior to the meeting.

3.4 Quorum

The members present at any properly announced meeting shall constitute a quorum.

3.5 Voting

All issues to be voted on shall be decided by a simple majority of those Executive Members present at the meeting in which the vote takes place.

3.6 Executive Member Election

All Executive and Regular Members are permitted to cast one vote each in Executive Committee elections either in person, mail, or via electronic submittal in accordance with election procedures.

ARTICLE 4 – OFFICERS

4.1 General Powers

The management and control of the affairs of the Corporation shall be vested in its Executive Committee. Officers of the Executive Committee shall not be employees of the Corporation, nor otherwise be compensated for their duties except for out-of-pocket expenses as determined by the Executive Committee.

4.2 Number & Qualifications

The Executive Committee shall consist of not less than five (5) or more than fifteen (15) officers, the specific number to be set by resolution of the Executive Committee. The officers shall be Chair, Vice-Chair, Secretary, Treasurer, and other such Officers and assistant Officers as may be determined by the Executive Committee. The same person, except the offices of Chair and Secretary, may hold any two or more offices.

Officers must be at least eighteen (18) years of age. Officers shall be sought who have experience or working interest in areas such as finance, real estate, human resources, event management, and/or possess a specific skill necessary to chair and oversee the sub-committees of the Corporation, and work with sub-committee members to arrive at agreed-upon proposals for presentation to the full Executive Committee. This corporation is committed to a policy of fair representation on the Executive Committee, which does not discriminate on the basis of race, physical handicap, gender, ancestry, religion, or sexual orientation.

4.3 Election & Term of Office

The initial Directors named in the Articles of Incorporation shall serve until the first annual meeting. At the first annual meeting all Officers may choose to stand for re-election to one-year terms if they choose. At subsequent annual meetings, Officers shall be elected to one-year terms and may serve for a maximum of five years. The term of office for newly elected Officers shall commence at the succeeding Executive Committee meeting. Each Officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

4.3 Chair

The Chair shall be the principal executive of the Corporation responsible for carrying out the directions and resolutions of the Executive Committee. She/he shall preside at all meetings of the Executive Committee. Upon resolution of the Executive Committee, and not otherwise, she/he may sign with the Secretary, Treasurer, or any other proper Officer authorized by the Executive Committee any deeds, mortgages, bonds, contracts, or other instruments (including acceptances of donations, conveyances, or contributions), except in cases where the signing

and executing thereof is expressly delegated by these By-laws to some other Officer or agent of the Corporation, or is required by law to be otherwise signed and executed. The Chair shall in general perform all duties incident to the office of Chair and such other duties as may be assigned by the Executive Committee from time to time.

4.4 Vice-Chair

In the absence of the Chair, or in the event of her/his inability or refusal to act, the Vice-Chair shall perform the duties of the Chair and when so acting shall have all the powers, and be subject to, the restrictions placed on the Chair. The Vice-Chair shall in general perform all duties incident to the office of Vice-Chair and such other duties as may be assigned by the Chair or the Executive Committee from time to time.

4.5 Secretary

The Secretary shall: (a) keep the minutes of the meetings of the Executive Committee; (b) see that all notices are duly given in accordance with the provisions of these By-laws or as required by law; and (c) in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the Chair or the Executive Committee from time to time.

4.6 Treasurer

The Treasurer shall: (a) have custody of and be responsible for all funds and securities of the Corporation; (b) receive contributions to the Corporation and receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation into such banks, credit unions, trust companies, or depositories as selected by the Executive Committee in accordance with the provisions of these By-laws; and (c) in general perform all duties incident to the office of Treasurer and such other duties as may be assigned by the Chair or the Executive Committee from time to time.

ARTICLE 5 – COMMITTEES

5.1 Executive Committee

The Executive Committee shall consist of all Executive Members of the Corporation. The Committee shall have the power to act on behalf of the Corporation.

5.2 Sub-Committees

The Executive Committee may establish and empower such sub-committees and ad hoc committees as it deems necessary, and may solicit and approve participation by members of the general public. An Officer shall chair every sub-committee. Sub-committee chairs shall perform all duties incident to their office as determined by the Chair or the Executive Committee. Sub-committee decisions must be approved by the Executive Committee prior to enactment.

ARTICLE 6 – PROCEDURE

6.1 Meetings

The annual meeting of the Executive Committee shall be held during June of every year for the purpose of electing Executive Committee Officers and transacting such business as may properly come before the meeting. Regular meetings of the Executive Committee shall be at

least quarterly on a date and time established by the Executive Committee. Additional meetings of the Executive Committee may be called by or at the request of the Chair, any two Officers, or a majority of paid staff of the Corporation. No business shall be transacted at a special meeting except that mentioned in the notice. All meetings shall be held by telephonic or electronic means, or at the principal office of the Corporation, to be designated by the Executive Committee at a future time.

