

BYLAWS
OF THE
CHEMICAL
EDUCATIONAL FOUNDATION
*(Including Revisions From the,
April 30, 2019 Board of Trustees Meeting)*

ARTICLE I

Name

The name of the Corporation shall be the Chemical Educational Foundation, hereinafter referred to as the Corporation.

ARTICLE II

Corporate Purpose

The purpose for which this Corporation is organized and operated is exclusively charitable and educational, as defined in Section 501 (c) (3) of the Internal Revenue Code, as amended, and its regulations as they now exist, or as they may hereafter be amended. The purpose of this Corporation shall be charitable and educational, and in specific furtherance thereof:

- (a.) To establish and maintain public support for the science of chemistry
- (b.) To provide mechanisms by which individuals, organizations, and interested parties may combine resources to foster a greater understanding of the science of chemistry

- (c.) To foster appreciation of the chemical enterprise as a vital and responsible community participant
- (d.) To disseminate educational programs and conduct activities for the betterment of the public at large as related to the science of chemistry
- (e.) To receive gifts, bequests, and devises of property, and otherwise to acquire property, both real and personal, of any nature and in any location, to be used exclusively for the advancement of the purposes of the tax exempt Corporation
- (f.) To do any and all things necessary, advisable, or related to carrying out the above purposes, consistent with all federal, state, and local laws

ARTICLE III

Offices

Section 1. Principal Office: The Corporation will have and continuously maintain a Principal Office in the District of Columbia or such State as the Board of Trustees may determine or as the affairs of the Corporation may require from time to time. The Principal Office of the Corporation may be relocated from time to time as determined above.

Section 2. Registered Office: The Corporation will have and continuously maintain a registered office in Washington, D.C., and a registered agent whose office is identical with the registered office. The registered office may be, but not need be, identical with the principal office.

ARTICLE IV

Contributors

Section 1. Contributors: The Corporation shall have a class of members known as Contributors. Contributors are not 'members' within the meaning of the District of Columbia

nonprofit corporation law and have no right to vote for the election of Trustees or on any fundamental transaction involving the Corporation.

Section 2. Qualifications for Contributors: The category of Contributor membership in the Corporation is available to any person, organization or firm interested in, or associated with, fostering a greater understanding of the science of chemistry, the benefits of chemicals, and the importance of chemical safety awareness, that makes an annual financial gift to the Foundation

Section 3. List of Contributors: An official list of Contributors will be posted on the Foundation Web site and updated from time to time.

ARTICLE V

Board of Trustees

Section 1. Management: The business and the affairs of the Corporation shall be directed, controlled, and managed by the Board of Trustees who shall be the governing body of the Corporation.

Section 2. Duties of the Board of Trustees: The Board of Trustees shall manage all of the affairs, the property and funds of the Corporation, and shall have the duty and authority to do and perform all acts consistent with these Bylaws, the Articles of Incorporation of the Corporation, and any amendments thereto, and the laws of the District of Columbia. The Board of Trustees shall have such other duties as may be prescribed by law.

Section 3. Number and Term of Office: The Board of Trustees shall consist of not less than eight (8) Trustees. The NACD Chairman, NACD Vice-Chairman, and NACD Treasurer shall be Trustees ex-officio. The remaining Trustees shall be Trustees At Large. Each Trustee At Large shall hold office for a nominal term of three (3) years. Terms for Trustees At Large may start at any time but shall end on December 31 of the last year of the term. Trustees At Large may be elected to successive terms.

Section 4. Nomination and Election of Trustees At Large: Trustees At Large shall be nominated upon the recommendation of the Nominating Committee, and shall be elected by the majority vote of the Board of Trustees then in office. The election of Trustees At Large may be conducted by email ballot at any time or as an agenda item at any meeting of the Board of Trustees. A sitting Trustee At Large shall abstain from voting on his or her own re-election.

Section 5. Removal of Trustees At Large: A Trustee At Large may be removed from office, with or without cause, by the affirmative vote of a majority of the Board of Trustees then in office.

Section 6. Vacancies Resulting from Death or Resignation: A vacancy on the Board of Trustees caused by the death or resignation of a Trustee At Large shall result in the term for that Trustee At Large to come to an end.

