



**BYLAWS OF  
The Carbon Institute (TCI)**  
As Amended November 2019

**Article I  
Corporate Purposes**

Section 1.01: The Carbon Institute (“TCI”) was incorporated in 2006 in California as a nonprofit corporation, originally named the Tropical Forest Group. TCI is organized exclusively for charitable and educational purposes that include: public education and professional development; creation of curriculum and workforce solutions in under-resourced communities; research on matters related to greenhouse gas inventories, the environment, climate change, and healthy communities; and efforts to promote and assist in conservation and restoration of natural ecosystems.

Section 1.02: Limitations on Activities. Consistent with its charitable and educational status:

- (a) TCI shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office;
- (b) no part of TCI’s net earnings shall inure to the benefit of officers, directors or other private persons, except that it is authorized and empowered to pay reasonable compensation for services rendered and otherwise to make payments and distributions in furtherance of its charitable and educational purposes; and
- (c) TCI shall take only actions permitted in 501(c)(3) of the Internal Revenue Code and pertinent Income Tax Regulations, as amended and as they may be amended.

**Article II  
Membership**

Section 2.01: The Carbon Institute (TCI) shall have no members.

**Article III  
Directors**

Section 3.01: The Board is the policy-making body of TCI and may exercise all the powers and authority granted to TCI by law. The Board shall oversee TCI’s policies and procedures.

Section 3.02: Meetings. There shall be at least one meeting annually of TCI’s Board of Directors (“the Board”). Additional Board meetings may be called by the Chair or a co-chair or by written petition of one-third of the Directors at times and places selected by the caller(s). Notice, in writing and designed to be received at least five days before meetings if reasonably possible, shall be given all Directors.



Section 3.03: Board Size. There shall be no fewer than three nor more than fifteen Directors, as the Board may determine by resolution from time to time.

Section 3.04: Election of Directors. Directors shall be elected by the affirmative vote of a majority of the Board total membership, for no more than two consecutive, three-year terms, which shall be allocated so that the terms of one-third of the Board's total membership shall expire each year. Re-election as a Director may occur after an absence from the Board of at least one year. Directors having a common term shall be a "group," and the foregoing one-third requirement shall be met if no group's size exceeds any other group's by more than two. In case of vacancy, the Board may elect a Director to complete the unexpired term. Partial terms shall not count toward the term limits imposed in this section. Notwithstanding the term limits imposed in this section, Officers serve on the Board during their term as an Officer. A person's total length of service may be longer if the person serves in successive capacities as a Director and as one or more Officers.

Section 3.05: Quorum; Majority Vote; Proxy Voting. One-third of the Board's total membership or two Directors, whichever is greater, shall constitute a quorum. When a quorum is present at a duly called Board meeting, all actions shall be by vote of a majority of those present unless otherwise required by these Bylaws or by law. Directors may vote by proxy, as long as it is written and duly communicated prior to any vote.

Section 3.06: Removal, Suspension or Resignation. A Director may be removed or suspended, with or without cause, by the vote of a majority of the total membership of the Board. Directors missing three consecutive meetings are deemed removed, unless the Board, in its discretion, waives application of this rule due to extenuating circumstances. A Director may resign at any time by delivering a signed written notice to the Chair or Secretary. Resignations are effective upon receipt of the notice unless the notice specifies a later effective date.

Section 3.07: Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if all of the members of the Board unanimously consent in writing to the specific action (including via email) and the written consents are included in the minutes or filed with the corporate records reflecting the actions taken. Action taken under this section is effective when the last Director signs (including by electronic means) the consent, unless the consent specifies an earlier or later effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

Section 3.08: Conference Calls. One or more Directors may participate in a Board meeting by means of conference telephone call or other means whereby all participating Directors can communicate with one another simultaneously. Participation in a meeting pursuant to this section shall constitute presence for 3.05.



Section 3.09: Board's Total Membership. Reference in any Bylaws to "the Board's total membership" shall mean the total number of Directors actually in office at a particular time, not the number of Directors authorized or permitted by these Bylaws or by Board resolution.

Section 3.10: Annual Contribution. Directors are required to make an annual contribution to the Corporation or to cause such contribution to be made.

Section 3.11: Committee Membership. Directors are encouraged to serve on at least one Committee of the Board during their tenure.

