

**BYLAWS OF CLEAN WATER ACTION
As Amended and Restated, May 15, 2019**

ARTICLE I

Section 1: REGISTERED AGENT:

Clean Water Action (the “Corporation”) shall designate and continuously maintain in the District of Columbia a registered agent.

Section 2: OFFICES:

The Corporation may have such offices within or without the District of Columbia as the Board of Directors (the “Board”) may from time to time determine.

ARTICLE II

BOARD OF DIRECTORS:

Section 1: GENERAL POWERS:

The affairs of the Corporation will be managed by its Board of Directors, and all corporate powers shall be exercised by the Board of Directors, except as otherwise expressly required by the Corporation’s Articles of Incorporation, these Bylaws, or by law.

Section 2: NUMBER, TENURE AND QUALIFICATIONS:

The number of Directors shall be set from time to time by the Board of Directors, but in no event shall the number of Directors be less than seven (7). Directors shall be elected for a two-year term and shall be elected in the manner provided in Section 2 of Article IV. Each Director shall hold office until a successor shall have been elected or qualified.

Section 3: REGULAR MEETINGS:

A regular ANNUAL MEETING of the Board of Directors shall be held at a time and place as determined by the Board. Regular meetings of the Board may be held in person or by any means of communication by which all Directors participating may simultaneously hear each other during the meeting. The Board of Directors may provide by resolution the time and place, either within or without the District of Columbia, for the holding of additional regular meetings of the Board without notice other than such resolution.

Section 4: SPECIAL MEETINGS:

Special meetings of the Board of Directors may be called by or at the request of the Chairperson, President or one third of the Directors. The person or persons authorized to call Special Meetings of the Board may fix any place, either within or without the District of Columbia, as the place for holding any

Special Meeting of the Board called by them. Special meetings may be held in person or by any means of communication by which all Directors participating may simultaneously hear each other during the meeting.

Section 5: NOTICE:

Notice of the date, time, and place of any Special Meeting of the Board of Directors shall be given at least ten (10) days prior thereto by written notice delivered personally or sent by mail or e-mail to each Director at the address 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 so addressed, with postage thereon prepaid. If notice be given by e-mail, such notice shall be deemed to be delivered when the e-mail is sent.

Section 6: WAIVER:

Any Director may waive notice of any meeting. The waiver shall be in writing, signed by the Director and filed with the Corporation's minutes. The attendance of any Director at any meeting shall constitute a waiver of notice of such meeting, unless the Director at the beginning of the meeting, or promptly upon arrival, objects to holding the meeting or transacting at the meeting and does not thereafter vote for or assent to action taken at the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 7: CONDUCT OF MEETINGS

The Chairperson or his or her designee shall preside over meetings of the Board of Directors. The Secretary or his or her designee shall act as secretary of the meeting.

Section 8: QUORUM:

Fifty percent (50%) of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than 50% of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 9: MANNER OF ACTING:

The affirmative vote of a majority of the Directors present at a meeting when a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these Bylaws.

Section 10: VACANCIES:

Any vacancy occurring in the Board of Directors, including a vacancy resulting from an increase in number, may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors.

Section 11: COMPENSATION:

Directors shall not receive any compensation for their services as Directors.

Section 12: VOLUNTARY RESIGNATION:

Any Director may resign at any time by delivering a signed notice to the Chairperson of the Board or to an executive officer or the Secretary. Such resignation shall be effective when the notice is delivered unless the notice specifies a later effective time.

Section 13: ACTION WITHOUT A MEETING:

Any action which is required to be taken, or which may be taken, at a meeting of the Directors, may be taken without a meeting if each Director signs a written consent describing the action to be taken and delivers it to the Corporation. Such consent shall have the same force and effect as a unanimous vote.

Section 14: COMMITTEES:

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution or in the Bylaws of the Corporation, shall have and exercise the authority of the Board of Directors in the management of the Corporation. A committee shall not: authorize distributions; fill vacancies on the Board or on any of its committees; or adopt, amend, or repeal the Corporation's Bylaws.

Standing committees shall include a Finance Committee and Audit Committee. Composition of these and any other committees established by resolution of the Board of Directors shall be consistent with any and all applicable statutes in states in which the corporation is active and in the District of Columbia.

Section 15: ADVISORY COMMITTEES

Advisory committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated and appointed by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present.

Section 16: REMOVAL

Any Director may be removed by an affirmative vote of a majority of the Board of Directors then in office whenever in the Board's judgment the best interests of the Corporation would be served thereby. Reasons for removal may include failure to carry out his/her duties, including attending Board meetings, dishonest behavior, or other actions detrimental to the welfare of the Corporation. Directors under consideration for removal will be given 10 days confirmed notice of a meeting at which their removal will be considered.

Section 17: TERM LIMITS

A Director may serve no more than five consecutive two-year terms (a total of ten consecutive years) on the Board of Directors. After a Director completes five consecutive terms, the Director must leave the Board for at least one year before rejoining the Board, subject again to the limit of five consecutive terms.

Directors already having served ten consecutive years or more as of the adoption of this Section may be authorized to remain on the Board up to an additional four years pursuant to an implementation plan adopted by the Board.

