

BYLAWS OF
HEALTH AND CLIMATE FOUNDATION, A NON-PROFIT CORPORATION

ARTICLE I

Name and Purpose

1. The name of this corporation shall be the Health and Climate Foundation
2. The organization may at its pleasure change its name by vote of the Board of Directors
3. The principle offices of this corporation shall be located in the District of Columbia
4. The purpose and mission of this corporation is to reduce the burden of disease by raising awareness and providing funding for public health projects for the benefit of people everywhere. It aims to support better understanding of the connections between health, climate and other environmental factors and to support better use of this information at national levels and within local communities.
5. This corporation is organized exclusively for charitable, scientific and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
6. This corporation provides equal opportunities in employment and programming, including Title IX and ADA requirements.

ARTICLE II

Members

1. Members shall consist of the Board of Directors.

ARTICLE III

Board of Directors

1. **General:** The Board of Directors is overall responsible for the policy, management and direction of the non-profit corporation and delegates responsibility of day-to-day operations to the staff and committees. The Board of Directors shall consist of no fewer than five (5) and no more than eleven (11) executive members, and one (1) to three (3) non executive members appointed by the President. All members of the Board have equal voting rights and privileges. The total number of Board members shall not exceed fourteen (14). The group of nine (9) Board members in place as of March 1 2008 will remain in office until the 2011 Annual Meeting.
2. **Qualifications:** A Director shall be committed to the purpose and rules of this corporation.
3. **Terms:** Initially directors shall be elected to serve terms of office of three (3) years. Thereafter a Director shall serve for a term of two (2) years. A Director may be re-elected. Elections shall be

held at the annual meeting. Each Director shall serve until his or her successor has been elected and qualified.

4. **Vacancies:** Vacancies on the Board shall be filled by a vote of the majority of the Corporation's Directors.
5. **Resignation:** Any Director may resign at any time by giving written notice to the President or to the Secretary. The resignation of any Director shall take effect at the time specified in such notice, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
6. **Compensation.** Directors shall not be paid compensation, other than reasonable expenses, for the performance of their duties.
7. **Removal:** The position of a Director with three unexcused absences from consecutive regular meetings shall be immediately vacant.

ARTICLE IV

Officers

1. **Officers:** Officers of this corporation shall be a President, Vice President, Secretary, and Treasurer, all of whom must be Directors.
2. **Terms:** The officers shall be elected for terms of two years by a majority vote of the Board of Directors. Officers may succeed themselves. All officers shall hold office until their successors have duly elected and qualified.
3. **Responsibilities:**
 - a. The President (or, in his or her absence, the Vice President) shall preside at all meetings of the Board of Directors; shall present a report annually of the work of the corporation for the preceding year at the annual meeting; shall appoint all committees with the consent of the majority of the Board of Directors; and shall be an ex officio member of all committees.
 - b. The Vice President shall assist the President in carrying out his/her activities, and shall act on behalf of the President in his/her absence.
 - c. The Secretary shall issue notice of all meetings, shall be responsible for the keeping and maintaining of corporate minutes, records, reports, and other documents pertaining to the affairs of the Corporation.
 - d. The Treasurer shall be responsible for the custody of all moneys and securities of the Corporation, and shall have responsibility for keeping of regular books of account with respect thereto.
4. **Vacancies:** Vacancies in any of the offices of the corporation shall be filled for the unexpired term by a majority vote of the Board.
5. **Resignation:** Any officer may resign at any time by giving written notice to the President or to the Secretary. The resignation of any officer shall take effect at the time specified in such notice, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE V

Meetings and Committees

1. **Annual Meetings:** The annual meeting of the Board shall be held each year, at a time and place convenient to members of the Board. Board members unable to attend in person may do so via proxy or may participate in the meeting via video, telephone or other electronic communication. The date, time and place of each meeting shall be established by the Board of Directors. The Secretary shall give adequate notice to the members of the Board of not less than twenty (20) and not more than sixty (60) days before the meeting date.
2. **Special Meetings:** Special meetings of the Board may be called at any time by the President, or by a majority of the Board. The secretary shall give adequate notice to all members of the Board, not less than three days (3) before the special meeting. The notice calling for a special meeting of the Board shall state the purpose(s) thereof. Board members unable to attend in person may do so via proxy or may participate in the meeting via video, telephone or other electronic communication.
3. **Consent and waiver:** The timeline provision for notice of the preceding sections need not apply if consent and waiver forms are signed by a majority of the Directors.
4. **Quorum.** Members present at a properly noticed meeting shall constitute a quorum to do business.
5. **Unanimous written consent:** A decision of the Board shall be valid and official without a meeting of the Board, if the decision in writing is signed by all members of the Board.
6. **Proxy Votes.** A proxy vote in writing shall be considered valid for actions requiring a majority of the Directors and will be held for a period of not less than twelve (12) months.
7. **Committee formation:** The Board may create committees as needed, such a fundraising, grant awards, public relations, etc. The Board Chair appoints all committee chairs.
8. **Executive Committee:** The four officers serve as the members of the Executive committee. Except for the power to amend the articles of incorporation and the bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board, and is subject to the direction and control of the full Board.
9. **Finance Committee:** The treasurer is the chair of the Finance Committee, which includes three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget and all expenditures must be within budget. Any major changes in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the corporation are public information and shall be made available to the Board Members and the public.
10. **Grants Committee:** The Vice President is the chair of the Grants Committee, which is responsible for developing and implementing procedures for the award of grants to organizations and individuals in furtherance of the mission and purpose of the corporation.

ARTICLE VI

Finances

1. All financial accounts in any financial institution shall be held in the name of the corporation with authority in either the President or an officer of the corporation, or an individual authorized by majority vote of the Board to act and sign for the corporation on financial matters.

ARTICLE VII

Amendments

1. **Amending Articles:** The articles of incorporation may be amended by a vote of a majority of the Board of Directors.
2. **Amending the Bylaws:** The bylaws of this corporation may be amended by a vote of a majority of the Board of Directors.

CERTIFICATION

These bylaws were approved at a meeting of the Board of Directors by a two-thirds majority vote on January 10, 2008.



President

Date: January 10, 2008