



CISEC, INC.
P.O. Box 188
Parker, Colorado 80134-0188

BYLAWS OF CISEC, INC.

A Nonprofit 501c(6) Corporation Formed Under the Laws of the State of Colorado.

ARTICLE 1. ORGANIZATION

Section 1.1. Registered Office. The registered office of the corporation shall initially be situated at the location stated within the Articles of Incorporation and may, at a later date, be moved to such other location as the Board of Directors may from time to time designate.

Section 1.2. Other Offices. The corporation may maintain such other offices both within and without the State of Colorado as the board of directors may authorize.

Section 1.3. Purpose. The corporation has been organized for the purposes set forth in the Articles of Incorporation.

Section 1.4. Corporate Seal. The seal of the corporation shall be of such design as shall be approved and adopted from time to time by the board of directors, and the seal or a facsimile thereof may be affixed by any person authorized by the Board of Directors or these Bylaws by impression, by printing, by rubber stamp, or otherwise. The foregoing notwithstanding, however, unless otherwise required by the laws of the State of Colorado, the Board of Directors may opt not to utilize a corporate seal.

ARTICLE 2. MEMBERS

Section 2.1. Membership. The corporation shall not have members. All authority shall be vested in a perpetual Board of Directors as set forth in Article 4 below.

ARTICLE 3. REGISTRANTS

Section 3.1 Registrants

A person who 1) has successfully completed the requirements for certification established by CISEC, Inc., 2) remains current in his or her requirements for Continuing Development Hours (CDHs), 3) remains current in paying all annual fees associated with such certification and renewal, and 4) subscribes and adheres to the purposes, policies and code of conduct and ethics of CISEC, Inc. shall receive certification as being a "Certified Inspector of Sediment and Erosion Control" or Certified Inspector of Sediment and Erosion Control-In Training and shall be listed by CISEC, Inc. as a Registrant in good standing. Registrants in good standing shall be treated as the members of this nonprofit corporation and shall be entitled to have voting privileges in connection with CISEC, Inc. activities that are brought before the Registrants.

ARTICLE 4. BOARD OF DIRECTORS

Section 4.1 Number, Election and Term

The CISEC Board of Directors shall consist of not less than six (6) nor more than nine (9) members. The number of Directors shall be determined by the Board of Directors from time to time. It is the desire of the CISEC Board of Directors that at least one member shall be a registrant of the Canadian CISEC (CAN-CISEC) program.

The term of office for members of the Board of Directors shall be three years. Members of the Board may serve no more than two consecutive terms but may be re-elected after an absence of at least one year thereafter.

The Registrants in good standing shall, through procedures established by the Board of Directors, elect nine registrants in good standing to membership on the Board of Directors, to serve for a term of three years.

There shall be a President of the Board to be elected by the Board of Directors from their number at every other Annual Meeting (in even years) of the Board. The term of office for the President of the Board shall be two years. The President is not eligible for re-election until the individual has been out of the presidential position for one year. The President shall preside at all meetings of the Board of Directors thereafter and perform such other duties as may be directed by the Board.

The immediate Past President whose membership on the Board otherwise would have come to an end, shall be a member of the Board of Directors until such time as there is a new immediate Past President.

Elections shall be staggered every year with approximately 1/3 of the seats becoming available. Elections will be held in June and new member(s) will be installed at the annual meeting of CISEC, Inc. in August.

Section 4.2 Powers. The activities and assets of the corporation shall be managed and controlled by the Board of Directors, which shall exercise all the powers of the corporation.

Section 4.3 Meetings; Quorum. Regular meetings of the Board of Directors shall be held at such places, within or without the State of Colorado, and on such days and at such times as shall be fixed from time to time by the Board of Directors. Rules of procedure for the conduct of such meetings shall be adopted by resolution of the Board of Directors. Notice of such regular meetings need not be given.

A majority of the Board of Directors shall constitute a quorum for the transaction of business, but a lesser number may adjourn to another day if a quorum is not present. The act 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, unless the Articles of Incorporation or these Bylaws require the act of a greater number.

Special meetings of the board may be held at any time and place, within or without the State of Colorado, upon the call of the President of the board, or Secretary of the corporation by written notice delivered to each director not less than three (3) days before such meeting; provided, however, that any director may, at any time, in writing, waive notice of any meeting. Attendance of a director at any meeting shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

For purposes of this section, "delivery" of notice of a Board of Directors meeting may be accomplished either by hand-delivery, through the U.S. Postal Service, through a private parcel carrier service, or electronically by facsimile transmission or email. "Delivery" is completed upon receipt by the director through any of the aforementioned means except when delivery of notice is by U.S. Postal Service or private parcel carrier service, in which case, delivery shall be completed upon delivery of the notice to the director's last known home address.

Section 4.4 Director Meeting via Telephone Conference. Directors may appear at a meeting of the board by means of telephone conference or similar communication system whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting. Furthermore, a director appearing at board meeting via telephone conference shall also be allowed to vote by this medium.

Furthermore, it is permissible for all directors to appear at a meeting of the Board of Directors via telephone conference or similar communication system.

Section 4.5 Action by Consent. Any action that is required to be or may be taken at a meeting of the directors may be taken without a meeting if consent is in writing, setting forth the action so taken, are signed by all the directors. The written consent may be executed in several identical counterparts by the directors with the effect as if the directors had executed a single document.

Section 4.6 Resignation and Filling of Vacancies of Directors. Any director of the corporation may resign at any time by giving written notice of such resignation to the Board of Directors, the President of the board, or the corporation. Any such resignation shall take effect at the time specified therein or, if no time be specified, upon receipt thereof by the Board of Directors or one of the above-named officers. Vacancies on the board and newly created directorships resulting from any increase in the number of directors to constitute the Board of Directors may be filled by a duly approved resolution of a majority of the directors then in office. If the directors remaining in office constitute less than a quorum of the board, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office. The corporation shall treat the death of any director as a voluntary resignation.

