

**BYLAWS**  
**OF**  
**SUSTAINABLE BLACKSBURG,**  
**INC.**

**ARTICLE**  
**I**

BOARD OF DIRECTORS

Section 1. General Powers. Except as expressly provided in the articles of incorporation or these bylaws, all corporate powers of the Sustainable Blacksburg, Inc. (“the Corporation”) shall be exercised by or under the authority of, and the property, business and affairs of the Corporation managed under the direction of, the Board of Directors.

Section 2. Number and Qualification. The Board of Directors shall consist of a minimum of three (3) and a maximum of twelve (12) individuals. Directors need not be residents of the Commonwealth of Virginia. Directors shall be persons who are willing, without compensation, to devote their time and services to supervision of the affairs of the Corporation and accomplishment of its purposes.

Section 3. Election. The Board of Directors shall elect Directors at each annual meeting of the Directors as follows:

(a) At the first annual meeting of the Board of Directors, four Directors shall be elected for a term of one year, four Directors shall be elected for a term of two years, and four Directors shall be elected for a term of a three years; and,

(b) Each year four (4) directors shall be elected to fill the terms of the then expiring Directors such that the terms of the membership of the Board of Directors shall be staggered over several years.

Vacancies on the Board of Directors occurring between annual meetings due to resignation, removal, or death shall be filled by the Board of Directors at the next regular or special meeting.

Section 4. Regular and Annual Meetings. Regular meetings of the Board of Directors may be held without notice of the time, place or purpose of the meeting at such place, within or without the Commonwealth of Virginia, as the Board of Directors may designate from time to time. The Board of Directors shall designate by resolution one regular meeting during the year which shall be the annual meeting of the Corporation. The annual meeting shall be held for the purpose of electing directors, appointing officers and transacting such other business as may properly come before the meeting.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or a majority of the members of the board directors.

Section 6. Notice. Written notice of the date, time, and place of the special meetings shall be given to each Director either by personal delivery, by mail, by e-mail to the email address on file at the Corporation's offices, or at the direction of the officer or Director calling the meeting, to the address of such Director as it appears in the records of the Corporation not less than ten (10) days nor more than sixty (60) days before the date of the meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or in any waiver of notice of such meeting. A Director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless he or she at the beginning of the meeting or promptly upon his arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to the action taken at the meeting.

Section 7. Waiver of Notice. Notice of any meeting may be waived before or after the date and time of the meeting in a writing signed by the director entitled to notice and delivered to the Secretary of the Corporation for inclusion in the minutes of the meeting or filing with the corporate records.

Section 8. Action Without Meeting. Any action required or permitted by law to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all of the members of the Board of Directors. The action shall be evidenced by one or more written consents stating the action taken, signed by each Director either before or after the action taken, and included in the minutes or filed with the corporate records reflecting the action taken. A written consent and the signing thereof may be accomplished by one or more electronic transmissions, such as fax, email, or PDF document, or as otherwise permitted by the Code of Virginia.

Section 9. Conduct of Meetings. The President, or in his or her absence, a Vice President, if any, shall act as chairman of and preside over meetings of the Board of Directors. If no such officer is present, the directors present at the meeting shall elect a chairman. The Secretary, or in his absence an Assistant Secretary, if any, shall act as secretary of such meetings. If no such officer is present, the chairman shall appoint a secretary of the meeting.

Section 10. Procedure at Meetings. The procedure at meetings of the Board of Directors shall be determined by the chairman, and the vote on all matters before any meeting shall be taken in such manner as the chairman may prescribe.

Section 11. Participation by Conference Telephone. The Board of Directors may permit any or all directors to participate in a meeting of the directors by, or conduct the meeting through the use of, conference telephone or any other means of communication by which all directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by such means shall be deemed to be present in person at the meeting. When a meeting is so conducted, a written record shall be made of the action taken at such meeting.

Section 12. Quorum. A quorum at any meeting of the Board of Directors shall be a majority of the number of directors fixed or prescribed by these bylaws or, if no number is prescribed, the number of directors in office immediately before the meeting begins. The affirmative vote 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.

Section 13. Committees.

(a) The Board of Directors may create one or more committees and appoint two or more members of the Board of Directors to serve on them at the pleasure of the Board of Directors. The Board of Directors may also appoint non-directors to serve as non-voting members of committees. The chair of any committee established by the Board of Directors shall be a member of the Board of Directors. Any such committee, to the extent specified by the Board of Directors, may exercise the authority that may be exercised by the Board of Directors except to the extent prohibited or restricted by law, the articles of incorporation or these bylaws.

