

Compression Institute By-Laws

Amended and restated on April 17, 2012

Article I

General

Section 1: Name.

The name of the organization is The Compression Institute Inc., here after referred to as the "Institute".

Section 2: Purpose.

The Institute is a nonprofit corporation organized under the laws of the Commonwealth of Kentucky whose purpose is primarily educational within the meaning of section 501(c)(3) of the Internal Revenue Code, focusing on teaching organizations and communities worldwide to respond to resource constraints that threaten the local quality of life. Executing this charitable purpose may further require making monetary distributions to similarly purposed organizations that qualify under section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code.

The mission of the Institute is to create and support vigorous learning groups to transform organizations and communities using compression thinking. The institute shall accomplish this mission through a variety of awareness programs including key presentations and workshops, seminars, study missions and symposia conducted in a variety of locations.

Section 3: Location.

The principle office of the Institute is 1048 Briarwood Drive, Lawrenceburg, Kentucky 40342. The mailing address of the Institute is P.O. Box 6231, Louisville, Kentucky 40206.

Section 4: Dissolution.

Upon dissolution of the Compression Institute, all accounts shall be paid and any remaining assets shall be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes.

Article II

Members

Section 1: Membership in the Institute will consist only of elected directors.

Article III

Board of Directors

Section 1: General.

The board is responsible for setting policy and governing the organization and holds the power to conduct the Institute's business and to delegate that power as needed to an agent of the board.

Section 2: Directors and Advisors.

The number of Directors shall not be less than three (3) nor more than twenty-five Directors. From time to time the Board may designate advisors, they shall not be considered Directors under this designation. Advisors may be invited and may attend Board meetings, but shall not have the right to vote nor will they count toward a quorum.

Section 3: Executive Committee.

The executive committee shall consist of the officers of the Board as described in Article IV of these by-laws.

Section 4: Term limits.

Each Director will be elected for a term of three years. Board members will be limited to two terms of three years each. A good and effective member (as defined in the Director responsibility pledge) can step down for a year at the end of six years and then be nominated for reelection to the board. The initial Board of Directors shall be exempt from this limit.

Section 5: Nominations and Elections.

The Board will elect one third of the Directors each year. The Board Chairman will appoint a Nominating Chairman to form a committee of three sitting directors or advisors. They will put forward nominations for new Directors, and the sitting board votes to elect them to Directorship. A majority vote of the current directors is required for election. Current sitting Directors may not vote on their renewal. Voting for new Directors and Officers shall be held at the last face-to-face meeting of each year. Majority vote by a show of hands shall be the method of voting.

Section 6: Compensation.

Directors shall not be compensated for their service except for reimbursement of reasonable expenses. Directors may be compensated as independent contractors for projects for which they have professional skills earning comparable fees.

Section 7: Dismissal.

A board member may be removed by a vote of the Directors. Conditions for removal may include breach of confidentiality, failure to disclose a conflict of interest, failure to attend 80% of schedule or exercise the duties of a board member (as outlined in the Directors Responsibility Pledge).

Section 8: Meetings.

a. The board shall meet (face-to-face) at least twice a year. The Chairman shall schedule monthly meetings to be held via electronic (telephone/video/internet, etc.) conference. At each meeting the board shall schedule future meetings and update the Institute's calendar.

b. The Board shall receive e-mail reminders of all meetings at least one week in advance. Meeting notices shall include the agenda, previous meeting minutes, copies of motions for approval, sub-committee reports for the meeting, and any additional information required. The Directors shall RSVP to the Secretary of the Board.

c. A quorum shall be a simple majority of current Directors who must be present or connected via electronic means (telephone/video/internet etc.) for the board to transact business.

d. Any member of the Executive Committee may call a special board meeting by notifying the Board Chairman.

e. Voting for new Directors and Officers shall be held at the last face-to-face meeting of each year. Majority vote by a show of hands shall be the method of voting.

f. Meetings will be governed by the latest edition of Robert's Rules of Order.

Article IV

Officers of the Board

Section 1: Officers.

Standard officer titles are Chairman, Chairman-elect, Director of Development, Director of Operations, and Director of Finance.

a. Chairman.

(1) Serves as the chief executive officer of the Institute and presides at all meetings of the Board of Directors and Executive Committee.

(2) Sign contracts or other instruments in the course of business for the institute, or assigns this responsibility to other officers.

(3) Appoints committees from the Board of Directors and Board of Advisors to assist the officers with their responsibilities.

(4) May establish special committees to undertake designated responsibilities on an as-needed basis.

(5) Carries out all other duties that properly belong to the office.

(6) Serves as an ex-officio member of all committees and determines all committees, selects all committee chairs, and assists in the selection of committee personnel, subject to approval of the Board of Directors.

b. Chairman-elect.

(1) Assists the Chair in performing the above duties and responsibilities.

(2) Serves and supports all committees pertaining to the general functions of the institute.

c. Director of Development.

(1) Leads development committee to ensuring that adequate funds are available for the organization to carry out its exempt purpose.

(2) Works with other members of the board to solicit charitable gifts, carry out fundraising events, and secure foundation and corporate grants.

d. Director of Operations.

(1) Leads the program committee to oversee and provide advice regarding the organization's activities. The committee meets on a regular basis with Chairman to design, plan, implement and execute the organization's programs and makes regular reports to the board of directors about these activities.

(2) Assumes the role of Secretary on the Board of Directors, preparing meeting notices, agendas, calendars, board documents, and meeting minutes.

e. Director of Finance.

Leads the finance committee to prepare and/or approve an annual organizational budget, oversee the accounting and banking functions of the organization, and arrange for a certified audit of the organization's accounts.

Section 2: Term limits.

Officers serve two-year terms and are limited to two consecutive terms.

Section 3: Standing committees.

(1) Chairman may create and convene Standing committees as needed or until the Institute hires staff or contracts to perform certain organization functions. The members of these committees may carry out the duties for which the committees hold responsibility, or they may supervise volunteers or independent contractors in carrying out those duties.

(2) The nominating committee shall identify candidates for election to the board and assemble a slate of officer candidates to be elected by the full board.

(3) The audit committee shall coordinate and perform an external audit of the Institute's books annually.

(4) The executive committee shall include the officers of the board as described in Section 1, above. The board specifically authorizes the executive committee to act on behalf of the board in daily operations and in special circumstances. Actions taken by the executive committee shall be presented to the full board of directors at the next regular board meeting.

Article VII**Amendments to the Bylaws**

Section 1: These bylaws may be amended subject to approval of a vote of two-thirds of the sitting Directors. Proposed amendments must be submitted to the Chairman to be sent out with regular Board announcements.

The initial By-Laws were approved at a meeting of the Board of Directors of the Institute on December 3, 2011.

The Amended and Restated By-Laws were approved at a meeting of the Board of Directors of the Institute on April 17, 2012.

THE COMPRESSION INSTITUTE, INC.

By: 
Robert B. Hall, Chairman

By: 
Jason McVay, Secretary