

**Bylaws of
American Society of Adaptation Professionals
a Texas Nonprofit Corporation**

Adopted April 13, 2015; Revised July 24, 2019

Article I

These Bylaws constitute the code of rules adopted by the American Society of Adaptation Professionals (the “Corporation”) for the regulation and management of its affairs.

Article II

Purpose

The Corporation exists for the purpose of fostering and encouraging climate resilient, adaptive communities across the country through educating the public and bringing together climate adaptation professionals and scholars to develop and implement climate resilient adaptation practices.

Article III

Board of Directors

Section 3.01. Powers. The Board of Directors (the “Board”) of this Corporation is vested with the management of the business and affairs of this Corporation, subject to the Texas Business Organizations Code, the Certificate of Formation, and these Bylaws. Directors of the Corporation need not be residents of the State of Texas or Members of the Corporation.

Section 3.02. Informal Action by Directors. Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of the Directors as would be necessary to take that action at a meeting at which all of the Directors were present and voted, provided that all other requirements of law to make such written consent effective to take the action are met.

Section 3.03. Number of Directors. The Board will consist of not less than three (3) and not more than nine (9) Directors. Upon majority resolution of the Board, the number of Directors may be increased or decreased from time to time, but in no event will a decrease have the effect of decreasing the total number of Directors to less than three (3) Directors.

Section 3.04. Term of Directors. Directors shall serve terms of three (3) years. A Director may succeed himself or herself for only one consecutive term. After serving two (2) consecutive terms, a Director must vacate their position for at least one year before seeking re-election to another term.

Section 3.05. *Election of Directors.* On an annual basis, two Board positions will come up for nomination, reappointment, or may choose retirement, provided they have not exhausted their two consecutive three-year terms. Elections or appointment of Directors filling terms that are ending will be held on an annual basis, and may be conducted coincident with the Annual Meeting of the Board and with the convening of the annual Membership Meeting. When a reappointment or replacement is made, the reappointment or replacement is effective on the date that the prior term expired (i.e., the new term does not begin on the date of the election). Directors whose terms have expired may continue serving until they are either reappointed or their successors are chosen. Nominations for new Board members will be provided by current Board members and Membership on an annual basis. Nominations will be vetted by the Board based on pre-established criteria. The current Board will appoint two new Board members, by majority vote annually, from the nomination pool, or Membership will vote for nominees and the top two will join the Board.

Section 3.06. *Newly Created Directorships and Vacancies.* Any vacancy occurring in the Board will be filled by the affirmative vote of a majority of the remaining directors even if the remaining Directors constitute less than a quorum of the Board. At the discretion of the Board, a vacancy occurring in the Board may also be filled by a vote of the Membership at a Special Membership Meeting called for that purpose. A Director elected to fill a vacancy will be elected for the unexpired term of their predecessors in office.

Section 3.07. *Staggered Terms.* There will be staggered terms of office for Directors so that two of the directorships will be up for election each year.

Section 3.08. *Resignation of Directors.* Any Director may resign at any time by delivering written notice to the Secretary or President of the Corporation. Such resignation will take effect upon receipt or, at such time specified by the written notice.

Section 3.09. *Removal of Directors.* Except as otherwise required by law or restricted by the Certificate of Formation or these Bylaws, any one or more of the Directors may be removed with cause at any time by action of the Board provided there is a quorum of not less than a majority of the entire Board present if such action is taken at a meeting of the Board.

Section 3.10. *Quorum of Directors.* Unless a greater proportion is required by law or by the Certificate of Formation or these Bylaws, a quorum for the transaction of business by the Board of Directors will be majority of the Directors. Unless otherwise provided by law or by the Certificate of Formation or these Bylaws, the act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board.

Section 3.11. Compensation. Directors shall not receive any salaries or other compensation for their services, but, by resolution of the Board, may be reimbursed for any actual expenses incurred in the performance of their duties for the Corporation, as long as a majority of disinterested Directors approve the reimbursement. The Corporation will not loan money or property to, or guarantee the obligation of, any Director.

Article IV Board Meetings

Section 4.01. Location of Board Meetings. Regular Meetings of the Board will be held at the location designated by the President or Board. Board meetings may also be held via telephone or similar communication equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet or any other technology that allows for concurrent communication of all Directors entitled to participate as designated by the President or Board.

Section 4.02. Regular and Special Meetings. The Board will hold a regular meeting annually, which will be known as the Annual Meeting of the Board. Regular Meetings of the Board will be held twice a year, or more frequently as deemed necessary by the Board. Special Meetings may be called by the President or by any three (3) of the Directors.

