


SUPPLIERS PARTNERSHIP
FOR THE ENVIRONMENT

**BYLAWS
of the**

Suppliers Partnership for the Environment (SP)

ARTICLE I: NAME, OFFICES, AGENT AND SEAL

Section 1. Name: The name of the Corporation shall be the Suppliers Partnership for the Environment (SP), a District of Columbia not-for-profit corporation.

Section 2. Offices and Agent: The Corporation shall maintain a registered office and a registered agent in the District of Columbia, and may have other such offices within or without the District of Columbia, and such other registered agents, as the Board of Directors may determine from time to time.

Section 3. Seal: The corporate seal of the Corporation shall be in such form, as the Board of Directors shall prescribe.

ARTICLE II: PURPOSE

Section 1. Nonprofit: The Corporation is organized under the District of Columbia Nonprofit Corporation Act, as amended. The Corporation shall operate as a nonprofit tax-exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code). The purposes for which this Corporation is formed are to be promoted, transacted and carried on without pecuniary profit.

Section 2. Purpose: The Corporation's purpose is to provide a forum for large, medium and small service and product vendors who deal with small, mid-sized and large vehicle manufacturers to develop and share tools, information, knowledge, good practices and technical support to ensure that the suppliers' products and their processes provide business improvement and cost savings to SP participants while improving their environmental performance.

To this end, the Corporation, by and through its members, among other activities shall endeavor to:

- a. Demonstrate that by working cooperatively within the automotive supply chain, private sector companies of all sizes with the U.S. Environmental Protection Agency (EPA) and the

National Institute of Standards and Technology (NIST) can achieve real environmental improvements as a result of providing commercial and business value to the participants.

- b. Provide a mechanism where automotive suppliers and customers can develop processes and collect and share information, data and knowledge on ways to improve their business and environmental performance; and, utilizing EPA communication channels, to share the knowledge gained with those companies and organizations that are involved in the automotive supply chain.
- c. Implement an ongoing awards program to recognize leading suppliers who actively participate and support SP activities.
- d. Develop, as appropriate, specific tools, reports or documents that address the purpose of the organization.
- e. Provide a foundation for future activities designed to recognize and encourage new approaches in developing environmental policy.
- f. Educate and inform key audiences of the work being done by SP.
- g. Do all and everything, including the making and carrying out of any contracts, necessary, suitable and proper for the accomplishment of the aforesaid purposes or the furtherance of said purposes and any of the powers heretofore or hereinafter set forth and as may otherwise be authorized by law, and to do every act or acts, thing or things, incidental to or pertaining to or growing out of or connected with the aforesaid purposes or powers, or any part of parts thereof, provided the same are not inconsistent with the provisions of law under which the Corporation is organized;
- h. The enumeration of specific purposes set forth above shall not be construed as limiting or restricting in any way the undertaking of such functions as shall advance the general purpose set forth above.

Section 3. Rules: The following rules shall conclusively bind the Corporation and all persons acting for or on behalf of it:

- a. **No Inurement:** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and other expenses and to make payments and distributions in furtherance of the purposes set forth herein;
- b. **Distribution of Assets Upon Dissolution:** Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such a manner, or to such organization or organizations, as shall at the time qualify as an exempt organization or organizations under Sections 501(c)(6) or 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine;
- c. **Non-Discrimination:** The Corporation shall not adopt any practice, policy or procedures that would result in discrimination on the basis or race, religion or creed;
- d. **Antitrust/Trade Regulation Law Compliance:** It shall be the policy of the Corporation to comply strictly with all federal and state antitrust laws and related trade regulations. Any activities of the Corporation or Corporation-related actions of its officers, directors, members

or staff which are contrary to these laws and regulations are detrimental to the interests of the Corporation and are unequivocally contrary to Corporation policy.

ARTICLE III: MEMBERS

Section 1. Membership: Membership shall be granted to an eligible company upon application to the Executive Committee of the Corporation.

- a. **Membership Eligibility:** Any company that supplies goods or services to an automotive manufacturer or parts supplier is eligible for membership.
- b. **Associate Membership Eligibility:** A non-profit 501(c)3 charitable organization having an established commercial relationship with the automotive industry may be considered for an “associate” membership. Also, SP may invite staff representatives of non-profit trade associations representing the automotive industry to participate in select SP meetings and activities in order to facilitate the transfer of environmental sustainability and EHS expertise, experience, and practices within industry to the fullest extent possible.

