

**BYLAWS  
OF  
AMERICAN COLLEGE OF ENVIRONMENTAL LAWYERS INCORPORATED**

**ARTICLE I. NAME.**

The name of this Delaware nonprofit corporation is the “American College of Environmental Lawyers Incorporated” hereinafter referred to as “the College.”

**ARTICLE II. NATURE AND PURPOSE OF THE COLLEGE.**

**Section 1. Nonprofit.** The College is not organized for pecuniary gain or profit, incidental or otherwise, and no part of the income of the College may inure to the benefit of any individual, except that reasonable compensation may be paid for services rendered.

**Section 2. Purpose.** The American College of Environmental Lawyers is a professional association of lawyers distinguished by their experience and high standards in the practice of environmental law, and who are dedicated to maintaining and improving the standards of the practice of environmental law, the administration of justice and the ethics of the profession and contributing to the development of environmental law. It brings together members of the profession who are thus qualified and who, by reason of their abilities and integrity, will contribute to the accomplishments and good fellowship of the College.

**ARTICLE III. MEMBERSHIP.**

**Section 1. Environmental Law.** For purposes of membership eligibility in the American College of Environmental Law, the practice of environmental law means the practice of law involving the protection of the environment.

This includes, but is not limited to, the practice of law under any of the following statutes, or their counterparts in State and other jurisdictions of the United States, as well as related tort actions and business transactions: (1) Clean Air Act, (2) Clean Water Act, (3) Comprehensive Environmental Response, Compensation and Liability Act, (4) The Resource Conservation and Recovery Act, (5) The Toxic Substances Control Act, (6) National Environmental Policy Act of 1969, (7) Endangered Species Act, (8) Surface Mining Control and Reclamation Act, and (9) Federal Insecticide, Fungicide and Rodenticide Act.

**Section 2. Categories of Membership.** There shall be four (4) categories of membership in the College as follows: (a) Charter Fellows, (b) Fellows, (c) Emeritus Fellows and (d) Honorary Fellows.

**(a) Fellow.** Except as provided by unanimous consent of the Board, any lawyer in the practice of law who is licensed to practice in the highest court of any state or jurisdiction of the United States, and who has had substantial experience in environmental law for a period of not less than fifteen (15) years, and whose professional activities have been at least 50% in the area of environmental law for the last five years before becoming a

member shall be eligible for election as a Fellow of the College. Provided that in recognition of their efforts in the establishment of the College, all persons elected in calendar year 2007 shall be entitled to the designation Charter Fellows.

**(b) Emeritus Fellow.** A Fellow shall be eligible for admission to the status of Emeritus Fellow when he either attains the age of seventy years or ceases to engage in the active practice of law for reasons satisfactory to the Board of Regents (the “Board”). The Board has the authority in its discretion to admit an eligible Fellow to the status of Emeritus Fellow. Emeritus Fellows shall have all the rights of Fellows but shall be relieved of the obligation to pay dues.

**(c) Honorary Fellow.** Lawyers, judges, teachers and others of preeminent distinction who have made substantial contributions to the field of environmental law, may be elected Honorary Fellows of the College by a vote of three-quarters of the full membership of the Board, provided thirty (30) days notice of any such nomination is given to the Board in writing prior to any such meeting. No more than two (2) Honorary Fellows may be admitted in any year.

### **Section 3. Qualification Requirements for Membership in The American College of Environmental Lawyers.**

**(a)** Membership of the American College of Environmental Lawyers shall be limited to those lawyers in private practice, government service, academia or not-for-profit organizations in the field of Environmental Law who have not only achieved preeminence in the field of environmental law but who have also helped others in the field by sharing knowledge through writing or programs.

**(b)** Geographic location of those who are elected as Fellows in the American College of Environmental Lawyers should not be arbitrarily concentrated in metropolitan areas or distributed in rural areas or denied to any area of the United States except as limited by the percentage limitations set out in the bylaws of the College.

**(c)** Membership in the American College of Environmental Lawyers shall be limited to those lawyers who are outstanding and considered to be the best in each state or jurisdiction of the United States.

**(d)** High ethical and moral standards and excellent character are indispensable attributes of any individual who is admitted to membership. No individual shall be admitted to fellowship who lacks these qualities.

**(e)** Membership in the American College of Environmental Lawyers is limited to those lawyers who are actively engaged in environmental legal work. However, membership shall not be limited to simply one area of environmental practice and in fact should include outstanding lawyers from all fields of environmental practice who meet the qualification requirements.

