



BYLAWS of the GLOBAL ENVIRONMENTAL MANAGEMENT INITIATIVE, INC.

ARTICLE I: THE ORGANIZATION

- A. Name. The name of the corporation shall be the Global Environmental Management Initiative, Inc. (GEMI).
- B. Nature. GEMI shall be a not-for-profit corporation.
- C. Principal Office. The principal office of GEMI shall be in Washington, DC, USA.

ARTICLE II: PURPOSE

- A. Purpose. GEMI's purpose shall be to help business be successful through environmental sustainability and environmental, health and safety (EHS) excellence. It is not GEMI's purpose to engage in political advocacy at either the state, national or international level. GEMI has members that may be considered competitors. Competitive issues are not addressed through any GEMI-sponsored activities. In connection with each member's participation in GEMI, such members shall only engage in activities that further GEMI's objective and goals and that do not violate any U.S. law.
- B. Goals. To achieve this purpose, GEMI has established the following goals:
 - 1. Identify and assess emerging issues vital to achieving a sustainable world while maintaining business growth, and to develop options and approaches to solving the problems presented by these issues.
 - 2. Seek a vital membership of companies that maintain strong environmental sustainability and EHS values and goals and are committed to continuous improvement, the pursuit of environmental sustainability and EHS excellence, and the sharing of their successful techniques.
 - 3. Develop and promote e-tools and other effective mechanisms that help businesses explore the linkages between and enhance their environmental sustainability and EHS performance and extend and leverage the capabilities of the appropriate professionals in the companies.
 - 4. Promote the adoption of environmental sustainability and EHS-related best practices among businesses by conducting benchmarking programs.
 - 5. Provide an effective dialogue with stakeholders to help businesses understand their concerns and to share with those stakeholders the practices and results achieved by leadership companies.
 - 6. Create effective partnerships with other national and international groups including nongovernmental organizations (NGOs), government agencies, and other industry groups to better understand critical environmental sustainability and EHS issues and promote cooperative solutions.

- C. Strategic Plan. Membership shall review the organization's status every 3 years, effective 2003, to determine whether it is meeting its goals as they are written in GEMI's Strategic Plan.

ARTICLE III: MEMBERSHIP

- A. Who May Join. Membership is open to any business corporation that is committed to fostering environmental sustainability and EHS excellence, and whose PRIMARY focus is on addressing its own challenges or issues in this area, and not on evaluating the activities of, or providing such consulting services to, others.
- B. Obligations of Members. Member companies are expected to pay their annual dues in a timely manner as noted in Article IV, Section B. Furthermore, as a condition of membership, member companies are obligated to provide senior environmental sustainability and EHS managers or other appropriate human resources to actively participate in membership meetings and Workgroup activities.
- C. Application. A company may apply to become a member of GEMI by submitting a letter, along with a completed application package to the GEMI Chair requesting membership and agreeing to accept these Bylaws. The Board of Directors shall vote to accept or deny the application. If accepted, the company shall send to GEMI payment of annual dues prorated for the number of full and partial months remaining in the fiscal year on a schedule to be determined by the Board of Directors. Upon joining, a member shall have all the rights and obligations of membership. Member companies who resign their membership may apply for reinstatement at any time.
- D. Resignation. A member not in default of payments owed to GEMI may resign by submitting a letter of resignation to the Board of Directors with 60 days written notice. A member in default of payments owed to GEMI may resign by submitting a letter of resignation to the Board of Directors with 60 days written notice provided, however said resigning member shall be and will remain liable for the payment of a prorated portion of all dues or assessments incurred for the calendar year up to acceptance of resignation by the Board of Directors.
- E. Expulsion. A member, after having been provided with a written statement of charges against it as grounds why said member should be expelled from GEMI and after said member has been granted a reasonable due process opportunity to be heard by the Board of Directors, may be expelled upon the affirmative vote in favor of expulsion by two-thirds of all members eligible to vote. Reasons for expulsion may include lack of participation or behavior contrary to or inconsistent with the purpose of GEMI.
- F. Termination. Termination of membership may occur after 60 days following default in payment of membership dues or assessments (so as to allow an opportunity for a member to make payment if payment was delayed or not timely paid due to oversight or mistake.) Any member terminated for default shall be and will remain liable for the payment of a prorated portion of all dues or assessments incurred for the calendar year up to the date of termination.

ARTICLE IV: DUES AND ASSESSMENT

- A. Dues. The Board of Directors may recommend revisions to the dues as necessary. Any recommended change to the dues requires a proposal from the Board of Directors to the membership explaining the basis for the recommended change. The proposal must be documented and delivered to each member at least four weeks in advance of a vote on the recommended change.
- B. Payment. Payment of dues shall be required on a schedule established by the Board of Directors.
- C. New Member Dues. At the discretion of the Board of Directors new member companies may receive a discount on their dues for the initial twelve months of their membership. Former members reapplying for membership within 36 months of their resignation will not be eligible for any new member discount on dues that may be in effect at that time.
- D. Refunds. No dues shall be refunded for any reason, including mergers, acquisitions, resignation and expulsion.
- E. Assessments. The Board of Directors may request special assessments for certain projects, but payment shall be voluntary and shall not be a condition of membership or voting.