(b) The provisions of Sections 3 through 10 of this Article, which provide for, among other things, meetings, action without meetings, notice and waiver of notice, quorum and voting requirements of the Board of Directors, shall apply to committees and their members as well.

(c) The Board of Directors will have the following standing Committees:

(i) Executive Committee. The Executive Committee of the Board of Directors shall be comprised of the five individuals holding the following offices: Past-President, President, President-elect, Secretary and Treasurer. When the Board of Directors is not in session, the Executive Committee shall have all power vested in the Board of Directors by law, by the Articles of Incorporation, or by these Bylaws, provided that the Executive Committee shall not have power to:

(A) Amend the Articles of Incorporation;

(B) Adopt, amend or repeal the Bylaws; or,

(C) Authorize or approve a distribution of funds, except consistent with the Articles of Incorporation; or

(ii) Metrics Committee. The Board of Directors, by resolution adopted by a majority of the number of Directors fixed by these Bylaws, may elect a Metrics Committee, which shall consist of not less than two Directors. The Metrics Committee shall work in close cooperation with representatives of Virginia Tech and the Town of Blacksburg to identify, monitor and report upon key indicators of environmental impact in the Blacksburg region. The Committee shall also consider and report to the Board with respect to such other matters relating to environmental impact as may be requested by the Board or the appropriate officers of the Corporation. The Committee shall report periodically to the Board of Directors on all actions, which it may have taken.

(iii) Communication Committee. The Board of Directors, by resolution adopted by a majority of the number of Directors fixed by these Bylaws, may elect a Communication Committee, which shall consist of not less than two Directors. The Communication Committee shall have primary responsibility for undertaking the Corporation's effort to maintain communication service and activities to increase public knowledge and awareness related to environmental stewardship, including (A) maintaining a fully-featured web site providing appropriate networking opportunities, educational resources, and links to related organizations and programs, (B) developing a transportable public awareness display, (C) developing a striking widely-displayed membership logo to promote public recognition of community-wide commonness of purpose with regard to environmental stewardship, (D) developing an active news and article feature development group; and (E) promoting open meetings of the Board;. The Committee shall also consider and report to the Board with respect to such other matters relating to promoting the activities of the Corporation as may be requested by the Board or the appropriate officers of the Corporation. The Committee shall report periodically to the Board of Directors on all actions, which it may have taken.

(iv) Constituents Committee. The Board of Directors, by resolution adopted by a majority of the number of Directors fixed by these Bylaws, may elect a Patron Committee, which shall consist of not less than two Directors. The Constituents Committee shall work to provide a common area-wide focal point for various activities related to environmental stewardship by encouraging participation, involvement, and financial support in the Corporation's activities by individuals, businesses, governments, and community organizations. The Committee shall also consider and report to the Board with respect to such other matters relating to the involvement of various constituencies in the activities of the Corporation as may be requested by the Board or the appropriate officers of the Corporation. The Committee shall report periodically to the Board of Directors on all actions, which it may have taken.

(v) Program Committee. The Board of Directors, by resolution adopted by a majority of the number of Directors fixed by these Bylaws, may elect a Program Committee, which shall consist of not less than two Directors. The Funded Initiatives Committee shall locate, review and recommend to the full Board specific projects and initiatives for direct financial and volunteer support, including the continuation of recycling programs begun under Resource Conservation Challenge Grant RFA NO: EPA-OSWER-OSW-06-04 and other similar programs. The Committee shall also consider and report to the Board with respect to such other matters relating to specific projects of the Corporation as may be requested by the Board or the appropriate officers of the Corporation. The Committee shall report periodically to the Board of Directors on all actions, which it may have taken.

(ii) Nominating Committee. The Board of Directors, by resolution adopted by a majority of the number of Directors fixed by these Bylaws, may elect a Nominating Committee, which shall consist of not less than two Directors. The Nominating Committee shall consider and report to the Board with respect to individuals who might be recommended for membership on the Corporation's Board of Directors or any of its various committees.

(d) Other Committees. The Board of Directors, by resolution adopted by a majority of the number of Directors fixed by these Bylaws, may establish such other standing or

special committees of the Board as it may deem advisable, consisting of not less than two Directors; and the members, terms and authority of such committees shall be set forth in the resolutions establishing the same.

(e) Meetings. Regular and special meetings of any Committee established pursuant to this Article may be called and held subject to the same requirements with respect to time, place and notice as are specified in these Bylaws for regular and special meetings of the Board of Directors.

(f) Quorum and Manner of Acting. A majority of the members of any Committee serving at the time of any meeting thereof shall constitute a quorum for the transaction of business at such meeting. The action of a majority of those members present at a Committee meeting at which a quorum is present shall constitute the act of the Committee.