(f) No person otherwise qualified shall be excluded from consideration for fellowship or denied fellowship in the American College of Environmental Lawyers because of that individual's race, sex, religion or national origin.

**Section 4. Limitation on Membership.** Except upon unanimous vote of the Board of Regents, not more than one percent (1%) of the lawyers licensed to practice in a state may be elected as Fellows. The membership of an Emeritus Fellow, an Honorary Fellow or a Fellow who is sixty-five or more years of age and has been a Fellow for five or more years is not to be charged against the one percent membership limitation per state.

**Section 5. Election to Membership.**

(a) Membership is by nomination and approval as provided in these bylaws.

(i) The Nominating Committee may nominate a candidate by acting upon a proposal received from a Fellow. Any Fellow may propose the nomination of an eligible lawyer for Fellowship if the proposal is supported by detailed letter of qualification. No more than one application in a calendar year shall be accepted from a proposer in the same entity as the nominee. No application shall be accepted from a proposer who is related by birth or marriage to the nominee. The proposal shall be filed with the chair of the Nominating Committee. A member of the Nominating Committee shall not participate in the committee's consideration for proposal of a partner, associate or relative of that committee member.

(ii) When a person is nominated who is a member of an entity which is already represented in the College by two or more Fellows, the fact of such multiple existing membership, as well as facts pertaining to the size of the firm or entity, the size of the legal department of which the person is a member, the location of practice of the nominee and the locations of practices of the existing members, the type of environmental practice of the firm or entity, the special skills of the nominee which differentiate the nominee from the other members of the firm or entity who are members of the College (by status or skill), and the relative activity or inactivity of the other members in practice and in the College shall be specifically addressed in the nomination form described in subparagraph (b) hereof. The Nominating Committee shall give specific consideration to the number of members of a given firm or entity.

(iii) The name of a nominee shall be circulated to all Fellows for comments prior to submission of the nomination to the Board for consideration.

(b) The President or his/her designee shall inform each nominee whose nomination has been approved by the Board that the College is considering the extension of an invitation to Membership. The nominee may be requested to submit, a statement of qualifications. After receipt of the recommendations of the Nominating Committee, the Board shall vote upon the question of whether the nominee shall be elected to Membership. The affirmative vote of two-thirds of the voting members of the Board is required to approve a nomination or to elect a Fellow. The Board may reconsider and revoke

its decision to elect a nominee to Fellowship at any time before the nominee is inducted if information becomes available that the nominee does not meet the standards for admission to the College.

(c) Whenever practicable, a nomination shall be presented to and acted upon by the Board of Regents at its next regular or special meeting which is not less than thirty days subsequent to the receipt of the nomination.

(d) All discussions, proceedings, letters and reports incident to proposals and nominations for Fellowship shall be held in strictest confidence. Except as provided in subparagraph (b) hereof, no person shall be informed, directly or indirectly, that he is under consideration for nomination or has been nominated as a Fellow.

(e) This Section 4 shall not apply to the charter membership of the College.

**Section 6. Nominating Committee.** The President-Elect shall appoint a Nominating Committee. The Committee's duties shall include initiation of nominations for Fellowship, the consideration or proposals for nominations and the fulfillment of assignments made to it by the President of the College or by the Board of Regents. Each Committee member shall be appointed for a term of one calendar year and shall consist of a chair and as many other Fellows of the College from that jurisdiction as the President-elect shall determine. Beginning October 1, 2008, the President-elect shall appoint a Regent as a liaison to the Nominating Committee, who shall serve as an ex officio member thereof but shall not be entitled to vote.

#### **Section 7. Fees, Dues and Contributions.**

(a) The Board of Regents shall, from time to time, determine the amount of induction fee chargeable to each nominee to Fellowship and the amount of annual dues and contributions chargeable to Fellows. Honorary Fellows are not required to pay an induction fee. Honorary Fellows and Emeritus Fellows are not required to pay annual dues or contributions.

(b) The calendar year shall be the fiscal year of the College. On or before December 1, the College shall send each Fellow, by first class mail, a statement of the dues payable by him/her for the next fiscal year, specifying that the dues are payable on receipt of the statement.

(c) Promptly following each induction, the College shall send to each nominee for Fellowship, by first class mail, a statement of the amount of the induction fee specifying that the fee is payable on receipt of the statement. If the fee is not paid within three months of his induction, his/her membership automatically terminates and his/her name shall not be included in the roster of Fellows of the College.

**Section 8. Rights to Vote and Hold Office.** The right to vote and to hold office in the College shall be limited to Fellows.