Section 7. Meetings: The Annual Meeting of the Board of Trustees shall be held in conjunction with the National Association of Chemical Distributors Annual Meeting unless a meeting location change is requested by not less than one-third (1/3) of the Trustees and is passed by a majority vote of the entire Board of Trustees provided that such a meeting date does not conflict with the NACD Annual Meeting. Notice of time and place of the meeting shall be notified to each Trustee at least fifteen (15) days prior to the date set for the meeting. Regular meetings of the Board of Trustees shall be held typically two times a year, including at the NACD Annual Meeting, with a conference call held once a year. Notice of the time and place of the meeting shall be notified to each Trustee at least seven (7) days prior to the meeting. Special meetings of the Board of Trustees may be called by the President or may be called at the request of not less than one-third (1/3) of the Trustees. Notice of the time and place of the meeting shall be notified to each Trustee at least seven (7) days prior to the meeting. Any member of the Board of Trustees unable to attend a meeting shall advise the Secretary of their expected absence in a letter, phone call, or e-mail. Keeping in mind their fiduciary responsibilities, Trustees need to attend as many meetings of the Board as possible.

Section 8. Quorum and Required Vote: One-third of the total number of Trustees serving shall constitute a quorum. In case there is no quorum present, a lesser number may adjourn from time to time until a quorum is obtained. Except as a larger vote may be required by the laws of the District of Columbia, these Bylaws, or the Articles of Incorporation, the vote of a majority (provided there shall never be less than five (5) affirmative votes) of the Trustees present at any meeting at which there is a quorum, shall be the act of the Board.

Section 9. Action by Unanimous Written Consent: Any action required or permitted to be taken at any meeting of the Board of Trustees may be taken without a meeting if a written consent of such action is signed by all members of the Board of Trustees and such written consent is filed with the minutes of the proceedings of the Board of Trustees.

ARTICLE VI

Officers

Section 1. Election: At the appropriate Annual Meeting of the Board of Trustees, the Board shall elect a President, a Vice President, and a Treasurer, and such other officers as it shall deem necessary and desirable. The President, Vice-President and Treasurer shall be selected from among the sitting Board of Trustees. The Secretary shall be the chief staff officer of CEF ex officio, but shall not be a Trustee. No two or more offices may be held by the same person. The President shall have served as a Trustee for at least two (2) years prior to election. No Trustee who is the paid chief staff officer of an allied trade association or foundation shall serve as President, Vice-President, or Treasurer. The officers shall serve for two (2) years or until their successors are elected and qualified.

Section 2. Removal: All officers of the Corporation may be removed from office, with or without cause, at any time by an affirmative vote of not less than a majority of the Board of Trustees then in office.

Section 3. Vacancies: A vacancy in any office shall be filled by the Board of Trustees and the appointee shall serve until his/her successor is duly appointed and qualified.

Section 4. Duties of the President: The President shall be the chief executive officer of the Corporation, shall, subject to the control of the Board of Trustees, be the primary interface with the Executive Director, shall have the general powers and duties of management usually vested in the office of President, and shall have other powers and duties as may be prescribed by the Board of Trustees and under these Bylaws. The President shall preside at meetings of the Board of Trustees. Acting under the direction of the Board of Trustees, and on its behalf, the President, with the assistance of the CEF Executive Director, shall perform all acts, execute and deliver all documents, make committee and committee chair appointments, and take all steps authorized by the Board in order to effectuate the actions and policies of the Board.

Section 5. Duties of the Vice President: There shall be a Vice President with duties as are determined from time to time by the Board of Trustees. In the absence or disability of the President, the Vice President shall perform all duties of the President and when so acting, shall have all of the powers and be subject to all of the restrictions of the President.

Section 6. Duties of the Secretary: The Secretary shall preserve for the record books the full and correct minutes of the proceedings of all meetings of the Trustees. He or she shall be custodian of the Articles of Incorporation, Bylaws, and Minute Books. It shall be the duty of the Secretary to sign and execute all corporate documents and instruments whereupon his or her signature may be lawfully required. He or she shall also serve all notices required by law, these Bylaws, or by resolution by the Board of Trustees, and shall be his or her duty to cause to be prepared and filed, with the appropriate bodies, official reports and documents required by law to be filed by non-profit corporations. He or she shall also perform such other duties as may be delegated by the Board of Trustees.

Section 7. Duties of the Treasurer: The Treasurer shall keep or cause to be kept, in books belonging to the Corporation, complete and accurate accounts of all receipts and disbursements, resources and liabilities, and shall deposit all moneys and funds and other valuable effects of the

Corporation, in the name of and to the credit of the Corporation, in such depository or depositories as may be designated by the Board of Trustees. He or she shall disburse funds of the Corporation in payment of its obligations, taking proper vouchers and receipts for such disbursements. The Treasurer shall render to the President and to the Trustees at the meetings of the Trustees, or whenever otherwise requested, correct statements and reports showing the financial condition of the Corporation. He or she may sign corporate documents and instruments as necessary. The Treasurer shall arrange for the performance of an annual audit and for the preparation of annual audited financial statements by a certified public accountant on behalf of the Corporation.

