By-Laws

OF

EnviroCert International, Inc.
A 501(c)(6) Nonprofit Corporation

RECITALS

This document constitutes the By-Laws of EnviroCert International, Inc., a nonprofit corporation organized and operating under the laws of the State of North Carolina, and in accordance with the provisions of Sections 501(c) (6) and 170 of the US Internal Revenue Code. The original Articles of Incorporation of EnviroCert International, Inc. were filed with the North Carolina Secretary of State on 7 November 2007. Amended and Restated Articles were filed with the North Carolina Secretary of State on 15 February 2010. The date of filing of the Articles of Merger with the North Carolina Secretary of State on 27 March 2013. This Third Amended and Restated Articles were filed with the North Carolina Secretary of State on this date 2014.

ARTICLE I: OFFICES

Section 1.1 Principal Office. The principal office of EnviroCert International, Inc. which may be referred to in these By-Laws as “EnviroCert”, “Organization”, or “Corporation”, and any satellite offices shall be maintained on Attachment A of these By-Laws.

Section 1.2 Registered Office. The registered office of EnviroCert required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office. Notice of any change by the Board of Directors in the location of the registered office shall be filed with the Secretary of State of North Carolina and included on Attachment A of these By-Laws.

Section 1.3 Other Offices. EnviroCert may have offices at such other places, either within or without the State of North Carolina, as the Board of Directors may from time to time determine.

ARTICLE II: BOARD OF DIRECTORS

Section 2.1 General Powers. All corporate powers and authority shall be exercised by the Board of Directors, which may be referred to in these By-Laws as the “Board”. All functions, business transactions, and affairs of the corporation shall be managed by or under the sole direction of the Board of Directors. The Board is responsible for overall policy and direction of the organization, and may delegate responsibility of day-to-day operations to the Staff and Committees, as they deem necessary.
Section 2.2 Directors.

(a) The EnviroCert Board of Directors shall consist up to twelve (12), but not fewer than eight (8) members. The current Board of Directors shall be listed in Attachment B.

(b) The Board of Directors should attempt to have Directors that have one or more certifications, whom are members in good standing from EnviroCert. However, the Board may select Directors that are not members or active registrants.

(c) The same person may hold any two (2) or offices on the Executive Committee, except the President and Secretary shall not be the same person.

(d) The Board of Director Officers (or Executive Committee) shall consist of the following:

President

i. The President (who shall also be the Chair of the EnviroCert Board of Directors) shall appoint committees as deemed necessary. The President shall ensure that the Board is apprised of all Committees and appointments, and shall seek the Boards advice.

ii. The President shall exercise usual executive powers pertaining to the office of the President as well as such other duties as may be assigned or designated from time to time and by the Board of Directors.

iii. The President shall work closely with the Directors and keep abreast of the needs of the Corporation. The President shall be principal executive officer of the Corporation. Subject to control of the Board of Directors, and in coordination with the EnviroCert Executive Director, the President shall supervise the control and management of the Corporation in accordance with these By-Laws.

iv. The President shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary, treasurer. The President may establish committees as deems necessary to undertake the business and duties of the Organization.

v. The President shall preside at all meetings of the Board of Directors and all meetings of the Executive Committee.

vi. The President will ensure that all orders, resolutions, and directives of the Board of Directors are carried into effect unless the Board assigns that responsibility to another Officer or to the Executive Director.

vii. The President shall be an ex-officio and non-voting member of all committees, unless otherwise appointed.
Vice President

i. The Vice President (or Vice Chair) will have all the powers and perform all the duties of the President in the absence or incapacity of the President.

ii. The Vice President will perform such other duties as may be assigned from time to time by the President or Board of Directors.