(g) Term of Office. Members of the Committee shall be elected as above provided and shall hold office until their successors are elected by the Board of Directors or until such Committee is dissolved by the Board of Directors.

(h) Resignation and Removal. Any member of a Committee may resign at any time by giving written notice of his intention to do so to the President or the Secretary of the Corporation, or may be removed, with or without cause, at any time by such vote of the Board of Directors as would suffice for his election.

(i) Vacancies. Any vacancy occurring in a Committee resulting from any cause whatsoever may be filled by a majority of the number of Directors then serving.

Section 14. Resignation. A director may resign at any time by delivering written notice to the Board of Directors, its chairman, the President or the Secretary. A resignation shall be effective when delivered, unless the notice specifies a later effective date.

Section 15. Removal. At a meeting of the Board of Directors called and noticed expressly for that purpose, any director may be removed, with or without cause, if the number of votes cast to remove him constitutes a majority of the directors. Such director shall be automatically removed and his office shall become immediately vacant.

## **ARTICLE**

### **II**

## **OFFICERS**

Section 1. Generally. The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The officers shall be appointed by the Board of Directors at the annual meeting of the directors or, if a vacancy shall exist in any such office, at a special meeting of the directors held as soon as may be practicable after the resignation, death or removal of the officer theretofore holding the same. The Board of Directors or the President may also at any time appoint one or more Vice Presidents or other officers and assistant officers

and fill any vacancy that may exist in any such office as a result of the resignation, death or removal of the officer holding the same. Each officer shall have the authority and perform the duties which pertain to the office held by him, or as set forth in these bylaws or, to the extent consistent with these bylaws, such duties as may be prescribed by the Board of Directors or the President.

Section 2. President. The President shall be the chief executive officer of the Corporation. The President shall have general supervision over, responsibility for and control of the other officers, agents and employees of the Corporation. The President shall act as chairman of and preside over meetings of the directors and shall perform, to the extent consistent with these bylaws, such duties as may be conferred upon him by the Board of Directors.

Section 3. Vice President. Each Vice President shall perform, to the extent consistent with these bylaws, such duties as may be prescribed by the Board of Directors or the President. In the event of and during the absence, disqualification or inability to act of the President, the Vice President, shall have the authority and perform the duties of the President.

Section 4. Secretary. The Secretary shall have the responsibility for preparing and maintaining custody of minutes of meetings of the directors in a book or books kept for that purpose and the responsibility for authenticating records of the Corporation. The Secretary shall maintain a record of directors of the Corporation, giving the names and addresses of all directors.

Section 5. Treasurer. The Treasurer shall be the chief financial officer of the Corporation. The Treasurer shall have the custody of all moneys and securities of the Corporation and shall deposit the same in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors and, unless otherwise prescribed by the Board of Directors or the President, shall maintain the books of account and financial records.

Section 6. Other Officers. The Board of Directors may, but shall not be required to, appoint such other officers as the Board of Directors deems necessary or desirable to further the purposes of the Corporation. Any such officers appointed by the Board of Directors shall have such authority and perform such duties as the board may from time to time direct.

Section 7. Execution of Instruments. Checks, drafts, notes, and orders for the payment of money shall be signed by such officer or officers or such other individual or individuals as the Board of Directors may from time to time authorize, and any endorsement of such paper in the ordinary course of business shall be similarly made, except that any officer or assistant officer of the Corporation may endorse checks, drafts or notes for collection or deposit to the credits of the Corporation. The signature of any such officer or other individual may be a facsimile when authorized by the Board of Directors.

Section 8. Delegation of Power. In the event of and during the absence, disqualification or inability to act of any officer other than the President, such other officers or employees as may be designated by the Board of Directors or by the President shall have the authority and perform the duties of such officer.

Section 9. Resignation. An officer may resign at any time by delivering written notice to the Board of Directors, the President or the Secretary. A resignation shall be effective when delivered unless the notice specifies a later effective date.

Section 10. Removal. Any officer may be removed, with or without cause, at any time by the Board of Directors and any officer or assistant officer, if appointed by another officer, may likewise be removed by such officer.

Section 11. Fiscal Year. The fiscal year of the Corporation shall be an annual accounting period ending on December 31 in each calendar year.

**ARTICLE  
III**

AMENDMENTS

These bylaws may be amended, altered, or repealed by vote of at least two-thirds of the Board of Directors present at any meeting at which a quorum is present provided that written notice shall be given of such meeting and shall include notice that an amendment to these bylaws will be considered at such meeting and a fair summary of such amendment to be acted upon.

Effective: April 1, 2008