Section 8. Appointment and Duties of the Executive Director. The Board of Trustees may appoint an Executive Director who shall be the chief operating officer of the Corporation, and, subject to the control of the Board of Trustees, shall have the general duties and powers of management including the hiring and supervision of staff, establishing the budget, and implementing the programs authorized by the Board of Trustees. The Executive Director shall report to the Board of Trustees through the President and as otherwise directed by the Board of Trustees.

ARTICLE VII

Committees

Section 1. Committees: The Board of Trustees shall have the power, by resolution adopted by a majority of the Trustees in office, to designate and appoint one or more committees.

a. Executive Committee: There shall be a standing Executive Committee of the Foundation consisting of the President, the Vice-President, the Secretary, and the Treasurer. The Executive Committee, chaired by the President, shall provide counsel and guidance to the President in establishing agendas for Trustee meetings and in setting the broad parameters of Foundation initiatives.

b. Committee on Nominations: There shall be a standing Committee on Nominations to appoint Trustees At Large, consisting of the CEF Executive Committee, and at least one sitting Trustee At-Large appointed by the Board of Trustees. The Committee on Nominations shall be chaired by the President of the Foundation then in office. The Committee on Nominations shall prepare a list of one qualified nominee for each office and Trustee At Large to be elected due to term expiration. The list of nominees so selected and qualified will be provided to the full Board of Trustees ten (10) days in advance of the meeting at which the elections will be held.

Section 2. Term of Office: Each member of a committee shall continue as such or until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 3. Chairman: One member of each committee shall be appointed chairman by the President of the Board of Trustees who is authorized to appoint the members thereof.

Section 4. Removal: Any member of a Committee may be removed at any time, with or without cause, by the Board of Trustees.

Section 5. Vacancies: Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum and Required Vote: Unless otherwise provided in the resolution of the Board of Trustees designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

ARTICLE VIII

Contracts, Checks, Deposits and Funds

Section 1. Contracts: The Board of Trustees may authorize any officer or officers, Executive Director 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 behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agents or agents of the Corporation in such a manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the Treasurer and countersigned by the Executive Director or President of the Corporation.

Section 3. Deposits: 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 Trustees may select.

Section 4. Gifts: The Board of Trustees may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

ARTICLE IX

Fiscal Year

The fiscal year of the Corporation shall begin on the first day of July and end the last day of June of each year.

ARTICLE X

Indemnity

The Corporation shall indemnify Trustees, officers, and employees who may have served at its request, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they are made a party by reason of being or having been such a Trustee, officer, or employee except in relation to matters as to which they shall be adjudged in such action, suit or proceeding to be liable for misconduct in the performance of their duty. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Trustee, officer or employee may be entitled under any Bylaw, agreement or otherwise.

ARTICLE XI

Notices

Section 1. Method of Giving Notices: Whenever notice is required to be given by these Bylaws, the same shall be given as specified by post mail, FAX, email, text message or any other method then in use that will give adequate notice to the Board of Trustees, to the last known postal, email or text address or contact information of the individual entitled to such notice.

Section 2. Waiver of Notice: Any meeting of the Board of Trustees may be deemed to have been validly and legally called if all the Trustees entitled to vote on the day of the meeting sign a written waiver of notice, either before or after the meeting. Attendance of a Trustee at any meeting shall constitute a waiver of notice of that meeting and no written waiver need be obtained from that Trustee except when the Trustee attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. All such waivers, consents or approvals shall be filed with the corporate records.

ARTICLE XII

Amendment to the Bylaws

These Bylaws may be amended, altered, restated or otherwise revised by the affirmative vote of a majority of first the NACD Board of Directors and then the CEF Board of Trustees then in office or, in the alternative, by two-thirds (2/3) of the Trustees present at any meeting of the CEF Board of Trustees at which there is a quorum, provided that the amendment or proposal shall be first FAXED, e-mailed, texted or post mailed to each member of the NACD Board of Directors and each member of the CEF Board of Trustees at least ten (10) days prior to the meeting at which the amendment is proposed.

ARTICLE XIII

Corporate Seal

The Board of Trustees shall provide a suitable seal containing the name of the Corporation and the year in which it first incorporated. The seal shall be in the custody of the Executive Director.

ARTICLE XIV

Adoption and Effective Date

These Bylaws were officially adopted by the Board of Trustees of this Corporation at a meeting held on June 19, 1990, amended on December 1, 1992, amended on September 22, 1995, amended on May 20, 1998, amended on May 12, 1999, amended on December 1, 2000, amended on October 10, 2001, amended on December 3, 2009, amended May 7, 2013, and amended April 30, 2019, pursuant to the resolutions adopted by said Board of Trustees.

April 30, 2019