Secretary

i. The Secretary will act as secretary of the Board of Directors.

ii. The Secretary will give, or cause to be given, all notices in accordance with the provisions of these Bylaws, or as required by law.

iii. The Secretary will supervise the custody of all records and reports and will be responsible for the keeping and reporting of adequate records of all meetings of the Board of Directors.

iv. The Secretary will perform such other duties as may be assigned from time to time by the Board of Directors.

v. The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

Treasurer

i. The Treasurer will maintain and oversee all financial records belonging to the Corporation, in accordance with the Accounting and Financial Policies and Procedures Handbook.

ii. The Treasurer will provide regular financial records of the Corporation to the Board of Directors.

iii. The Treasurer will perform other such duties as may be assigned from time to time by the Board of Directors.

Past President

i. The Past President shall exercise such duties as may be assigned or designated from time to time by the President or the Board of Directors.

ii. The Past President will also serve to lead all public relationships, outreach, and Corporate Liaison efforts.
Section 2.3 Term.

(a) Directors will hold office for a Four (4) year term, starting with the date of the Annual Meeting at which they are elected, and until they are re-elected, or their successors have been elected and qualified, or until their death, resignation, or removal.

(b) The initial established terms following the adoption of these By-Laws in June 2014 may modify the initial term established in Section 2.3(a) to accomplish the new Board, and the terms established in Section 2.4(d)

(c) Each Director who is eligible for renewal may be re-elected to an additional consecutive Four (4) year term. Individuals may seek additional non-consecutive terms on the Board.

(d) Director’s terms shall be staggered to minimize the number of annual Director changes and ensure continuity on the Board.

(e) The Board shall establish a Selection Committee, and Election Policy and Procedures for the selection of new Board Members. The Board of Directors will appoint a Committee Chair and members to the Selection Committee.

Section 2.4 Resignation, Termination, And Absences

(a) Resignation: Any Director may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Corporation.

(b) Effective Date: A Director’s resignation will take effect when the notice is delivered unless the notice specifies a future date. Unless it is otherwise specified in the notice, the acceptance of such resignation will not be necessary to make it effective.

(c) Filling the Pending Vacancy: The pending vacancy that arises due to a Director’s resignation may be filled prior to the next Annual Meeting, but the successor cannot take office until the effective date, and subject to the terms of Section 2.17.

(d) Removal: A board member shall be terminated from the board for inappropriate actions or behavior that is deemed detrimental to the organization, excess absences, for more than two unexcused absences from board meetings in a year, or for other reasons. The removal of a Board member requires three-fifths (3/5) vote of the remaining directors.

Section 2.5 Board of Directors Executive Committee.

(a) Executive Committee: The four (4) Officers of the Board shall constitute the Executive Committee, consisting of: President/Chair, Vice President/Vice-Chair, Secretary, and Treasurer.
(b) The Executive Committee of the Board of Directors shall have the authority to make decisions necessary for the operations of the Organization for the Board between meetings and is subject to the direction and control of the full Board.

(c) The Past Chair shall sit as the Ex-Officio Director to Executive Committee and may vote in the event of any tie.

Section 2.6 Meetings.

(a) Board Meetings: The Board shall meet at least three (3) times annually, at an agreed upon time and place or by teleconference. One meeting will include the Annual Meeting.

(b) Annual Meeting: An Annual Meeting of the Directors shall take place and the President will designate the specific date, time and location. At the Annual Meeting, the results of the election or reconfirmation of Directors and Officers, reports on the activities of the Organization, and determination of the direction of the Organization for the coming year shall be provided to the Board.

Section 2.7 Registrant Meeting Attendance. Registrants may attend as observers any meeting of the Board of Directors or other meetings, unless under Executive or Closed Session. Participation in any meeting shall be pursuant to EnviroCert policies and procedures. Registrants who choose to attend any meeting as an observer shall do so at their own expense.

Section 2.8 Special Meetings. Special meetings of the Board of Directors may be called by the President or at the request of the majority of the Directors. Notices of special meetings shall be sent by the Secretary to each Director.

Section 2.9 Notice of Meetings.