Section 2. Membership Voting Rights: Each full member in good standing shall be entitled to vote on each matter being submitted to a vote of the members. The procedures for voting shall be as set forth below in these bylaws. Associate members are not eligible to vote, but they are entitled to formally express opinions on matters being voted on by members.

Section 3. Membership Dues and Assessments: Membership dues and assessments shall be established from time to time by the Board of Directors, as it may deem necessary and proper. Each member shall be obligated to pay its dues and assessments in full for the calendar year in which at any time membership is held. No dues will be refunded. Resignation, suspension or expulsion will not relieve a member from its obligation to pay its dues and assessments for the fiscal year in which it resigned or was suspended or expelled. Associate members are not subject to dues and assessments.

Section 4. Resignation: Any member may resign by submitting a written letter of resignation to the Board of Directors.

Section 5. Termination of Membership: The Board of Directors may terminate or suspend the membership of any member of the Corporation, without hearing or prior notice, who is delinquent in the payment of dues or assessments owed by that member. The Board of Directors by a two-thirds vote may expel a member for cause other than non-payment of dues or assessments after appropriate notice and a due process hearing, at which time the member may be represented by counsel if it so elects.

ARTICLE IV: MEETINGS OF MEMBERS

Section 1. Annual Meeting: An annual meeting of the members shall be held at such time and place as the Board of Directors may determine, for the transaction of all proper business as may come before the meeting.

Section 2. Special Meetings: Special meetings of the members may be called by the Executive Committee, the Board of Directors or by the written request of thirty percent of the membership having voting rights.

Section 3. Notice of Meetings: Written, printed or electronic notice stating the place, day and hour of any meeting of members shall be delivered at least three days in advance of said meeting, either personally or by U.S. mail to each member entitled to vote at such meeting. Said notice may be confirmed by additional notice utilizing electronic mail or other means of electronic or telephonic transmission (including facsimile transmission). Presence without objection at any meeting of members also waives notice, in addition to written waiver as provided in these bylaws.

Section 4. Quorum, Majority Rule: Thirty-percent of the voting members represented in person or by proxy shall constitute a quorum at any membership meeting. If a quorum is not present, a majority of the members present may adjourn the meeting from time to time without further notice. A majority of the members voting shall prevail, provided that sufficient ballots or votes are received to constitute a quorum.

Section 5. Voting in Person or by Proxy: At any meeting of members, any member entitled to vote may vote either in person or otherwise as set forth below, or by proxy authorized via electronic mail (provided that the member shall state or submit information from which it can be determined that the proxy was duly authorized by the member) or executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of this execution unless otherwise provided in the proxy.

Section 6. Supplemental Voting Procedures, and Quorum:

- a. Voting by mail or telephone call or electronic mail or any other means of electronic or telephonic transmission (including facsimile transmission):** All matters of business of the Corporation, except as otherwise specified by law of these bylaws, may be submitted to members on a mail ballot or for voting by telephone call or electronic mail or any other means of electronic or telephonic transmission (including facsimile transmission), provided that the member shall state, or submit information from which it can be determined, that the method of voting chosen was authorized by the member.
- b. Voting by mail or in person:** On all mail ballots or voting otherwise permitted under these bylaws, all such persons voting shall be counted as present for purposes of voting and determining a quorum.

Section 7. Representation of Members: If any member company wishes to be represented at one or more Suppliers Partnership for the Environment (SP) meetings (including Work Group

meetings) by a consultant or other non-employee for purposes of voting, making a presentation or otherwise representing the member's views, an authorized employee of the member company must notify the meeting chair in writing in advance that such non-employee has been so authorized. The authorized employee should be a company employee who otherwise participates in SP activities or one of his superiors. The notice should be reasonably specific as to the scope of the authorization--for example, whether the scope is to make a specified presentation on behalf of the member company at a specified meeting; to represent the member company for all purposes, including voting, until further notice; or some other scope. This requirement, which is intended to protect the interests of member companies, does not require such notice in the event of a non-employee simply attending or otherwise participating in a meeting without making a presentation or purporting to speak or vote on behalf of the member company.

ARTICLE V: OFFICERS

Section 1. Officers: The Officers of the Corporation shall be a Chair of the Board, Vice-Chair, Finance Chair, Membership Development Chair, Work Group Chair, Two At-Large Chairs and an Executive Director (non-voting) and such other officers as may be determined by the Board of Directors.