Section 4.03. Notice of Meetings. Notice of the Annual and Regular Meetings of the Board will be given to each Director at least seven (7) days prior to the meeting. Notice of each Special Meeting of the Board will be given to each Director at least three (3) days prior to the Special Meeting. Special meetings called to amend the Certificate of Formation or Bylaws of the Corporation will require no less than ten (10) days prior notice. Notice may be given via any acceptable means including but not limited to regular mail, e-mail, or telephone call (including voice mail).

Section 4.04. Waiver of Notice. Attendance of a Director at a meeting will constitute waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

Section 4.05. Quorum. A majority of the incumbent Directors (not counting vacancies) will constitute a quorum for the purposes of convening a meeting or conducting business. At Board meetings where a quorum is present, a majority vote of the Directors attending will constitute an act of the Board unless a greater number of Directors is required by the Certificate of Formation or any provision of these Bylaws.

Section 4.06. Actions Without a Meeting. An action required or permitted to be taken by the Board under the Texas Business Organizations Code, the Certificate of Formation, or these Bylaws may be taken without a meeting, if the number of Directors necessary to approve the action at a normal Board Meeting individually and collectively consent in writing, setting forth the action to be taken. Such written consent will have the same force and effect as a unanimous vote of the Board.

Section 4.07. Proxy Voting Prohibited. Voting by proxy is prohibited.

Article V

Executive Director

The Board may, upon resolution, appoint an Executive Director to serve at the Board's discretion and to carry out whatever tasks the Board from time to time resolves. The Executive Director will be paid an annual salary set by the Board. Subject to such supervisory powers as are vested in the Board, the Executive Director shall supervise, direct, and control the business of the Corporation and actively manage its business, and will have such other powers and duties as may be prescribed by the Board or by these Bylaws. The Executive Director may serve as the chief executive officer of the Corporation. The Executive Director shall serve as an *ex officio* member of the Board.

The Executive Director may engage in negotiations involving commitments of the resources of the Corporation or the acceptance of money or resources by the Corporation in furtherance of the purposes of the Corporation as set out in the Certificate of Formation and these Bylaws. The Executive Director will generally be expected to attend all meetings of the Board and meetings of the Membership.

Article VI

Officers

Section 6.01. *Roster of Officers.* The Corporation will have a President, President-elect, Secretary, Treasurer, and such other officers as may be appointed by the Directors. One person may hold two or more offices, except those serving as President, President-elect, or Secretary.

Section 6.02. *Election and Removal of Officers.* All officers will serve one-year terms. The election will be conducted at the Board's first meeting of the fiscal year and following the election of the new Directors filling expired terms if needed, or as soon as practical thereafter. Officers shall remain in office until their successors have been selected. The President-elect will become President when the term of their predecessor ends. Officers may serve two consecutive terms. The election of officers will be by majority vote of the Directors attending the meeting.

Section 6.03. *Vacancies.* If a vacancy occurs during the term of office for any elected Officer, the Board shall elect a new Officer to fill the remainder of the term as soon as practical, by majority vote of Directors present. If the position of President is vacant, the President-elect will become President.

Section 6.04. *Resignation.* Any Officer may resign at any time by delivering written notice to the President or Secretary. Such resignation will take effect upon receipt or, at such time specified by the written notice.

Section 6.05. *Powers and Duties of Officers.*

A. *President.* The President may serve as the chief executive officer of the Corporation. The President shall preside at all meetings of the Board and, subject to the supervision of the Board, shall perform all duties customary to that office, and shall supervise and control all of the affairs of the Corporation in accordance with policies and directives approved by the Board.

B. *President-elect*. The President-elect will be elected or appointed for a term overlapping one year with the President. The President-elect's primary responsibilities focus on preparing for their year as Board President. As such, they help oversee and are involved in Board leadership and governance, organizational and financial oversight, and consultation with the Executive Director. They serve as a member of the Executive Committee. They perform all duties of the President in the absence of or at the request of the President and serve as acting President until the next election should the President's office become vacant. The President-elect succeeds to the office of the President after serving on the Board of Directors for one year unless the position of President becomes vacant, or the President serves an additional term.

C. *Secretary*. The Secretary shall be responsible for preparing and maintaining custody of minutes of all meetings of the members and meetings of the Board, and for authenticating the records of the Corporation, shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and, in general, shall perform all duties customary to the office of Secretary. The Secretary shall have custody of the corporate seal of the Corporation, if any; and will have authority to affix the same to any instrument requiring it; and, when so affixed, it may be attested by their signature. The Board may give general authority to any Officer to affix the seal of the Corporation, if any, and to attest the affixing by their signature.

D. *Treasurer*. The Treasurer shall have the custody of, and be responsible for, all funds and securities of the Corporation. They shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board may designate. Whenever required by the Board, the Treasurer shall render a statement of accounts. They shall at all reasonable times exhibit the books and accounts to any Officer or Director of the Corporation, and shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board, and such other duties as will from time to time be assigned by the Board. The Treasurer shall, if required by the Board, give such bond or security for the faithful performance of their duties as the Board may require, for which they will be reimbursed.