(a) All meetings, except special meetings, shall be held with advance notice of at least seven (7) days, such notice to be provided by any usual means of communication, which may include mail, fax, or e-mail. Such notice need not specify the purpose for which the meeting is being called. Notice for the Annual meeting shall be at least two (2) calendar weeks in advance.

(b) Attendance by a Director at any meeting shall constitute a waiver of any deficiency in the notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business therein transacted, but only if the Director does not further participate in any additional discussion or action in connection therewith.

Section 2.10 Emergency Meetings. Emergency meetings may be called by the President, the Executive Committee, or a two-fifths (2/5) of the Directors.
Section 2.11 Quorum. A quorum must be attended by at least fifty percent of Directors for business transactions to take place and motions to pass.

Section 2.12 Voting.

(a) Whenever a quorum is present at the time a vote is taken, the affirmative of the majority of Directors present shall be the act of the Board.

(b) A Director who is present at a meeting when action is taken is deemed to have assented to the action unless such Director's dissent or negative vote is entered in the minutes.

Section 2.13 Meeting by Telephone or Other Electronic Means. Any Director may participate in any meeting of the Board by means of telephone conference call or other audio or video or electronic means, provided all notice requirements are satisfied, and provided all Directors participating can hear each other simultaneously during the course of the meeting.

Section 2.14 Rules of Order. The rules contained in the most recent edition of Robert's Rules of Order, Newly Revised, latest edition, shall govern all meetings of the Board of Directors unless there is a specific provision provided to the contrary within these By-Laws.

Section 2.15 No Compensation. Directors shall not be compensated for their services, although they may be reimbursed for all expenses in connection with attending meetings of the Board or other meetings for official corporation matters.

Section 2.16 Proxy Voting. Directors may vote by proxy at any meetings in accordance with the policies and procedures adopted by the Board of Directors. Any proxy-related issues not included in such policies and procedures shall be governed by the provisions of Section 55A-7-24 of the North Carolina General Statutes, which specifically authorize voting by proxy.

Section 2.17 Vacancies.

(a) When a vacancy on the board exists mid-term, the Secretary must receive nominations for new members from present Directors or from a committee, if so appointed, two weeks in advance of a Board meeting. These nominations shall be sent out to the Directors with the regular Board meeting announcement, to be voted upon at the next Board meeting.

(b) These vacancies will be filled only to the end of the particular board member's term.

(c) The Board may undertake any interview and review process it deems necessary to assure that the candidate is a qualified member.
Section 2.18 Officer and Board Participation.

(a) No Director or Officer of the Board of Directors shall hold a Council Chair or Executive Council position, without prior three fifths (3/5) approval of Board.

(b) All Directors shall recuse themselves from any Council activity or vote that may/could present a potential conflict of interest with their duties to the Board of Directors.

Section 2.19 Informal Action; Written Consent.

(a) Informal Action: Any action required to, or which may, be taken at a meeting of the Board of Directors may be taken without a meeting if it is consented to in writing by all of the Directors.

(b) Written Consent: Any written consent must be evidenced by one or more written approvals from the Directors; each approval must set forth the action to be taken and provide a written record of approval. The approvals must be delivered to the Secretary of the Corporation and filed in the corporate records.

(c) Effective Date: Any action taken by the Board pursuant to this Section will be effective when all of the Directors have approved the written consent unless the consent specifies a different effective date.

Section 2.20 Presumption of Assent. If a Director is present at a meeting of the Board of Directors, the Director will be conclusively presumed to have assented to any corporate action taken at the meeting unless any of the following conditions is satisfied:

a) His or her dissent was entered in the minutes of the meeting;

b) He or she filed a written dissent to the action with the person acting as the secretary of the meeting before adjournment; or

c) He or she forwarded such dissent by registered or certified mail to the Secretary of the Corporation immediately after the meeting adjourned (however, this right to dissent will not apply to a Director who voted in favor of an action).

Section 2.21 Director Conflict of Interest.

(a) If a transaction is fair to the Corporation at the time it is authorized, approved, or ratified, the fact that any Director of the Corporation is directly or indirectly a party to the transaction is not grounds for invalidating the transaction.