6.2 Notice

Unless otherwise stated in these By-laws, notice of all meetings shall be given to the appropriate Officers and sub-committee members not less than ten (10) days prior to the date of the meeting, by or at the direction of the Chair, Secretary, or sub-committee chair calling the meeting. Notice for all meetings concerning the removal of an Officer, amendment to these By-laws, or dissolution of the Corporation, shall be given to the appropriate Officers or committee members not less than four (4) weeks prior to the date of the meeting, by or at the direction of the Chair, Secretary, or committee chair calling the meeting. Any notice required under the provisions of these By-laws or as otherwise required by law shall be given in person, via telephonic or electronic means, or by mail. If mailed, such notice shall be deemed delivered when deposited in the United States mail addressed as it appears in the records of the Corporation, with postage thereon prepaid.

6.3 Quorum

A majority of members shall constitute a quorum for the purposes of conducting business at any meeting of the Executive Committee or any sub-committee designated and appointed by the Executive Committee. A quorum once attained shall continue until adjournment despite the voluntary withdrawal of enough members to leave less than a quorum.

6.4 Procedure

All meetings shall be conducted according to a standard parliamentary procedure. The Executive Committee shall seek to make decisions through the consensus. If consensus cannot be reached in a reasonable period of time, the Chair may table the decision until the next meeting or ask that a decision be made by the affirmative vote of simple majority of those present and eligible to vote. Each Executive Committee or sub-committee member shall be entitled to one vote. Members not present may vote by written proxy submitted before or at the meeting. Unless otherwise provided for in these By-laws, the act of those present in person or by proxy at a meeting at which a quorum has been attained shall be the act of the body so meeting. Except upon motion properly passed to conduct an executive session, all meetings of the Executive Committee shall be open to voting members. Executive sessions may exclude anyone not designated in the motion for executive session, but shall be only for personnel matters, property acquisition, and communication with legal counsel.

6.5 Resignation

Any Officer or sub-committee member may resign at any time by delivering written (via electronic means) notice to the Chair, Secretary, or appropriate sub-committee chair, or by giving oral or written notice at any meeting. Such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof.

6.6 Removal

The Executive Committee may remove any Officer or sub-committee member if they have knowingly violated the rules and policies of the Corporation or carried out activities without Executive Committee authorization that have legal or financial consequences for the Corporation. Such termination may take place at any Executive Committee meeting. If removal of an Officer is proposed, all Officers shall be notified of the meeting and the cause for the proposed termination.

6.7 Vacancies

A vacancy on the Executive Committee or any sub-committee, or in any office, may be filled by approval of the Executive Committee for the duration of the unexpired term. If the number of Officers in office is less than the minimum required by these By-laws, a vacancy may be filled by approval of a majority of the Officers then in office or by a sole remaining Officer.

ARTICLE 7 – ADMINISTRATION

7.1 Fiscal Year

The fiscal year shall be April 30th of each year or such other period as determined by the Executive Committee.

7.2 Books & Records

The Corporation shall keep correct and complete books and records of accounts, minutes of the meetings of the Executive Committee and sub-committees having any authority of the Executive Committee, and at its registered office the names and addresses of the Officers. All books and records shall be open for public inspection for any proper purpose at any reasonable time.

7.3 Contracts

The Executive Committee may authorize any Officer or agent of the Corporation to enter into any contract or to execute and deliver any instruments on behalf of the Corporation.

7.4 Loans

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness issued in its name unless so determined by the Executive Committee. No loans shall be made to any Officer.

7.5 Checks & Drafts

All checks, drafts, or other orders for the payment of money or other evidences of indebtedness issued on behalf of the Corporation shall be signed by such Officer or agent of the Corporation in such a manner as determined by the Executive Committee.

7.6 Deposits

All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as determined by the Executive Committee.

ARTICLE 8 – MISCELLANEOUS

8.1 Offices

The principal office of the Corporation shall be located in Pima County of the State of Arizona. The Corporation may also have offices at such other places as its business and activities may require and as the Executive Committee may, from time to time, designate.

8.2 Indemnification

The Corporation may indemnify to the fullest extent permitted by Arizona State law any person who was or is a party to or who is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that the person is or was a director, officer, employee, or agent of the Corporation against expenses (including attorneys' fees), judgments, fines, penalties, damages, and any amounts paid in settlement actually or reasonably incurred by him or her in connection with the action, suit, or proceeding. In addition, the Corporation may pay for or reimburse the reasonable expenses of an Officer, employee, or agent of the Corporation who is a party to a proceeding to the extent and under the circumstances permitted by Arizona State law.

8.3 Amendment

These By-laws may be amended by a majority vote of the Officers at any meeting of the Executive Committee provided all Officers have been notified of this purpose, and that as amended the By-laws shall not contain any provision that permits the Corporation to carry on activities not permitted by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax code, or by a corporation incorporated under the Arizona Nonprofit Corporation Act.

8.4 Dissolution

The Corporation may voluntarily dissolve and cease to operate upon the affirmative majority vote of the Officers at any meeting of the Executive Committee, provided all Officers have been notified of this purpose. Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or 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.

ADOPTION OF BY-LAWS

NESSE Nonprofit Executive Committee on March 26, 2014 adopted the foregoing By-laws.


Secretary