ARTICLE III

Section 1: OFFICERS:

The officers of the Corporation shall be a Chairperson, Vice-Chairperson, Treasurer, Secretary and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including an Assistant Secretary and/or Assistant Treasurer, 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. Any two (2) offices may be held by the same person, except the offices of Chairperson, Vice-Chairperson and Treasurer.

Section 2: ELECTION AND TERM OF OFFICE:

The officers of the Corporation shall be elected annually by the Board of Directors at the regular Annual Meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new officers created and filled at any meeting of the Board of Directors. Each officer shall hold office until a successor shall have been duly elected and shall have qualified.

Section 3: REMOVAL:

Any officer or agent elected or appointed by the Board of Directors may be removed by an affirmative vote of a majority of the Board of Directors then in office 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 person so removed.

Section 4: RESIGNATIONS:

Any officer may resign at any time by delivering notice to the Chairperson or President. Any such resignation shall take effect on delivery of such notice or at any later time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 5: VACANCIES:

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 6: CHAIRPERSON:

The Chairperson shall convene regularly scheduled and any special Board meetings, preside at each meeting or arrange for other members of the Board to preside, appoint members to serve on committees established by the Board in consultation with the President, assist in recruitment of new Board members, coordinate the review of the performance of the President and ensure that Board resolutions are implemented.

Section 7: VICE-CHAIRPERSON

The Vice-Chairperson shall attend meetings of the Board and assist the Chairperson in the conduct of his/her duties. The Vice-Chairperson will assume all duties and powers of the Chairperson in the event of his/her absence or upon his/her request.

Section 8: TREASURER:

The Treasurer shall assist the President in ensuring that a Chief Financial Officer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with Article V of these Bylaws. The Treasurer shall serve as a member of the Finance Committee and in general perform the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 9: SECRETARY:

The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation, and see that the seal of the Corporation is affixed to all documents as may be required, the execution of which on behalf of the Corporation is duly authorized in accordance with the provisions of these Bylaws; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 10: PRESIDENT:

The President shall be the general manager and Chief Executive Officer of the Corporation and shall implement and supervise all of the business and affairs of the Corporation except as limited by these Bylaws. In addition, the President shall perform such other duties as may be assigned by the Board of Directors from time to time. The Board of Directors shall hire the President, review his/her performance and set his/her compensation annually.

ARTICLE IV

Section 1: MEMBERSHIP REQUIREMENTS:

A. The members of the Corporation shall consist of any person who satisfies the requirements of membership, affirmatively accepts the Corporation's invitation to become a member and either (1) pays dues on an annual basis as prescribed from time to time by the Board of Directors or (2) affirms his or her membership on at least an annual basis and has direct participatory rights in Clean Water Action, Inc. Requirements of membership shall mean subscribing to the purposes of Clean Water Action, Inc. and complying with the provisions of these Bylaws. Upon affirmatively accepting the Corporation's invitation to become a member, the Corporation shall acknowledge such membership by providing to the member a membership card or another express acknowledgment of membership as determined by the Board of Directors.

B. The Corporation has two categories of members:

1. **Dues-paying members:** Dues-paying members shall be those members who pay membership dues at least annually, in an amount to be determined by the Board of Directors. The Board of Directors may establish multiple classes of dues-paying members, distinguished from each other by differing dues requirements and corresponding membership benefits. The membership categories of Dues-paying members shall be referred to as Supporting Members, Subscribing Members, Sustaining Members or any other such phrase as shall be approved by the Board of Directors.

2. **Affirming members:** Affirming (or non-dues-paying) members shall be those individuals who have a significant organizational attachment to Clean Water Action, Inc. This organizational attachment includes affirmation of membership on at least an annual basis in a manner to be established by the Board of Directors. After a member's initial affirmation of membership, such member shall be considered in good standing for one year, and may renew membership for another year by participating in the affirmation of membership established by the Board of Directors.

Section 2: MEMBERSHIP RIGHTS:

A. All members have direct participatory rights in the governance of the Corporation, and each member has one vote in all matters on which members have a right to vote.

B. Members have the right to vote only on the following matters:

1. Members may vote to set the organization's issue policy priorities. The Board of Directors shall be obligated to abide by the results of such vote. The process for choosing the issue priorities to be voted upon shall be determined by the Board of Directors and set forth in a resolution.

2. Members may vote to elect the Board of Directors. A Nominating Committee appointed by the Board shall prepare a slate of candidates.

Section 3: ACTION BY BALLOT:

A. Ordinarily, actions to be taken by the members are taken by ballot delivered to each member according to the following schedule:

1. Annually, for votes on issue policy priorities; and
2. Biennially, for the election of Directors.

B. The Corporation shall annually deliver to each member of the Corporation, by mail or by email or other electronic means, a ballot that:

1. Is in writing or in the form of an electronic record;
2. Sets forth each proposed action;
3. Provides an opportunity to vote for, or withhold a vote for, each candidate for

election as a director; and

4. Provides an opportunity to vote for or against each other proposed action.

C. All solicitations for votes by ballot must:

1. Indicate the number of responses needed to meet the quorum requirements;

2. State the percentage of approvals necessary to approve each matter other than election of Directors; and

3. Specify the time by which a ballot must be received by the Corporation to be counted.

D. The percentage of ballots that must be received from members for a valid action by ballot is 1/20% (one-twentieth of one percent).