Section 3.12: Paid employees of TCI shall not serve on the Board with the exception of the Executive Director who shall be an ex officio, non-voting member of the Board.

#### **Article IV Committees**

Section 4.01: Executive Committee. If an Executive Committee is needed to exercise some or all of the Board's powers between Board meetings (except powers specifically reserved to the Board by law or delegated to the Board by these Bylaws), the Board, by vote of a majority of its total membership, may appoint not less than three Directors to comprise the Executive Committee and define its powers and responsibilities. In the absence of a limiting Board resolution, between Board meetings, the Executive Committee shall exercise all of the Board's authority permitted by law.

Section 4.02: Other Committees. The Board from time to time may establish one or more other committees. Except for committees authorized to act on behalf of the Board, committee members need not be Directors. Examples of committees that may be created include program and financial committees.

#### **Article V Officers**

Section 5.01: Titles. TCI's Officers shall be Chair, Secretary and Treasurer, and such other officers and assistant officers as the Board may from time to time authorize or appoint. The same person may not serve as TCI's Chair and Treasurer.

Section 5.02: Duties. Officers shall have such duties and powers as are normally associated with their titles, except as the Board otherwise may provide.

Section 5.03: Election. Officers shall be elected by the affirmative vote of a majority of the total number of Board members in office. Paid employees of TCI may not serve as Officers. Officers shall serve two year terms, and shall be eligible for re-election for a limit



of three consecutive terms per office. Term limits may be waived under exceptional circumstances as determined, in its discretion, by the affirmative vote of a majority of the total number of Board members in office. Officers are eligible for re-election after an absence from the same Officer position of at least one year.

Section 5.04: Vacancies. Any office that becomes vacant may be filled by the Executive Committee for an interim period ending at the next meeting of the Board. Partial terms of less than a year as an Officer shall not count towards the term limits imposed in this Article.

Section 5.05: Removal or Suspension, Resignation. Any officer may be removed or suspended by vote of a majority of the Board's total membership. An officer may resign at any time, by delivering a signed written notice to the Executive Committee. Resignations are effective upon receipt of the notice unless the notice specifies a later effective date.

## **Article VI Duties of the Executive Director**

Section 6.01: The Executive Director shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise and control the affairs of the corporation and the activities of employees. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation of this corporation, or by these bylaws, or which may be prescribed from time to time by the board of directors. Unless another person is specifically appointed as chairperson of the board of directors, he or she shall preside at all meetings of the board of directors. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board of directors.

## **Article VII Dissolution**

Section 7.01: Upon TCI's dissolution, the Board, after paying or making provision for payment of all liabilities, shall dispose of TCI's assets in such manner, or to such organizations described in Section 501(c) (3) of the Internal Revenue Code of 1954 as amended or as it may be amended, as the Board determines to be consistent with TCI's purposes and with applicable provisions of law.

## **Article VIII Bylaw Amendments**



Section 8.01: The Board, by vote of a majority of its total membership, may amend or repeal these Bylaws in whole or in part.

#### **Article IX Compliance with Law**

Section 9.01: TCI's officers are authorized and directed to take all steps necessary to assure that TCI operates and transacts its affairs in full compliance with all applicable provisions of law.

#### **Article X Affiliate Offices Outside of the United States**

Section 10.01: The Board authorizes the officers of TCI to take all steps necessary to open affiliate offices outside of the United States.

#### **Article XI Contracts, Loans, Checks, and Deposits**

Section 11.01: Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of TCI, and such authority may be general or confined to specific business.

Section 11.02: Loans. No loans shall be contracted on behalf of TCI and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 11.03: Checks, Drafts, or Orders. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness shall be signed by such officer or officers, agent or agents of TCI and in such manner as from time to time shall be determined by resolution of the Board of Directors.

#### **Article XII Action by Electronic Mail**

Section 12.01: Any requirement in these Bylaws that a notice, unanimous vote, resignation, or other record be in writing will be satisfied if the information is inscribed on a tangible medium or stored in an electronic or other medium and is retrievable in perceivable form, such as electronic mail. An electronic record will be deemed to have been signed if the person making it intends to authenticate or adopt it and attaches to or logically associates with it an electronic symbol, sound, or process, such as sending an email from an email address on file with TCI.



ADOPTED: March 27, 2006

AMENDED: November 21, 2019