## **Section 9. Expulsion and Discipline.**

(a) The Board, by a vote of two-thirds of those present at a meeting conducted in person or via telephone, and entitled to vote, may expel from membership, call for the resignation of, or otherwise discipline or censure any Fellow of the College for reasonable cause which includes, but is not limited to, misconduct in the Fellow's relation with the College, conduct discreditable to the College or the profession, or injurious or derogatory to the order, dignity, peace, reputation, interests, purposes and objectives of the College. A Fellow charged with such misconduct shall be given written notice of the charges, mailed to the Fellow's address appearing on the membership roster, and provided an opportunity for hearing at a time and place designated in the notice, not less than twenty (20) days from the date of the mailing. The Board may delegate a committee of members to conduct such a hearing, and make investigation in the matter, and to report its conclusions to the Board which may act upon the report without further notice or hearing.

(b) Any Fellow disbarred from the practice of law pursuant to disciplinary procedures of any bar organization or of any court shall cease to be a Fellow of the College.

(c) Any Fellow who is more than three (3) months delinquent in the payment of membership fees shall be dropped from membership and shall not be eligible for reelection until the delinquency has been remedied. The Secretary shall notify a Fellow of prospective termination of membership for nonpayment of dues by written notice mailed to the Fellow's address appearing on the membership roster, not less than fifteen (15) days prior to date of termination. The Board may, for good cause, abate any delinquency in the account of a Fellow with respect to the period preceding such member's election as an Honorary or Emeritus Fellow.

**Section 10. Refunds.** No dues shall be refunded to any Fellow whose membership terminates for any reason, unless such refund is approved by the Board.

## **ARTICLE IV. MEETINGS.**

**Section 1. Annual Meeting of the College.** The College shall hold an annual meeting and any other meetings at times and places selected by the Board of Regents. Meetings of the College may be called at any other time by the President or by order of the Board or upon a written call signed by not less than twenty percent of the Fellows. At least thirty (30) days advance notice of the time and place of any meeting must be given by the Secretary by mail, postage prepaid, or by electronic mail addressed to each Fellow at his address as listed in the roster of Fellows.

**Section 2. Voting.** At all meetings of the College, each member entitled to vote may do so by any means authorized by Delaware law, but not by proxy. At all elections of members of the Board, each Fellow entitled to vote may cast as many votes as there are Regents to be elected but may cast no more than one (1) vote for any one candidate. Election of Regents and the passage of all resolutions shall require a majority of these Fellows present

and voting, unless, by provision of law, Bylaw or prior resolution, a greater number shall be required.

**Section 3. Quorum.** The participation of ten percent (10%) of the Fellows entitled to vote at any meeting of the College, or twenty percent (20%) of the Fellows (exclusive of members of the Board) entitled to vote who shall have, in writing or electronic mail to the Secretary, signified their intentions of attending such meeting, whichever is the smaller number, shall constitute a quorum for the transaction of business. The Fellows present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Fellows to leave less than a quorum.

**Section 4. Notice of Meeting.** The College shall cause written notice, either by first class mail or by electronic mail, of the time and place of any meeting of the College to be given to each Fellow at the address shown on the records of the College. If the notice is mailed, it shall be deposited in the United States Mail, at least four days before the time of the holding of the meeting. If the notice is delivered by electronic mail, it shall be delivered at least 24 hours before the time of the holding of the meeting.

**Section 5. Attendance.** All Fellows of all categories shall be entitled to attend any meeting of the College and to speak upon all issues discussed.

## **ARTICLE V. BOARD OF REGENTS.**

**Section 1. Powers.** The Board of Regents shall have control and management of all property, business and affairs of the College, and may adopt any procedure or method of performing its duties, including the delegation of duties, or otherwise which it believes to be in the best interests of the College, unless otherwise provided by law or by these Bylaws or prior resolution.

### **Section 2. Membership Election and Terms of Office.**

(a) The initial Board of the College shall be the Founding Regents. The Founding Regents shall hold office until the September 2009 annual meeting of the College.

(b) The Board shall set by resolution the number of the Board which shall consist of no more than 25 and no fewer than 12 Regents elected from among Fellows by those Fellows entitled to vote. In all elections, beginning in 2009, each Regent so elected shall serve for a term of up to three (3) years, but the terms shall be staggered so that no fewer than four (4) Regents shall be elected at each annual meeting of the College. The term of office of each Regent shall commence at the conclusion of the annual meeting of members at which elected, and shall end at the conclusion of the annual meeting of members at which a successor is elected. The Board may employ on behalf of the College such staff as it deems necessary.