E. If the required percentage of ballots of members has been received:

1. Directors are elected by a plurality of the votes cast by the members; and

2. Action on a matter other than the election of Directors is approved if the votes cast favoring the action exceed the votes cast opposing the action.

Section 4: ANNUAL MEETING:

The Corporation shall have an annual meeting of the Members at a time and date determined by the Board and held by means of the Internet, conference telephone, or other electronic communications technology in a fashion by which members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, pose questions, and make comments.

Section 5: SPECIAL MEETINGS:

A. The Corporation shall have a special meeting of the members at the call of its Board or if 25% (twenty-five percent) of all of the Corporation's members sign, date, and deliver to the Corporation one or more demands in writing for the meeting describing the purpose for which it is to be held.

B. Special meetings must be held at a time and place determined by the Board.

C. The record date for determining members entitled to demand a special meeting is the date the first member signs a demand.

D. A demand for a special meeting may be revoked by notice to that effect received by the Corporation from the members calling the meeting prior to the receipt by the Corporation of demands sufficient in number to require the holding of the meeting.

E. Special meetings of the members may be held in the same fashion as an annual meeting.

F. Only the purposes described in the notice of special meeting may be considered at a special

meeting of the members.

Section 6: NOTICE:

Notice of the date, time, and place of any meeting of the members must be given at least 10 days prior to the meeting by written notice delivered personally or sent by mail or email to each member at the address shown by the records of the Corporation. If mailed, the notice is deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with its postage prepaid. If notice is given by email, the notice is deemed to be delivered when the email is sent. Notice of any special meeting of the members must include a description of the purpose for which the meeting is called.

Section 7: WAIVER:

Any member may waive notice of any meeting. The waiver must be in writing, signed by the member, and filed with the Corporation's minutes. The attendance of any member at any meeting constitutes a waiver of notice of that meeting, unless the member at the beginning of the meeting, or promptly upon arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. The attendance of any member at any meeting constitutes a waiver of an objection to consideration of a particular matter at the meeting that is not within the purpose described in the meeting notice, unless the member objects at the meeting to considering the matter.

Section 8: QUORUM:

1/20% (one-twentieth of one percent) of the members constitutes a quorum for the transaction of business at any meeting of the members, but if less than a quorum of the members is present at the meeting, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 9: MANNER OF ACTING:

When a quorum is present, members may elect directors by a plurality of the votes cast by the members, and members can approve an action on any other matter if the votes cast favoring the action exceed the votes cast opposing the action.

ARTICLE V

Section 1: CONTRACTS AND OTHER DOCUMENTS:

The Board of Directors, except as otherwise required by law, the Articles of Incorporation, or these Bylaws ~~as otherwise required~~, 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 of document in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 2: CHECKS, DRAFTS, AND OTHER PAYMENT ORDERS:

All checks, drafts, or other orders for the payment of money, notes or other evidence 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 be from time to time determined by the Board of Directors. In the absence of such determination, such instruments shall be signed by the Treasurer.

Section 3: DEPOSITS:

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may from time to time determine.

Section 4: GIFTS:

The Board of Directors may establish a policy regarding acceptance of contributions, gifts, bequests, or devises on behalf of the Corporation.

ARTICLE VI

ADVISORS TO THE CORPORATION:

The Board of Directors may elect or appoint any person or persons to act in an advisory capacity to the Corporation or in an honorary capacity with respect to the Corporation.

ARTICLE VII

BOOKS AND RECORDS:

A. The Corporation shall keep as permanent records minutes of all meetings of its Board, a record of all actions taken by its Board, and a record of all actions taken by a committee of the Board.

B. The Corporation shall also keep as permanent records minutes of all meetings of its members and records of all actions taken by the members.

C. The Corporation shall maintain appropriate accounting records.

D. The Corporation shall maintain a copy of the following records at its principal office:

1. Its articles of incorporation and all amendments to them currently in effect;
2. Its bylaws and all amendments to them currently in effect;
3. The minutes and records of actions taken of the members, the Board, and any committee of the Board for the past three years;
4. All written (including electronic) communications sent to all of the members within the past three years, including financial statements furnished to members for the past three years;
5. A list of the names and business addresses of its current Directors and officers; and
6. Its most recent District of Columbia biennial report.

E. All books and records of the Corporation may be inspected by any Director, or the agent or attorney of any Director, for any proper purpose at any reasonable time.

ARTICLE VIII

FISCAL YEAR:

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE IX

SEAL:

The Board of Directors shall provide a corporate seal which shall have thereon the name of the Corporation and the words "Corporate Seal, District of Columbia".

ARTICLE X

INDEMNIFICATION:

The Corporation shall indemnify its Directors and officers to the fullest extent permitted by law.

ARTICLE XI

AMENDMENTS TO THE BYLAWS:

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority vote of the Board of Directors present at any regular or at any special meeting.