Section 2. Nomination, Election and Term of Office: At least thirty days prior to the Annual Meeting of the Board of Directors, the Nominating Committee will promulgate to the Board of Directors a slate of nominees for Officers who are Directors. The Officers, except for the Executive Director, will be elected from among the nominees by the Board of Directors at the Annual Meeting of the Board and will serve for a one-year term or until their successors have been duly elected and qualified. The Executive Committee will retain the services of the Executive Director.

Section 3. Removal: Any Officer may be removed by a majority vote of the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.

Section 4. 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 of said office.

Section 5. Chair of the Board: The Chair of the Board shall supervise and control all of the affairs of the Corporation subject to ultimate management of the Corporation by the Board of Directors. The Chair of the Board shall preside at all meetings of the Board of Directors and assure that policies of the Board of Directors are implemented.

Section 6. Vice Chair: The Vice Chair shall be the principal executive officer of the Corporation and shall be responsible for the operation of the Corporation including but not limited to the operation of the committees and compliance with the By-laws of the organization.

Section 7. Finance Chair: The Finance Chair shall be responsible for all funds and securities of the Corporation, and the deposit and disbursements of all moneys in the name of the Corporation

in such banks, trust companies or other depositories as shall be selected by the Board of Directors in accordance with these bylaws. The Finance Chair shall remain fully advised as to the financial condition of the Corporation and shall regularly report to the Board of Directors on the finances of the Corporation and the adequacy of the accounting records of the Corporation. The Finance Chair shall also have such duties as are customary to the Office of Secretary and as may be prescribed by the Vice Chair or the Board of Directors from time to time in that regard. The Finance Chair may delegate any duties as specified by the Board of Directors to the Executive Director of the Corporation.

Section 8. Work Group Chair: The Work Group Chair shall be responsible for all activities of the work groups and committees of SP members that are organized to address the vision, mission and activities of the organization.

Section 9. Chair of Membership Development: The Chair of Membership Development is responsible efforts that will attract and retain qualified participating members in the organization. This person will work with the SP executive offices to identify potential targets, communicate with those targets about the value of membership in SP, coordinate the invitation of those prospective members as guests to SP meetings, and present the applications of potential members to the Board of Directors. This person will also work with SP's executive offices to determine the most appropriate ways to retain SP members, communicate with existing members regarding the value that they find in SP activities and determine through annual commitment forms their willingness to continue to support the organization.

Section 10. At-Large Chairs: The two At-Large Chairs shall be responsible for assessing and participating in the activities of the Executive Committee and shall be available for providing counsel and guidance to the Board of Directors and the Executive Committee when needed.

Section 11. Executive Director: The Executive Director shall be responsible for the day-to-day operation of the Corporation as well as assisting the Finance Chair by performing any delegated functions of the Finance Chair. The Executive Director will be responsible for carrying out those programs and policies directed by the Executive Committee and the Board of Directors.

ARTICLE VI: BOARD OF DIRECTORS

Section 1. General Powers: The operation and affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Composition, Qualifications and Tenure: The Board of Directors shall be composed of not more than one representative of each company that is a full member in SP. Each Board member will be elected at the Annual Meeting of the Members of the Corporation by said Members and shall hold office for one year or until his or her successor has been duly appointed and/or elected and has qualified.

Section 3. Vacancies: A Director elected or appointed to fill a vacancy shall serve for the unexpired term of his/her predecessor, and until his/her successor is duly elected and qualified or until his/her death, resignation or removal.

Section 4. No Compensation: Directors shall not receive any compensation for their services as directors, but, by resolution of the Board of Directors, directors may be reimbursed for expenses incurred in attending any regular or special meeting of the Board.

Section 5. Removal: A Director may be removed by the affirmative vote of two-thirds of the Board of Directors, at a meeting at which a quorum is present, provided written notice of the meeting is delivered to all directors stating that a purpose of the meeting is to vote on removal of the named director.

Section 6. Quorum, Majority Rule: A Quorum for conducting business of the Board shall be 30% of the eligible members. The act of the 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 statute or by these bylaws.

Section 7. Voting Procedures; Notice; Waiver of Notice: The same voting and notice and waiver of notice procedures set forth for members in these bylaws also are applicable to the Board of Directors.

Section 8. Action Without Meeting: The Board of Directors may take any action without a meeting which it could take at a meeting of Directors, based on voting by mail or telephone call or electronic mail or any other means of electronic or telephonic transmission (including facsimile transmission) as provided in these bylaws (including the proviso that each such director shall state, or submit information from which it can be determined, that the method of voting chosen was authorized).

