

Secretary of State Office
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ARTICLES OF INCORPORATION DOMESTIC NONPROFIT CORPORATION

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Article I

The name of the corporation is **ENVIRONMENTAL PULSE INSTITUTE (EPI)**

Article II

The period of existence is: From the date of inception

Article III

The following are the purposes for which this organization has been organized:

The Environmental Pulse Institute (EPI) will focus on using evolving technologies, earth observations and environmental analytics to address social benefit areas. The goal is to bridge the gap between science and public policy related to climate change, energy, ecosystems, education, health and transitioning society towards a low carbon economy. By drawing on expertise in earth sciences, social sciences, and information technology, the organization will assist in communicating complex scientific information and best practices. The focus of EPI's work is from the global to the regional and local. The organization, with its base in the United States, will also act as a facility and source of technical expertise for capacity development in developing countries. The organization will be service-oriented and will operate as a non-government, and not-for-profit entity.

Article IV

Check one:

- The corporation will have members.
 The corporation will not have members.

Article V

If the corporation is to have one or more classes of members, any provision which the incorporators elect to set forth designating the class or classes of members and stating the qualifications and rights of the members of each class.

Board members will have 3-year term, which can be renewed based on their interest and involvement. A Board Member could cease to be a Member if he/she resigns, he/she no longer has an employer who is supportive of the time commitment required or he/she no longer has links to the organizations that secured his/her nomination and/or selection to the Board; he/she is unable to perform the agreed upon tasks; he/she is unable to work with the other NGO Board Members as part of a team; or if a conflict of interest is declared. We will have a board consisting of three members.

Officers and Duties: There shall be a President and Treasurer. The officers shall be elected by the Board at the November Board Meeting after the at-large members are seated. Their duties are as follows:

The President shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: first Vice-Chair, second Vice-Chair, Secretary and Treasurer.

The **Treasurer** shall make a report at each Board meeting. The Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

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

At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and directors. At all votes by ballot, the chairman of such meeting shall, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chairman 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 VI

If the directors are not to be elected or appointed by one or more classes of members, a statement of the manner in which such directors shall be elected or appointed.

The Executive Director is appointed by the Board. The Executive Director has day-to-day responsibility for the Council, including carrying out the Council's goals and Board policy. The Executive Director will attend all Board meetings, report on the progress of the Council, answer questions of Board members and carry out the duties described in the job description. The Board can designate other duties as necessary. The Executive Director may hire additional staff with prior approval from the board, if needed.

Article VII

Any provisions which the incorporators elect to set forth for the regulation of the internal affairs of the corporation, including any provision for the distribution of assets on dissolution or final liquidation.

BOOKS AND RECORDS

Correct books of account of the activities and transactions of the Corporation shall be kept at the office of the Corporation. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.

AMMENDMENTS, MODIFICATIONS, REVISIONS OF BY-LAWS

These Bylaws may be amended by a majority vote of the Board of Directors, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided all members of the Board waive such notice, or by unanimous consent in writing without a meeting.

MEETINGS

- Section 1: **Annual Meeting:** The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.
- Section 2: **Notice:** Notice of each meeting shall be given to each voting member, by mail, not less than ten days before the meeting.

VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by a majority vote of the Executive Committee for the unexpired period of the term.

DISTRIBUTION OF ASSETS ON DISSOLUTION

Upon dissolution of the Corporation and as determined by the Executive Committee, its remaining assets, if any, shall be distributed to one or more organizations chartered and operated exclusively for religious, charitable or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code as now in force or later amended. Any such assets not so distributed, shall be distributed by the County Court of the County in which the registered office is then located, to another organization, which in the judgment of the court shall best accomplish the purposes that are consistent with the purposes for which the Corporation was formed.

RESIGNATION AND REMOVAL

An elected member or an officer may resign at any time by delivering a written resignation to the President. The acceptance of any such resignation shall be necessary to make the above resignation effective. An elected officer who has three unexcused absences shall be considered to have resigned and such position shall be deemed vacant. An elected officer or member may be removed at any time by a vote of two-thirds of the members present at a duly called meeting of the Executive Committee.

AMENDMENTS

These ByLaws may be altered, amended or repealed, and new By-Laws may be adopted by a majority vote of the general assembly at any regular or special meeting called by the Executive Committee. A summary of such proposed alterations, amendments or repeals shall be submitted to each member of the General Assembly at least five (5) days prior to such meeting.

Article VIII

The South Dakota Registered Agent name
The Secretary of State