(b) In a proceeding contesting the validity of a transaction on the grounds that it is unfair to the Corporation due to a conflict of interest, the person asserting validity has the burden of
proving fairness unless the material facts of the transaction and the Director’s interest or relationship were disclosed or known to the Board of Directors or a committee consisting entirely of Directors, and the Board or committee authorized, approved, or ratified the transaction by the affirmative votes of a majority of disinterested Directors, even though the disinterested Directors did not constitute a quorum.

(c) **Quorum, Voting:** The presence of the Director who is directly or indirectly a party to the transaction described in Part (b) of this Section, or a Director who is otherwise not disinterested, may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or a committee of the Board takes action on the transaction.

(d) **Indirect Interest:** A Director is “indirectly” a party to a transaction if he or she either:

i. Has a material financial interest in the entity with which the transaction is occurring; or,

ii. An officer, director, or general party with the entity with which the transaction is occurring.

(e) **Grant Exception:** If a Director of the Corporation is also an officer or director of both parties to a transaction involving a grant or contribution, without consideration, from one entity to the other, that Director is not “indirectly” a party to the transaction so long as the Director does not have a material financial interest in the entity that receives the grant or contribution.

**ARTICLE III: EXECUTIVE DIRECTOR**

(a) The Board of Directors has the power to employ and, in accordance with applicable law, to terminate the employment of an Executive Director, At Will, or in accordance with an Employment Contract.

(b) The Executive Director has the responsibility of managing the day-to-day affairs of the Corporation and administering the programs and policies of the Board of Directors.

(c) The Executive Director shall generally coordinate and communicate with the President on the management and oversight of the day-to-day affairs of the Corporation and administering the programs and policies of the Board of Directors. This will include developing independent strategic plans and business proposals for Board review and approval.

(d) The Executive Director will report directly to the Board of Directors and will keep the Board of Directors fully informed of his or her activities.
(e) The Executive Director has the authority to act for or on behalf of the Corporation in the implementation of official Board policies, procedures, and plans.

(f) The Board of Directors will stipulate the terms and conditions of employment for the Executive Director.

(g) Subject to budgetary constraints approved by the Board of Directors, the Executive Director may appoint and employ any professional and support staff or agents necessary to serve the Corporation.

(h) The Executive Director position shall not be counted in determining the total number of authorized Directors. The Executive Director shall be an Ex-Officio and advisor to the Board, but shall not vote on matters brought before the Board.

(i) The Board shall seek the Executive Directors counsel on matters involving the organization.

**ARTICLE IV: COMMITTEES**

**Section 4.1 Generally.** The Board of Directors or President may create such committees as are necessary from time to time, to assist the Board of Directors and promote the interests of the Organization.

a) Each committee must contain at least one (1) Director, except committees relating to the election, nomination, qualification, or credentials of Directors or other committees involved in the process of nominating Directors may be composed entirely of non-Directors.

b) All committee members will serve at the pleasure of the Board of Directors.

c) To the extent specified by the Board of Directors, each committee may exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that committee may not:

i. Adopt a plan for the management of any assets of the Corporation or for dissolution;

ii. Elect, appoint or remove any Officer or Director, or any member of any committee, or fix the compensation of any member of any committee;

iii. Adopt, amend, or repeal the Bylaws or the Articles of Incorporation of the Corporation;

iv. Adopt a plan of merger or adopt a plan of consolidation with another corporation;

v. Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property or assets of the Corporation; or
vi. Take any action inconsistent with any resolution or action of the Board of Directors when such resolution or action of the Board of Directors provides, by its terms, that it must not be amended, altered, or repealed by action of a committee.

Section 4.2 Minutes. Each Committee shall keep a written record of minutes of each meeting where formal actions are taken. The minutes shall be distributed to all members of the Board and to all members of the Committee within 30 days after the conclusion of each meeting.