Section 9. Meeting Attendance by Telephone; Voting by Telephone Call or Electronic Mail or Any Other Means of Electronic or Telephonic Transmission (Including Facsimile Transmission): Directors may participate in any meeting through the use of a conference telephone of similar communications equipment by means of which all persons participating in the meeting can hear each other: Such participation in a meeting or voting shall constitute presence in person at the meeting. Voting by telephone call or electronic mail or any other means of electronic or telephonic transmission (including facsimile transmission) shall be permissible in the same manner as for Members under these Bylaws.

ARTICLE VII: COMMITTEES AND WORKING GROUPS

Section 1. Committees of Directors: The Board of Directors, by resolution adopted by a majority of the directors, may designate one or more committees to exercise the authority of the Board of Directors in the management of the Corporation, but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed by law.

Section 2. Executive Committee: An Executive Committee of the Board of Directors will be composed of the Officers of the Corporation. The Executive Committee will execute the decisions of the Board of Directors and will have authority to make interim decisions relating to the business of the Corporation when the Board is not in session and subject to subsequent examination and ratification by the Board.

Section 3. Standing Committees and Working Groups: The Board of Directors shall designate Standing Committees or Working Groups that will be tasked with making recommendations to the Board of Directors and carrying out policies of the Board in specific policy areas. A member of the Board of Directors will chair each Standing Committee or Working Group. All members of the Corporation will be eligible to serve on each of the Standing Committees or Working Groups.

ARTICLE VIII: CONTRACTS; CHECKS; DEPOSITS AND FUNDS; FINANCIAL EXAMINATIONS OR AUDITS

Section 1. 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 and such authority may be general or confined to specific instances.

Section 2. Checks and Drafts: 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 Officers, agent or agents of the Corporation, or the Executive Director, in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits and Funds: All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts: 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 5. Financial Examinations or Audits: The Corporation shall have an annual financial examination or audit conducted of its financial accounts and records, in a manner to be determined by the Board of Directors.

ARTICLE IX: BOOKS AND RECORDS OF ACCOUNT; MINUTES

Section 1. Books and Records of Account: The Corporation shall keep correct and complete books and records of account.

Section 2. Minutes: The Corporation shall keep minutes of the proceedings of its Board of Directors, members, and committees having any of the authority of the Board of Directors.

ARTICLE X: FISCAL YEAR

Section 1. Calendar Year Basis: The fiscal year of the Corporation shall be on a calendar year basis.

ARTICLE XI: WAIVER OF NOTICE

Section 1: Written Waiver: Whenever any notice whatsoever is required to be given under the provisions of the District of Columbia Nonprofit Corporation Act, as amended, or under the provisions of these bylaws, 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.

ARTICLE XII: LIMITED LIABILITY

Section 1. Officers, Directors, and Other Volunteers: Pursuant to the District of Columbia Nonprofit Corporation Act, as amended, every director, officer, or other volunteer performing services for the Corporation without compensation, other than reimbursement of expenses for those services, shall be immune from civil liability except where the injury or damage was a result of willful or wanton misconduct as more specifically set forth in the Act.

Section 2. Corporation Liability Insurance: For purposes of applying the aforesaid limitation of liabilities, the Corporation shall maintain insurance as specified in the District of Columbia Nonprofit Corporation Act.

ARTICLE XIII: INDEMNIFICATION

Section 1. Mandatory Indemnification: The Corporation shall indemnify all officers, directors, volunteer committee members and agents of the Corporation to the full extent permitted by the District of Columbia Nonprofit Corporation Act, as amended, and shall be entitled to purchase insurance for such indemnification to the full extent as determined from time to time by the Board of Directors.

Section 2. Rights Not Exclusive: The foregoing right of indemnification shall not be deemed exclusive of any other rights of indemnification to which those indemnified may be entitled under any other provision of law or otherwise.

ARTICLE XIV: AMENDMENTS TO BYLAWS

Section 1. Board Vote and Notice: These bylaws may be altered, amended or repealed, and new bylaws may be adopted, by an affirmative vote of a majority of the directors present at any regular or special Board of Directors meeting or voting as otherwise provided in these bylaws, provided that at least two days notice of any such proposed amendments, alteration or repeal, or new bylaws, is provided to the Board of Directors.