Section 6.06. *Compensation of Officers*. Officers shall not receive any salaries or other compensation for their services, but, by resolution of the Board, may be reimbursed for any actual expenses incurred in the performance of their duties for the Corporation, as long as a majority of disinterested Directors approve the reimbursement.

Article VII Committees

Section 7.01. *Executive Committee*. The President, President-elect, Secretary, and Treasurer of the Corporation will constitute the Executive Committee. The Executive Committee will have the authority to act on behalf of the Corporation in between Regular Meetings of the Board. The Board must validate the actions of the executive committee at its next Regular or Special Meeting. Any such action not so validated will not be legally binding on the Corporation. The President shall act as chairperson of the Executive Committee. A majority of the Executive Committee will constitute a quorum for the transaction of business, and all decisions will be by majority vote of those present.

Section 7.02. *Other Committees.* Upon majority resolution, the Board may create other committees from time to time as it sees fit.

Article VIII Conflicts of Interest

The corporation and its Directors and Employees will comply with the Corporation's Conflict of Interest Policy, attached as Exhibit A.

Article IX Members

Section 9.01. *Enrollment of Members.* The Membership of the Corporation will consist of a single class of Members. Enrollment of Members will be contingent on the creation of a user profile at the Corporation's website, the timely payment of dues and fees, and the accepting and abiding by the rules and duties set forth in the Membership Agreement.

Section 9.02. *Membership Dues.* Members shall pay dues and fees as set forth by the Membership Agreement.

Section 9.03. *Term of Membership, Removal of Members.* The duration of Membership in the Corporation is presumed to be for the life of the Member. A Member may be removed from the Corporation's Membership with or without cause at the discretion of a majority of the Board.

Section 9.04. *Rights of Membership.* Each Member of the Corporation is entitled to one vote on each matter submitted to the Members by the Board at the Annual or Membership Meetings. The Board has the discretion to decide which, if any, matters will be submitted to the Members for a vote. No Member is entitled to any dividend or any part of the income of the Corporation or to share in the distribution of the corporate assets upon dissolution. The members of the Corporation will not be personally liable for the debts, liabilities, or obligations of the Corporation

Section 9.05. *How the Membership Can Legally Act.* The Membership may act only at a properly called meeting of the Membership where a quorum is present. The attendance of at least 10% of the Members entitled to vote constitutes a quorum for the Annual and Special Membership Meetings. A vote of a majority of the Members in attendance at an Annual or Special Membership Meeting is an act of the Membership. Voting of the Membership may be conducted via telephone or other electronic means. Notwithstanding the foregoing, a two-thirds (2/3rds) majority of the Members in attendance is required for the following acts: dissolution of the corporation, merger or consolidation with another corporation, sale of substantially all the corporation's assets, and amendments to the Corporation's Certificate of Formation.

Section 9.06. Annual Membership Meeting. The Membership will meet annually to transact any business that the Board may submit to the Members. The Annual Membership Meeting will be held at a time designated by the Board. The Annual Membership Meeting will take place at a location designated by the Board of Directors. The Annual Membership Meeting may also be held via telephone or similar communication equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet or any other technology that allows for concurrent communication of all Directors entitled to participate as designated by the President or Board.

Section 9.07. Notice of Annual Membership Meeting. The Corporation will notify Members of Annual Membership Meeting at least ten (10) days, but not more than sixty (60) days in advance of the meeting through one or all of the following means: in person; by regular mail; by telephone (including voicemail); by posting the date, time, and place of the meeting on the Corporation's Website, or through such other means as the Board authorizes.

Section 9.08. Special Membership Meeting. Special Membership Meetings may be called at any time by the President, by a vote of the majority of Board, or on written request of one-tenth (1/10th) of the Members submitted to the President or Secretary. Special Membership Meetings will be held telephonically, or via other means as the Board so designate.

Section 9.09. Notice of Special Membership Meeting. Notice of Special Membership Meetings will be given in the same manner as notice for the Annual Membership Meeting as provided for in Section 9.07, except that the will include the purpose for which the meeting is called.

Section 9.10. Proxy Voting Prohibited. Voting by proxy is prohibited.

Article X Indemnification

Section 10.01. Insurance. The Corporation may provide indemnification insurance for its Board members, and the Board shall select the amount and limits of such insurance policy.

Section 10.02. Indemnification. To the extent permitted by law, any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that she or he is or was a Director or Officer of the Corporation will be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by them (or by their heirs, executors or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein.

Section 10.03. Limits on Indemnification. Notwithstanding the above, the corporation will indemnify a person only if they acted in good faith and reasonably believed that their conduct was in the corporation's best interests. In the case of a criminal proceeding, the person may be indemnified only if they had no reasonable cause to believe their conduct was unlawful.

