

BYLAWS OF
THE CLEAN AIR FORCE OF CENTRAL TEXAS
A NONPROFIT CORPORATION

ARTICLE 1. PURPOSE

The express purpose of the corporation is to promote the maintenance of air quality in the counties of Travis, Bastrop, Caldwell, Hays and Williamson, and surrounding areas. More particularly, the corporation will promote public interest in the maintenance of clean, clear air. It shall do so by educating the residents about the detriments of air pollution. The corporation will also research and promote the methods by which Central Texans can live fruitful and productive lives while minimizing those activities and behaviors that produce air pollution.

The corporation will act as a coordinator and clearinghouse for air quality programs in the Central Texas area. The corporation will also advise responsible government agencies on air quality issues in the Central Texas area. In doing so it will work cooperatively with all segments of the community, including, but not limited to: the Federal and State government, local and regional governments; health, neighborhood, civic, educational and environmental organizations; and business and commercial activities. It shall do so by promoting, supporting, and conducting air quality programs such as ozone action days and action plans, public education campaigns, traffic control improvement, trip reduction programs, alternative fuel programs, auto emissions testing-control, industrial/commercial emissions monitoring, and low/non-polluting forms of transportation.

The hallmarks of these programs shall be that they will be voluntary and cost-effective. The corporation shall study the impact of existing air quality programs and other air quality research and shall develop programs based on the best data available to educate, instruct and promote life styles and business practices that best integrate human activity and the prevention of air pollution.

ARTICLE II. OFFICES

1. Mailing Address. The mailing address of the corporation is P.O. Box 29295, Austin, Texas 78755.
2. Other Offices. The corporation may have such other offices within or without the State of Texas, as the Board of Directors may determine, or as the affairs of the corporation may require from time to time.

ARTICLE III. BOARD OF DIRECTORS

1. General Powers. The Directors shall act only as a board and an individual Director shall have no power as such unless there is at the time only one Director. All corporate powers shall be exercised by, or under the authority of, and the business and affairs of the corporation shall be controlled by the Board of Directors, subject, however, to such limitations as are imposed by law, the articles of incorporation, or these bylaws.

2. Number, Tenure, and Qualification.

a. In order to ensure that the Board of Directors will be considered legitimate and genuine to the bulk of the residents, its composition should reflect the diversity of the community. The Board of Directors shall be the sole arbiter as to whether a particular person elected as director is representative of a particular segment of the community. Therefore, the Board of Directors shall consist of up to thirty-nine (39) persons, including the Board of Directors Chair, Vice-Chair, Secretary/Treasurer for their term of office, and one representative of each organization of the following three sectors of the community:

Government/Quasi-government Sector

Travis County
 City of Austin
 Williamson County
 City in Williamson County
 Hays County
 City in Hays County
 Bastrop County
 City in Bastrop County
 Caldwell County
 City in Caldwell County
 Department of Transportation
 University Community
 Capital Metro
 Downtown Maintenance Organization
 Metropolitan Planning Organization
 Mobility Authority
 Lower Colorado River Authority
 Texas Commission on Environmental Quality
 State Official
 Council of Governments

Business Sector

Greater Austin Chamber of Commerce
 Asian/Hispanic/Capital City/Women's Chamber of Commerce
 Major Industry
 Small Business
 Retail Business
 Real Estate Industry
 Gasoline Retailers

Civic/Community Sector

Health Organization
 Environmental Organization
 Neighborhood Organization

Medical Community
At-large

The number of Directors may be changed from time to time by resolution of the Board of Directors. Directors shall serve until their successors are duly elected and qualified, or until such Director resigns or is deemed to have resigned as herein provided. A director may be removed during his or her term by majority vote of the directors.

b. Board members may designate in writing an alternate who is a representative of the Board member's organization to have the same privileges as the Board member.

c. Vacancies in the Board of Directors resulting from any cause, and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by a majority vote of the remaining Directors, or by a sole remaining Director.

d. The Board of Directors may appoint one or more Advisory Directors who shall not have voting privileges, for such terms as the Board may deem advisable.

3. Regular Meetings. The Board of Directors shall meet at least twice yearly, at such time and date as provided by resolution of the Board or on such other date or at such other address as is specified by the Board of Directors Chair. In addition, the Board of Directors may provide, by resolution, another time, date, and place of such meeting, either within or without the State of Texas, and for the holding of additional regular meetings of the Board without other notice than such resolution.

4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Board of Directors Chair or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place either within or without the State of Texas as the place for holding any special meeting of the Board called by them.

5. Notice. Notice of any special meeting of the Board of Directors shall be given at least five (5) days previously thereto by written notice delivered personally or sent by mail, fax, or e-mail to each Director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except when 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. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting unless specifically required by law or by these bylaws.

6. Quorum. Twenty-five percent (25%) of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a quorum of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

7. Manner of Acting. The act of a majority of the Directors present, at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws. Votes may be cast by the Board Member in person or by written vote.