Section 4.3 Standing Committees. The standing committees of this corporation are as follows:

(a) Finance Committee: The Treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee shall be appointed by the President and is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and the Board, for final Board approval. The Financial Committee will be responsible for providing regular review and updates to the Accounting and Financial Policies and Procedures.

(b) Technical Committee: The Technical Committee shall consist of a Technical Chair and committee members shall be appointed by the President to oversee and maintain technical content of the Organization. The committee should have registrants that represent the appropriate certification and possess the appropriate technical expertise. The duties and functions of this committee include oversight, maintenance, and updating of technical aspects, technical functions, technical policies, and technical procedures.

(c) Examination Committee: Examination Chair and Committee shall be appointed by the President. The Examination Committee is responsible for the development, maintenance, administration, and review of the examinations and examination procedures and for regularly conducting studies to ensure the validity of the examinations.

(d) Marketing, Public Relations, and Outreach Committee: Marketing, Public Relations, and Outreach Committee Chair and Committee shall be appointed by the President. The Committee shall consist of members or Consultants to assist in the promotion of the Organization.

(e) International Liaison Committee: The Board of Directors shall appoint the Chair and Committee for the International Liaison Committee.

(f) Professional Standards Committee: The Board of Directors shall appoint the Chair and Committee for the Professional Standards Committee. The Professional Standards Committee shall be responsible for setting educational and experience standards for certification candidates, establishing and overseeing policies and procedures related to evaluation of candidate qualifications, instructors, maintaining a Code of Ethics for certificate holders and promoting ethical practice. The Professional Standards Committee
will be responsible for reviewing and updating the Division Policy and Procedures Handbook.

ARTICLE V: SPECIAL LIAISONS

Section 5.1 Special Liaisons. The Board of Directors may approve and select persons to serve as Special Liaisons to EnviroCert. Special Liaisons shall select to provide information helpful to promote the mission and purposes of EnviroCert. Liaisons serve as advisors to the Board of Director and perform certain tasks as requested from time to time by the Board of Directors.

Section 5.2 No Compensation. Special Liaisons shall not be compensated for their services, although they may be reimbursed at the discretion of the Board of Directors for travel expenses in connection with attending meetings of the Board of Directors or other meetings to provide advice and consultation helpful to the mission and purposes of EnviroCert.

ARTICLE VI: DIVISIONS

Section 6.1 Divisions.

(a) The Board may establish additional Divisions at any time it deems appropriate and may reorganize or modify the functions, purposes, and names of the Divisions.

(b) Governance and structure of Divisions shall be outlined within a Division Policy and Procedures Handbook.

ARTICLE VII: ETHICS ISSUES

(a) The Board of Directors shall establish the basic ethical requirements for all Registrants of each of the Divisions, with the purpose of keeping the basic ethical requirements the same in each Division.

(b) The Board of Directors shall also establish the basic policies and procedural system for dealing with allegations and complaints of ethical violations by Registrants.

ARTICLE VIII: INTERNATIONAL AFFILIATES

Section 8.1 International Affiliates. The Board of Directors shall establish the policies, procedures and methods for the creation of international affiliates of EnviroCert.
ARTICLE IX:  FINANCIAL AND RECORDS

Section 9.1  Corporate Records. The Corporation must maintain, but not limited to, the following books and records at its registered office or principal place of business:

(a) Accurate and complete books and records of account;

(b) The original copy of its Bylaws including all amendments and alterations and any other corporate documents;

(c) The minutes of the proceedings of either the Board of Directors or any committees established by the Board of Directors;

(d) All documents relating to the Corporation’s tax status;

(e) Recent annual reports;

(f) Copies of the Corporation’s recent newsletters, journals, or other publications;

(g) Financial statements; and,

(h) All payroll and other personnel records relating to employment.

Section 9.2  Right of Inspection.

(a) General Right of Inspection: Any Director may examine and make copies of the books and records related to any of the proceedings of the Board of Directors provided that he or she has a proper purpose for doing so. This inspection must take place at a mutually agreed upon time.