Article XI Operations

Section 11.01. *Execution of Documents.* Unless specifically authorized by the Board or as otherwise required by law, all final contracts, deeds, conveyances, leases, promissory notes, or legal written instruments executed in the name of and on behalf of the Corporation will be signed and executed by the Executive Director and the President (or such other person designated by the Board), pursuant to the general authorization of the Board. All conveyances of land by deed will be signed by the President or two other members of Executive Committee and must be approved by a resolution of the Board.

Section 11.02. *Disbursement of Funds.* Financial transactions which have a value of \$5,000 or more will require majority approval of the Board or Executive Committee if a majority of the Board is not immediately available to vote on the transaction. In all other transactions, the Executive Director may dispense with the funds of the Corporation in accordance with the annual budget approved by the Board and the purposes of the Corporation as set out in the Certificate of Formation and these Bylaws. Notwithstanding the above, all checks or disbursements of more than \$5,000 from any of the Corporation's accounts will require the signatures or written approval of at least two of the following: the Executive Director, President, President-Elect, Secretary, or Treasurer.

Section 11.03. *Amendment to Certificate of Formation or Bylaws.* The Certificate of Formation of the Corporation may be adopted, amended, or repealed, in part or in whole, by a two-thirds (2/3rds) majority vote of the Board of Directors then in office pursuant to the procedure outlined in §§ 22.105 to 22.108, 22.164 of the Texas Business Organizations Code, as now in effect or as may hereafter be amended. The Bylaws of the Corporation may be adopted, amended, or repealed, in part or in whole, by a two-thirds (2/3rds) majority vote of the Board of Directors then in office.

Section 11.04. *Records.* The Corporation will keep correct and complete books, records of account, and will also keep minutes of the proceedings of the Board and Committee Meetings. The Corporation will keep at its principal place of business the original or a copy of its Bylaws, including amendments to date certified by the Secretary of the Corporation.

Section 11.05. *Inspection of Books and Records.* All books and records of this Corporation may be inspected by any Director for any purpose at any reasonable time after written demand.

Section 11.06. *Loans to Management.* The Corporation will make no loans to any of its Directors or Officers.

Section 11.07. *Fiscal Year.* The fiscal year for the Corporation will be the year, October 1st - September 30th.

Section 11.08. *Audit.* The Corporation will have an annual audit to be completed by December 31st of each year for the previous fiscal year.

Section 11.09. *Evaluation of Executive Director.* The evaluation of the Executive Director will occur annually, at the in-person Board meeting or a time designated by the Officers. The Board

will base the performance evaluation on Board Meeting Minutes, fulfillment of Annual Workplan, guidance from the Strategic Plan, and *Goals and Performance Evaluation* framework, all of which the Secretary will provide. The President and Secretary will solicit verbal input from the Board in a closed Executive Session. The Board also may choose to solicit outside input in a transparent manner from funders, partners, or members in good standing. Based on Secretary compilations, the Officers will draft an evaluation for review and consensus approval by the Board, including revised compensation. The evaluation will be signed by the Officers, filed by the Secretary, and provided to the Executive Director, followed by a 360-feedback discussion session with the Executive Director and Officers, including compensation and expectations for the subsequent year.

Section 11.10. Gender. Throughout these Bylaws the use of a gender-specific term will be interpreted to include both the feminine and the masculine.

Certification

I hereby certify that these Bylaws were adopted by the Board of the American Society of Adaptation Professionals at its meeting held on April 13, 2015.

[Name of Secretary]
Secretary

Exhibit A

**American Society of Adaptation Professionals
Conflict of Interest Policy**

Article I

Purpose

The purpose of the conflict of interest policy is to protect the American Society of Adaptation Professionals' (the "Organization") interests 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 not only serves to protect the Organization against legal consequences, but also protects the Organization from entering into transactions that create the appearance of impropriety. 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.

Article II

Definitions

1. Interested Person

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

2. 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 Article III, Section 2, 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.

Article III Procedures

1. **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.

2. **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, the individual 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 or if the transaction or arrangement creates the appearance of impropriety.

3. **Procedures for Addressing the Conflict of Interest**

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. 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.
- c. 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 or the appearance of impropriety.
- d. If it is not reasonably possible to secure a more advantageous transaction or arrangement that does not give rise to a conflict of interest or appearance of impropriety, 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, the governing board or committee shall make its decision as to whether to enter into the transaction or arrangement.

4. **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.

Article IV **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.

Article V **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.

Article VI **Annual Statements**

Each director, principal officer and member of a committee with governing-board delegated powers shall annually sign a statement that 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 that accomplish one or more of its tax-exempt purposes.