Section 4.7 Compensation of Directors. Directors, as such, may receive such compensation and be reimbursed for expenses of attendance at any meeting of the board as shall be determined by resolution of 66% of the Board of Directors. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

Section 4.8 Committees. The Board of Directors, by resolution adopted by a majority of the entire board, may designate one or more directors to constitute a committee. Each such committee, to the extent provided in such resolution, shall have and may exercise the authority of the Board of Directors, as so delegated in the resolution, in the management of the corporation; but the designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it or such member by law.

Section 4.9 Power and Duties of the Board of Directors. The property and business of a corporation shall be controlled and managed by a Board of Directors; however, the board may delegate duties to the officers of the corporation to the full extent allowed by law.

Section 4.10 Removal of directors. The Board of Directors may, by resolution adopted by the affirmative vote of 66% or more of the directors, remove a fellow board member. At least six of **ALL** directors must be in attendance at the meeting to vote in favor of removal for the resolution to pass.

ARTICLE 5. OFFICERS

Section 5.1 Number, Election, and Term. The officers of the corporation shall be a president, vice-president, secretary, and treasurer who shall be chosen by the Board of Directors at its first meeting. The same individual may hold multiple offices with exception of the president who shall not hold office as treasurer. The Board of Directors may elect such other officers with such titles and duties as it may determine are appropriate. All officers, unless sooner removed, shall hold their respective offices until the first meeting of the Board of Directors after the next succeeding election of the Board of Directors and until their successors shall have been duly elected and qualified.

Section 5.2 Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall not affect the contract rights, if any, of the officer or agent so removed.

Section 5.3 President. The president shall preside at all meetings of the directors at which he or she is present. The president shall perform such duties as the Board of Directors may prescribe and see that all orders and resolutions of the board are carried into effect.

Section 5.4 Vice Presidents. The vice presidents, if any, in order of seniority shall, in the absence or disability of the president, perform the duties and exercise the powers of the president, and shall perform such other duties as the Board of Directors or the president may prescribe.

Section 5.5 Secretary. The secretary shall keep or cause to be kept a record of all meetings of the Board of Directors and record all votes and the minutes of all proceedings in a book to be kept for that purpose. The secretary shall give, or cause to be given, notice of all meetings of special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or president, under whose supervision the secretary shall be.

Section 5.6 Treasurer.

The Treasurer shall be responsible to oversee all duties usually incident to the office of Treasurer; supervise and be responsible for all funds and securities of the Corporation; keep or cause to be kept at a central office regular electronic records of account, deposit; cause to be deposited all funds and other valuable effects in the name of the Corporation in such depositories as may be designated by the Board; and perform such other duties as from time to time the Board may direct.

ARTICLE 6. INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

Section 6.1 Indemnification of Directors and Officers. To the fullest extent permitted by the laws of State of Colorado, including future amendments of those laws, the corporation shall indemnify and hold harmless each director and officer of the corporation against any and all claims, liabilities, and expenses (including attorneys' fees, judgments, fines, and amounts paid in settlement) actually and reasonably incurred and arising from any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, to which any such person shall have become subject by reason of having held such a position or having allegedly taken or omitted to take any action in connection with any such position.

However, the foregoing shall not apply to:

- a. Any breach of such person's duty of loyalty to the corporation;
- b. Any act or omission by such person not in good faith or which involves intentional misconduct or where such person had reasonable cause to believe his or her conduct was unlawful; or
- c. Any transaction from which such person derived any improper personal benefit.

Section 6.2. Determination of Entitlement of Directors and Officers to Indemnification. The decision concerning whether a director or officer seeking indemnification has satisfied the provisions of Section 6.1 shall be made by (i) the Board of Directors by a majority vote of a quorum consisting of directors who are not parties to the action, suit, or proceeding giving rise to the claim for indemnity ("Disinterested Directors"), whether or not such majority constitutes a quorum; (ii) if there are no Disinterested Directors, or if the Disinterested Directors so direct, by independent legal counsel in a written opinion.

Section 6.3 Indemnification of Employees and Agents. The Board of Directors may, in such cases as, in its complete discretion, it deems appropriate, indemnify and hold harmless employees and agents of the corporation, and persons who formerly held such positions against any or all claims and liabilities (including reasonable legal fees and other expenses incurred in connection with such claims or liabilities) to which any such person shall have become subject by reason of having held such a position or having allegedly taken or omitted to take any action in connection with such position.

ARTICLE 7. MISCELLANEOUS

Section 7.1 Amendment of Bylaws. The Bylaws may be amended by a majority vote of the Board of Directors present in person or by proxy at the annual meeting, or at a special meeting called for that purpose.

Section 7.2. Fiscal Year of the Corporation. Unless the Board of Directors selects another date through a duly adopted resolution, the fiscal year of the corporation shall begin on the first day of July of each year and end on the 30th day of June of the following year.

Section 7.3. Dissolution of the Corporation. If dissolution of CISEC, Inc. becomes necessary, the Board of Directors shall decide upon, and assign all remaining assets to, a similar nonprofit organization that is devoted to educational activities, preferably those associated with sediment and erosion control.

ARTICLE 8. AMENDMENTS TO THE BYLAWS OF CISEC INC.

Section 8.1. By the Board of Directors. These Bylaws may be amended, altered or repealed by a vote of at least 66% of the entire Board at any regular or special meeting of the Board. If in the case of a Special Meeting notice of the proposed action is to be contained in the notice of the meeting.

Approved: February 26, 2016

CISEC, Inc. Board of Directors

 , Secretary