(b) Inspection by Agents: A Director’s agent or attorney may be afforded the same right provided under Article 9.2(a).

Section 9.3  Financial. All financial policies and procedures shall be in accordance with the Accounting and Financial Policy and Procedures Handbook.

ARTICLE X:  MISCELLANEOUS PROVISIONS

Section 10.1  Seal. The corporate seal of EnviroCert shall consist of such seal as determined by the Board of Directors.

Section 10.2  Fiscal Year. Unless otherwise ordered by the Board of Directors, the EnviroCert fiscal year shall begin on January 1st of each year and end on December 31st of the same year.

EnviroCert International, Inc.: Third Amended and Restated Articles Revision, dated June 13, 2014 12 of 17
Section 10.3 Gifts and Donations. Any gift or donation to the Corporation or any Division shall be subject to the approval and acceptance thereof by the Board of Directors. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

Section 10.4 Periodic Reviews. To ensure the Corporation operates in a manner consistent with non-profit purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted in accordance with the Financial Policy and Procedures Handbook.

Section 10.5 Outside Advisors. When conducting periodic reviews as provided for in the Article dealing with Conflict of Interest or otherwise, the Corporation may, if deemed necessary, use outside advisors separate from Special Liaisons. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Section 10.6 Removal For Cause. Whenever the provisions of these By-Laws provide for the removal of any person from any position “for cause,” the term “for cause” shall mean the existence, as determined by the Board or respective Committee, of conduct by such person being removed that demonstrates a lack of commitment, dedication and adherence to the causes and purposes of EnviroCert and its programs and activities.

Section 10.7 Agent. Any person or entity authorized by the Corporate Officers, Board of Directors, or a Division Council to represent such group.

Section 10.8 Delivery of Notice. Any notices will consider to be “delivered” when any of the following occurs:

a) Notice is transferred or presented to the proper party;

b) Notice is deposited in the United States mail with proper postage and is addressed to the proper party at his, her, or its address as it is listed in the records of the Corporation, or any other contact information appearing on the records of the Corporation; or

c) Notice is transmitted by electronic means such as e-mail, facsimile, or any other method that is authorized in the articles of incorporation.

Section 10.9 Execution of Documents.

(a) Every contract entered into, including any loans or other evidence of indebtedness, issued in the name of or on behalf of the Corporation must be authorized or ratified by a resolution of the Board of Directors.

(b) Except as otherwise provided by law, all checks, drafts, promissory notes, and other evidence of indebtedness issued in the name of the Corporation and all contracts, deeds,
mortgages, and other instruments executed in the name of and on behalf of the Corporation must be executed and attested by such Officer or Officers, or agent or agents, of the Corporation and in such manner as shall periodically be determined by resolution of the Board of Directors.

Section 10.10 Stock. The Corporation will not have or issue shares of stock.

Section 10.11 Compensation.

(a) The Board of Directors may fix the salaries or other compensation of agents and employees of the Corporation unless it delegates this authority to the Executive Director.

(b) No Director or Officer of the Corporation will receive, directly or indirectly, any income, profit, or other pecuniary benefit from the Corporation, except reimbursement from the Corporation’s funds for reasonable expenses incurred that, in the opinion of the Board of Directors, were properly incurred in performance of their duties on behalf of the Corporation, upon submission of proper documentation to the Board of Directors.

Section 10.12 Loans to Management. The Corporation will make no loans to any of its Directors or Officers.

Section 10.13 Construction. If any portion of these Bylaws is found to be invalid or inoperative, then so far as is reasonable and possible:

a) The remainder of these Bylaws will be considered valid and operative; and

b) Effect will be given to the intent manifested by the portion held invalid or inoperative.

Section 10.14 Effective Date. These Bylaws are effective upon acceptance by the Board of Directors.

