



FILED

04-01-11
04:59 PM



BY-LAWS
OF
Natural Capitalism Solutions, Inc.
amended 19 August 2009

ARTICLE ONE
ORGANIZATION

1. The name of this organization shall be
Natural Capitalism Solutions, Inc. (NCS)
2. The organization shall have a logo, which shall be in the above form.

ARTICLE TWO
PURPOSES

The following is the purpose for which this organization has been formed.
Natural Capitalism Solutions (NCS)' mission is to educate senior decision-makers in business, government and civil society about the principles of sustainability. NCS shows how to restore and further enhance the natural and human capital while increasing prosperity and quality of life. In partnership with leading thinkers and groups, NCS creates innovative, practical tools and implementation strategies for companies, communities and countries.

ARTICLE THREE
MEMBERSHIP

Natural Capitalism Solutions, Inc. is not a membership organization.

ARTICLE FOUR
MEETINGS

The annual Board of Directors meeting of this organization shall be held annually on a date set by the Secretary of the Board. The secretary shall cause to be e-mailed to every Board member at his or her address telling the time and place of such annual meeting.

The presence of not less than a majority of Board members shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser number may adjourn the meeting for a period of not more than two weeks from the date scheduled by these By-Laws and the secretary shall cause a notice of this scheduled meeting to be sent to all those Board members who were not present at the meeting originally called. A quorum as hereinbefore set forth shall be required at any adjourned meeting.

Special meetings of this organization may be called by the President when s/he deems it for the best interest of the organization. Notices of such meeting shall be e-mailed to all Board members at least seven days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom called.

At the request of two board members of the Board of Directors, the President shall cause a special meeting to be called, but such request must be made in writing at least seven days before the requested schedule date.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all parties present at such meeting.

ARTICLE FIVE
VOTING

At the meetings, except for the election of officers and directors, all votes shall be via voice, except for the election of officers ballots shall be provided and there shall not appear on such ballot any mark or marking that might tend to indicate the person who cast such ballot.

At any regular or special meeting if a majority so required any question may be voted upon in the manner and style provided for election of officers.

At all votes by ballot, the Chairman of such meeting shall immediately prior to the commencement of balloting appoint a committee of three who shall act as "Inspectors of the Election" and who shall be at the conclusion of such balloting to certify in writing to the

chairperson the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.

No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

ARTICLE SIX

ORDER OF BUSINESS

1. Roll call
2. Reports of committees
3. Reports of officers
4. Approval of minutes of the preceding meeting
5. Old and unfinished business
6. New business
7. Good and welfare
8. Adjournments

ARTICLE SEVEN

BOARD OF DIRECTORS

The business of this organization shall be managed by the Board of Directors consisting of up to seven board members together with the officers of this organization. The directors to be chosen for the ensuing year shall be chosen at the annual meeting of this organization. The term of the Board members will be between one to three years on a staggered basis so that no more than two members will be replaced each year.

The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.

A majority of the members of the Board of Directors shall constitute a quorum.

Each director shall have one vote and voting may not be done by proxy.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the members of the Board of Directors whose terms have not expired.

The President of the organization by virtue of the office shall be Chairperson of the Board of Directors. The Board of Directors shall select a Secretary.

A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules as it may in its discretion consider necessary of the best interests of the organization for this hearing.

ARTICLE EIGHT OFFICERS

The officers of this organization shall be as follows

President L. Hunter Lovins

Vice President Jeff Hohensee

Secretary Nancy Johnston

Treasurer Rob Noiles

The President shall preside at all meetings, and by virtue of the office be Chairman of the Board of Directors. The President shall be present at each annual meeting of the organization, shall cause to be prepared an annual report detailing the work of the organization, shall preside at the Annual Meeting, shall appoint all committees, temporary or permanent, see that all books, reports and certificates as required by law are properly kept or filed. The President shall be one of the officers who may sign the checks or drafts of the organization, and have such powers as may be reasonably construed as belonging to the chief executive of any organization.

The Vice President shall, in the event of the absence or inability of the President to exercise his or her office, become Acting President of the organization with all the rights, privileges and power as if he or she had been the duly elected President.

The Secretary shall keep the minutes and the records of the organization in appropriate books, file any certificate required by the statute, federal or state, give and serve all notices to members of the organization, be the official custodian of the records and seal of the organization, submit to the Board of Directors any communications which shall be addressed to the Secretary of the organization, attend to all correspondence of the Board and exercise all duties incident to the office of Secretary.

The Treasurer shall have the care and custody of all monies belonging to the organization, be responsible for such monies or securities of the organization and be one of the officers who signs checks or drafts of the organization.

The Treasurer shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting and shall exercise all duties incident to the office of the Treasurer.

Officers shall by virtue of their office be members of the Board of Directors.

No officer or director shall for reason of the office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties than other as a director or officer.

ARTICLE NINE
SALARIES

The CEO and/ or President shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary in the conduct of the business of the organization.

ARTICLE TEN
COMMITTEES

All committees of this organization shall be empowered by the Board of Directors and their term of office shall be for a period of five years or less if terminated by action of the Board of Directors.

The Board of Directors may establish a permanent committee as deemed necessary.

ARTICLE ELEVEN
DUES

There are no dues of this organization.

ARTICLE TWELVE
DISSOLUTION

In the event of dissolution of the organization, the board of directors shall, after paying and making provisions for the payment of all liabilities, distribute all the assets of the corporation over to an organization dedicated to charitable and/or educational purposes and which has been recognized as a 501(c)(3) organization by the Internal Revenue Service.

ARTICLE TWELVE
AMENDMENTS

These By-Laws may be altered, amended, repaired or added to by an affirmative vote of not less than a majority of the Board of Directors. Any motion to amend these by-laws shall be provided to all members in writing, and any amendments shall be affixed to the minutes of the meeting at which the amendments were accepted.