**Section 3. Board and Officer Nominations.** Beginning in 2009, at least one hundred twenty (120) days prior to the annual meeting of the College, the President shall

appoint an Elections Committee composed of at least five (5) Fellows in good standing entitled to vote, not more than three (3) of whom shall be members of the Board of Regents. The Elections Committee shall nominate as many members for election as Regents as there will be vacancies to be filled at the annual meeting, and shall nominate the officers. The Elections Committee shall report all such nominations to all Fellows at least sixty (60) days prior to the annual meeting. Other nominations for the Board of Regents may be made by a writing signed by not less than ten (10) Fellows of the College entitled to vote, and submitted to the Secretary not less than thirty (30) days prior to the annual meeting of the College.

(a) No more than two (2) of the nominees for Regent in any year shall be incumbents having served one (1) full three-year term.

(b) No Regent, who shall have failed to attend a majority of the annual, midyear or special meetings during the Regent's term of office without having been excused by the Board of Regents, shall be eligible for reelection for a consecutive term.

(c) No Regent shall serve more than two (2) terms of three (3) years each consecutively, but a Regent who has served two (2) such terms shall, after one (1) year out of office, again be eligible for election.

**Section 4. Vacancies.** Vacancies on the Board of Regents shall be filled for the unexpired term by election at the next annual meeting of the College following the occurrence of such vacancy. The Board of Regents may appoint an eligible Fellow to serve as Regent until the vacancy is filled by election.

**Section 5. Notice of Meetings.** The College shall cause written notice of any meeting of the Board of Regents to be given to each Regent and each nominee for Regent who, in the event of his election, would take office at or prior to the meeting. Notice of the time and place of meetings shall be delivered personally or by telephone to each Regent or sent by First Class Mail or electronic mail addressed to each Regent at that Regent's address as it is shown on the records of the College. If the notice is mailed, it shall be deposited in the United States Mail, at least four days before the time of the holding of the meeting. If the notice is delivered personally, by telephone or by electronic mail, it shall be delivered at least 24 hours before the time of the holding of the meeting.

**Section 6. Action Without Meeting.** Any action required or permitted to be taken at any meeting of the Board of Regents may be taken without a meeting if written consent to such action is signed by all the Regents, and such written consent is filed in lieu of minutes of such meeting. For purposes of this section, written consent includes electronic mail.

**Section 7. Quorum.** A majority of the Regents shall be necessary to constitute a quorum for the transaction of business except to adjourn.

**Section 8. Service Without Compensation.** Regents shall serve without compensation, but may receive reimbursement for authorized out-of-pocket expenses incurred on behalf of the College.

## **ARTICLE VI. OFFICERS.**

### **Section 1. Officers.**

(a) The officers of the College shall be the President, President-Elect, Secretary and Treasurer.

(b) The Board may appoint such other officers, assistant officers and agents as the Board may deem necessary, and shall delegate to such officers their respective powers and duties.

### **Section 2. Nomination and Election.**

(a) The President-Elect, Vice President, Secretary and Treasurer of the College shall be nominated from the membership of Fellows of the College by the Nominating Committee as and in the manner provided in Article V, Section 3 of these Bylaws. Other nominations for such officers may be made by a writing signed by not less than three (3) members of the Board entitled to vote for the election of such officers and submitted to the Secretary not less than thirty (30) days prior to the meeting of the Board at which officers are to be elected.

(b) The officers, other than the President, shall be elected by the Board at its annual meeting. The term of each officer shall be one (1) year, ending during the annual meeting of the Board as soon as that officer's successor has been elected; provided, however, that the President-Elect shall automatically succeed to the Presidency upon termination of the term of the then incumbent President, which shall be one year starting at the annual meeting of the Board or upon earlier removal, resignation or death; and provided further that all other officers shall serve until their successors in office have been elected. In the event the President-Elect is required to fill an unexpired term in the office of President, the President-Elect shall serve as President for both the remainder of the unexpired term and the term which he would have otherwise served in that office. The President, President-Elect, Secretary and Treasurer of the College shall serve as members of the Board during their terms of office with full voting powers. Following the expiration of a completed term of office the Past President shall become a member of the Board for the year following such term, and thereafter shall become a nonvoting Honorary Fellow of the Board with the right to attend all meetings of the Board for so long as the Past President shall be a Fellow.