ARTICLE XI: SECTION 501(c)(6) CORPORATION

Section 11.1 501(c)(6) Status. EnviroCert is organized exclusively for nonprofit purposes, as permitted by the provisions of 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Section 11.2 Net Earnings. No part of the net earnings of EnviroCert shall inure to the benefit of or be distributable to its Directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation.
Section 11.3 No Unpermitted Activities. Notwithstanding any other provision of these articles, EnviroCert shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(6) of the Internal Revenue code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Section 11.4 Distribution Upon Dissolution. Upon the dissolution of EnviroCert, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by delivering such assets to such organization or organizations that are organized and operated exclusively for nonprofit under section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or to any corporation organized and operated under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such nonprofit purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such nonprofit purposes.

ARTICLE XII: INDEMNIFICATION

Section 12.1 Corporate Indemnification. The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a director, officer, employee, or agent of the Corporation against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation.

Section 12.2 Director Indemnification. To the extent that a present or former director, officer, employee, or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any proceeding referred to in Section (a) of this Article, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with such proceeding if that person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation.

Section 12.3 Director Negligence. Sections 12.1 and 12.2 of this Article will not apply in any proceeding in which the director, officer, employee, or agent is liable for negligence or for administrative, civil, or criminal misconduct in the performance of his or her duties.

Section 12.4 Reliance. Any person who at any time after the adoption of this Bylaw serves or has served as a Director of the Corporation or member of any Division Council shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification
provided herein, and any modification or repeal of these provisions for indemnification shall be prospective only and shall not affect any rights or obligations existing at the time of such modification or repeal. Such right shall inure to the benefit of the legal representatives of any such person, shall not be exclusive of any other rights to which such person may be entitled apart from the provisions of this Bylaw, and shall not be limited by the provisions for indemnification in Section 55A-8-51 through 55A-8-56 or the North Carolina Nonprofit Corporation Act or any successor statutory provisions. Any person who is entitled to indemnification by the Corporation hereunder shall also be entitled to reimbursement of reasonable costs, expenses, and attorneys' fees incurred in obtaining such indemnification.

Section 12.5 Additional Terms.

(a) Such rights of indemnification will not be exclusive of any other rights to which such director, officer, or employee may be entitled apart from this provision.

(b) The Corporation shall have power to purchase and maintain, at the Corporation's expense, insurance on behalf of the Corporation and on behalf of any director, officer, employee, agent, or other person to the extent that power has been or may be granted by statute.

(c) The Corporation shall have the power to give other indemnification to the extent permitted by law.

ARTICLE XIII: CONFLICT OF INTEREST POLICY

The Board of Directors shall maintain a Conflict of Interest Policy.

ARTICLE XIV: AMENDMENTS

(a) These Bylaws may be altered, amended, or repealed, and new bylaws may be made and adopted at any annual or regular meeting of the Board of Directors, or at any special meeting called for that purpose, by the affirmative vote of a majority of the Directors in office.

Any amendments to these By-Laws shall be signed by the President of the Board of Directors and shall be witnessed by any other Director with an appropriate notation at the end of these By-Laws.

[End of By-Laws]
Statement of Adoption

These By-laws, containing Fourteen Articles, were adopted by a two-thirds (2/3) vote of the Directors of EnviroCert International, Inc. on June 13, 2104, with the effect of amending the previous By-Laws hereof.

The procedures required by the laws of North Carolina and the previous By-Laws of this corporation were followed in connection with the amendment process and the adoption of these By-Laws.

ENVIROCERT INTERNATIONAL, INC.

[Signature]

Robert W. Anderson
President/Chairman of the Board of Directors

[Signature]

Lori Gates
Secretary of the Board of Directors

[Signature]

Mark Goldsmith
Vice President of the Board of Directors

[Signature]

Alan Black
Treasurer of the Board of Directors

Attachments:
Attachment A: EnviroCert Current Principal Place of Business and Satellite Office(s)
Attachment B: Board of Directors Directory
Attachment C: Board of Directors Resolutions