8. Compensation. Directors, as such, shall not receive any stated salaries for their services, but, by resolution of the Board of Directors, any Director may be reimbursed for expenses of attendance at Board meetings.

9. Board Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting and with the same force and effect as a unanimous vote of Directors, if all members of the Board shall individually or collectively consent in writing to such action.

10. Telephone and Similar Meetings. Directors and committee members may participate in and hold a meeting by means of conference telephone or other communication technologies by means of which all persons participating in the meeting can either hear each other or are addressees on electronic messages being used to conduct an e-mail discussion. Participation in such a meeting shall constitute presence in person at the meeting, except when a person participates in the 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.

11. Committees. The Board of Directors may designate one or more committees, as more fully described in Article V.

12. Attendance. Board Members are expected to attend all Board meetings with the designated alternate substituting no more than two times per year. If the Board Member or their alternate fail to attend more than one meeting, the Board of Directors Chair will inquire as to the resolve of that member to continue membership on the Board. Should this attendance requirement continue to not be met, then a new Board Member may be appointed, giving priority to the same organization of the former Board Member, and next priority given to the sector that the organization falls under. The Board of Directors Chair will make recommendations on Board Member appointments to the full Board.

ARTICLE IV. OFFICERS

1. Officers. The officers of the corporation shall be a Chair, Vice-Chair, a Secretary/Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors Chair shall also serve as the president and chief executive officer of the corporation. The Board of Directors may elect or appoint such other officers, which officers need not be members of the Board of Directors, including one or more Assistant Secretary/Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors.

2. Election and Term of Office. The officers of the corporation shall be elected biennially by the Board of Directors at the last regular meeting of the Board of Directors of that

calendar year. The Nominations Committee will recommend candidates consisting of no more than two qualified candidates per office. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as reasonably convenient. New offices and vacancies may be created and filled at any meeting of the Board of Directors. Each officer shall hold office for two years, with no more than two consecutive terms in the same office.

3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights if any, of the officer so removed.

4. Board of Directors Chair and Vice Chair. The Board of Directors Chair shall be the principal officer of the corporation and shall preside at all meetings of the Board of Directors. In the absence of the Board of Directors Chair, the Vice-Chair shall preside at meetings of the Board of Directors. The Board of Directors Chair shall be responsible for appointing all Committee Chairs, and may serve as an ex-officio member of any Committee. There will be an effort to rotate the Chair between the three sectors of the Board of Directors as defined in Article III, Section 2(a).

5. Secretary/Treasurer. The Secretary/Treasurer shall co-sign with the Executive Director or other officer any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by statute to some other officer or agent of the corporation. If required by the Board of Directors, the Secretary/Treasurer shall give bond for the faithful discharge of his/her duties in such sum and with surety as the Board of Directors shall determine. The Secretary/Treasurer will review and approve minutes of the meetings of the Board of Directors, subject to formal adoption by the Board at its next meeting. The CLEAN AIR Force annual budget will be reviewed by the Secretary/Treasurer and submitted with recommendations to the Board's Executive Committee. If the Secretary/Treasurer cannot perform any duties, such duties shall be assumed by the Board of Directors Chair and/or Vice-Chair.

ARTICLE V. OFFICE OF THE EXECUTIVE DIRECTOR

1. Employment. The Board of Directors may employ an Executive Director to manage the general administrative operations of the corporation. Salary and benefits for the Executive Director shall be approved by the Board of Directors Chair and/or Executive Committee.

2. Duties. In addition to general management and administrative responsibilities, the Executive Director shall (1) prepare and submit to the Secretary/Treasurer the annual budget for the corporation; (2) develop and implement a work plan to be approved annually by the Board of Directors; (3) manage the financial affairs of the corporation; (4) hire staff for positions authorized by the Board of Directors; (5) prepare minutes of Board of Directors and Executive Committee meetings and maintain these and other corporate records; (6) biennially appoint a Nominations Committee, in consultation with the Board of Directors Chair, and hold biennial elections; (7) perform other duties as may be assigned by the Board of Directors or Executive Committee. The Executive Director may co-sign with the Secretary/Treasurer or other

designated officer any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed.

ARTICLE VI. OPERATIONS

1. Charitable Purpose; Gifts. The corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for any one or more of its charitable and educational purposes.

2. Limitations. In the event the corporation is finally determined to be a private foundation described in § 509 of the Internal Revenue Code of 1954, the corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by § 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws; and the corporation shall not make any taxable expenditures as defined in § 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

3. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, 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.

4. Checks, Drafts, Indebtedness. All checks, drafts or 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, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Executive Committee. In the absence of such determination, the Executive Director in consultation with the Board of Directors Chair and Vice-Chair may authorize an agent(s) to perform this duty until such time as a resolution from the Executive Committee is executed. All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation at or over \$5,000 require two (2) authorized signatures. Authorized signers may be the Executive Director and/or members of the Executive Committee. All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation under \$5,000 are authorized to be signed by the Executive Director. Any single item of \$500 or more not already budgeted for requires verbal or written approval by the Board of Directors Chair, Vice-Chair or Treasurer.

5. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banker trust companies, or other depositories as the board of directors may select.

6. Out-of-state travel expenses. Out-of-state travel expenses for the Executive Director must be approved by the Board of Directors Chair or Vice-Chair. If neither the Board of Directors Chair or the Vice-Chair is available, out-of-state expenses must be approved by a majority of the Executive Committee.

ARTICLE VII. COMMITTEES

1. Establishment of Committees. The Board of Directors, by resolution adopted by a majority of the Executive Committee, may from time to time designate persons to serve on committees of the corporation. Such committees may be established in such project areas and with such duties as the Board of Directors may from time to time determine.

2. Composition. The number and composition of committees shall be so determined by the Board of Directors, in its reasonable discretion to advance the interests of the corporation and any given committee. The committees shall not have and shall not exercise the authority of the Board of Directors, in the management of the corporation, with the exception of the Executive Committee whose authority is defined in Article VII, Section 8; as a result, membership on the committees shall not be limited to Directors.

3. Duties. The purpose of any given committee shall be as determined from time to time by the Board of Directors. Upon the request of the Board of Directors, the committees shall advise the Board of Directors with respect to their activities in light of their goals and objectives. Recommendations of the committees shall not be binding on the corporation or its Board of Directors. The committees shall have no power to obligate the corporation, unless specifically authorized to do so by the Board of Directors, with the exception of the Executive Committee whose authority is defined in Article VII, Section 8.

4. Committee Chairperson. One representative on each committee shall be appointed by the Board of Directors Chair to be the committee chairperson.

5. Vacancies. Vacancies on the committees shall be filled by appointment made in the same manner as provided in the case of original appointments.

6. Quorum. Unless otherwise provided by the Board of Directors a majority of any particular committee shall constitute a quorum and the act of a majority of the committee persons present at a meeting at which a quorum is present shall be the act of the committee.

7. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

8. Executive Committee. An Executive Committee of the Board of Directors shall be established, to include the Board of Directors Chair, Vice Chair, Secretary/Treasurer, the immediate past Board of Directors Chair, and no more than five (5) additional members of the Board of Directors as selected annually by the Board of Directors Chair. In choosing Executive Committee members, the Board of Directors Chair should seek a balance from the three sectors as defined in Article III, Section 2(a). The Board of Directors Chair shall serve as the Chair of the Executive Committee. The Executive Committee shall meet at least three (3) times per year, at the Discretion of the Board of Directors Chair.

- a. Three (3) members of the Executive Committee in attendance shall constitute a quorum for the transaction of business at any meeting of the Executive

Committee, but if less than a quorum of the Executive Committee is present at said meeting, a majority of the Executive Committee Members present may adjourn the meeting from time to time.

- b. The Executive Committee shall have delegated to it the full power and authority of the Board of Directors in the management of the day-to-day affairs and operations of the corporation. The Executive Committee shall have the authority to take whatever action necessary to ensure the efficient operations of the corporation in actions related to the Executive Director, such as disciplinary, termination, and acceptance of resignation.
 - c. The Executive Committee must approve by a majority vote to approve a special project or program proposed for implementation under CLEAN AIR Force auspices (including auspices of existing CLEAN AIR Force programs) prior to: (1) the CLEAN AIR Force's incurring any financial obligation; or (2) the initiation of any program/project research or planning activities; or (3) the submittal of any program/project contract.
 - d. The Executive Committee and/or a group of Executive Committee members appointed as a Review Committee shall annually complete a review of the Executive Director, based on his or her start date.
9. Nominations Committee. The Nominations Committee shall be appointed biennially from existing members of the Board of Directors and alternates by the Executive Director. The Nominations Committee shall be composed of members from each sector of the Board of Directors as defined in Article III, Section 2(a).

ARTICLE VIII. MISCELLANEOUS

1. Books and Records. The corporation shall keep correct and complete books and records of account with respect to all financial transactions (including income and expenditures) of the corporation in accordance with generally accepted accounting principles. Based on these records, the Board of Directors shall annually prepare or approve a report of the financial activity of the corporation for the preceding fiscal year. The report must conform to generally accepted accounting principles, and must include a statement of support, revenue and expenses, changes in fund balances, a statement of functional expenses, and balance sheets of all funds. All records, books and annual reports of financial activity of the corporation shall be kept at the registered or principal office of the corporation in the State of Texas for at least three (3) years after the closing of each fiscal year and shall be available to the public for inspection and copying during normal business hours. The corporation may charge for the reasonable expense of preparing a copy of a record or report and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

2. Amendment. These Bylaws may be altered, amended or repealed by majority vote of the Board of Directors at any regular or special meeting of the Board at which a quorum is present.

31. 3. Fiscal Year. The fiscal year of the corporation shall be January 1 to December

4. Corporate Seal. The Board of Directors shall provide a corporate seal consisting of two (2) concentric circles containing either the name of the corporation or the words "Corporate Seal, State of Texas", and the same is adopted as the corporate seal of the Corporation.

5. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act, or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof, in writing, signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.