**Section 3. Removal and Resignation.** Any officer may be removed, with or without cause, by a resolution of the Board at a regular or special meeting of the Board. Any officer may resign at any time by giving written notice to the President and the Secretary of the College.

**Section 4. President.** The President shall be the chief executive officer of the College and, subject to the control of the Board, shall have general supervision, direction and control of the affairs of the College. He shall preside at all meetings of the College and at all meetings of the Board. He shall be *ex officio* a member of all standing committees, and shall have the general powers and duties of management usually vested in the office of President of a corporation, including the power to appoint all committees of the Board and all

committees of the College, and shall have such other powers and duties as may be prescribed by the Board or the Bylaws.

**Section 5. President-Elect.** In the absence or disability of the President, the President-Elect shall perform all the duties of the President; and when so acting shall have the powers of and be subject to all the restrictions upon the President. The President-Elect shall have such other powers and perform such other duties as from time to time may be prescribed by the Board.

**Section 6. Secretary.**

(a) The Secretary shall keep, or cause to be kept, (i) a book of minutes, at the principal office of the College or at such other place as the Board may order, of all meetings of the Board as well as of meetings of the College with the time and place of holding, how authorized, the notice given, and the names of those present, and (ii) a membership register, showing the name and category of membership of each member and the dates upon which such membership commenced and terminated.

(b) The Secretary shall give, or cause to be given, notice of all meetings of the College and of the Board, as required by law, the Bylaws or prior resolution, and he shall have the seal of the corporation in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

(c) The duties of the Secretary as set forth in these Bylaws may be delegated by the Secretary at any time with the consent and approval of the President.

**Section 7. Treasurer.**

(a) The Treasurer shall keep and maintain all financial records of the College and be responsible for the funds of the College, shall make such reports as the Board of Regents may require and shall discharge any other duties that are incident to the office or that the Board may require.

(b) Such duties of the Treasurer as may be specified by a resolution of the Board may be delegated to a designated member of the staff of the College, or to any member of the College.

**Section 8. Vacancies.** Subject to the provision of Article VI, Section 2(b) of these Bylaws, any vacancy that may occur in the office of the President, President-Elect, Treasurer or Secretary may be filled by a majority vote of the Board. An officer so elected shall hold office until the conclusion of the next annual meeting of the Board.

**ARTICLE VII. EXECUTIVE COMMITTEE; OTHER COMMITTEES.**

**Section 1. Executive Committee.** The Executive Committee shall consist of the President, President-Elect, Secretary, Treasurer and Immediate Past President and the chairs of other committees created by the President under Section 2 hereof. The President shall be the Chairman of the Committee and the Secretary shall be the Secretary of the

Committee. During the interim between the meetings of the Board, the Executive Committee shall have the power to manage and conduct the business and affairs of the College except that it shall not have the power to amend the Bylaws, fix fees and contributions, elect Fellows of the College or adopt rules and regulations with respect to such election. The Secretary shall keep and maintain minutes of all meetings of the Executive Committee and its activities and shall report with respect thereto to the Board at its next meeting.

**Section 2. Other Committees.** The President may create such other committees with such numbers of members as the President may from time to time deem advisable to further the purposes of the College.

**Section 3. Quorum.** A majority of the members of any committee shall constitute a quorum for the transaction of business.

**Section 4. Notice of Meetings.** Notice of all regular meetings of any committee shall be given to committee members not less than ten (10) days before the meeting is held. Notice of special meetings of any committee may be given by telephone or electronic mail at least twenty-four (24) hours before the meeting is held.

## **ARTICLE VIII. FINANCE AND PROPERTY.**

**Section 1. Fiscal Period.** The fiscal period of the College shall be the calendar year unless otherwise established by the Board.

**Section 2. Ownership of Property.** The title to any property, equipment or apparatus heretofore or hereafter acquired and owned shall be assigned, transferred and vested in the name of the College, or its nominee, as directed by the Board.

## **ARTICLE IX. AMENDMENT OF BYLAWS.**

Amendment of these Bylaws may be proposed at any time by either (a) a recommendation of the Board, or (b) a recommendation to the Board from not less than twenty (20) members entitled to vote suggesting a Bylaw amendment. In the event that the Board proposes a Bylaw amendment or receives such a recommendation for amendment, the Board shall give notice to all Fellows of the proposed Bylaw amendment, which shall be considered at the next regular meeting of the College to be held not less than sixty (60) days nor more than one hundred eighty (180) days following such notice. Any such amendment must be approved by at least two-thirds of the Fellows entitled to vote attending the meeting.