ARTICLE V: MEMBERSHIP MEETINGS

- A. Annual Meeting. As designated by the Chair of GEMI and preceding the start of the next fiscal year, there will be a meeting of the members ("Annual Meeting").
- B. Other Meetings. The Board of Directors may call meetings of the membership ("Membership Meeting"), as it deems necessary.
- C. Quorum. Except where noted otherwise in these Bylaws, a quorum shall be necessary for the conduct of any business at the Annual Meeting or Membership Meetings. A quorum exists when more than 50% of the membership is in attendance in person or via teleconference.
- D. Voting.
 - 1. General. All business of GEMI shall be transacted by vote of the membership except where responsibility and the authority for a matter are granted by these Bylaws to the Board of Directors or the Chair of GEMI. Each member company shall be entitled to one vote. Except as otherwise provided in these bylaws, a two-thirds vote of the members shall be required to approve business.
 - 2. Right to Vote By Proxy. Every member entitled to vote at a Membership Meeting or Annual Meeting or to vote by written consent may authorize another person or persons to act for it by proxy. The member must document the proxy appropriately and shall state the issue or issues for which the proxy is given. No proxy shall be valid after one year from the date of its execution unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

E. Action by Written Consent.

1. Right to Take Action by Written Consent. Any action required or permitted to be taken by the members at any Membership Meeting or Annual Meeting may be taken without a meeting if a consent or consents in writing, setting forth the action so taken, shall be signed or appropriately documented by two-thirds of the members.
2. Delaware Law. Action taken by written consent shall be taken in accordance with Delaware law. Specifically, such written consents shall be delivered to GEMI at its principal place of business, or to an officer or agent of GEMI having custody of the book in which proceedings of meetings of members are recorded. Each written consent shall bear the date of signature of each member who signs the consent. No written consent shall be effective to take the corporate action referred to therein unless, within sixty days of the earliest dated consent delivered to GEMI in the manner required by this section V.E.2., written consents signed by a sufficient number of members to take the action are delivered to GEMI in the manner required by this section V.E.2. Prompt notice of the taking of the corporate action without a meeting with less than unanimous written consent shall be given to those members who have not consented in writing.

F. Agenda. The Chair of GEMI shall prepare an agenda for each Membership Meeting or Annual Meeting and send it and relevant written materials to the membership (including a list of votes expected at the meeting) for review a reasonable time prior to the meeting.

ARTICLE VI: BOARD OF DIRECTORS AND GOVERNANCE

A. Composition. Composition of the Board of Directors of GEMI shall consist of officers, which are the voting members of the Board, and non-voting members:

1. Officers:

- a. The Chair of GEMI (“Chair”)
- b. Vice-Chair
- c. Tools Work Group Chair
- d. Finance Chair
- e. Membership Chair
- f. Benchmarking Chair
- g. Communications and Marketing Chair
- h. Senior Advisory Council Chair

2. Non-Voting Members.

- a. Executive Director. Should an Executive Director be selected by the membership, the Executive Director shall serve as a non-voting member of the Board of Directors.
- b. Chair Emeritus. The Chair from the previous term may serve as a non-voting member of the Board of Directors for one year.

B. Responsibility and Authority. The Board of Directors shall have responsibility for and authority to do those things specified in these Bylaws, to ensure the proper functioning of GEMI in accordance with these Bylaws, and to interpret these Bylaws when necessary.

C. Limitations.

1. All Board members, with the exception of an Executive Director, must be employees or directors of member companies. If any Board member ceases to be such an employee or director, the Board position held by such person shall automatically be deemed vacant unless the employee and member company document in writing that the individual represents the company exclusively, then the position remains held by such person for the remainder of the existing term only.
2. There shall be no more than one representative per company on the Board of Directors at any time.
3. Officers of the Board, with exception of the Chair Emeritus, shall be elected at each Annual Meeting, each to serve a one-year term.
4. No one person shall serve on the Board of Directors for more than four consecutive years and no one person shall serve in a specific Chair position for more than two consecutive years.

D. Election of Officers.

1. Each year, the Chair shall identify a current or former member of the Board to lead a nominating committee that shall develop a list of candidates for recommendation to the general membership.
2. The Board shall review the nominating committee's recommendations and, upon consensus, submit the recommendations to the general membership no later than 30 days prior to the Annual Meeting.
3. Elections of GEMI officers from the slate of candidates will be held at each Annual Meeting. A quorum (as defined in Article V) shall be in attendance to conduct a valid election.
4. In the case where there is more than one candidate for a Board position, the election of officers shall be done by plurality of those in attendance in person or via teleconference at the annual membership meeting or via written proxy vote. In case of a tie, those members in attendance (in person, via telephone, or by proxy) shall cast a second vote in a runoff ballot. The candidate receiving the most votes shall be duly elected.
5. New members of the Board shall begin their term of office at the start of the new fiscal year.
6. The new Chair and Vice-Chair shall work with the former Chair and Vice-Chair to conclude the previous year's activities.

E. Process.

1. Meetings. The Chair of GEMI shall call all meetings of the Board of Directors. In the event the office of Chair is vacant, two or more Board members may call a meeting of the Board.
2. Business: A Board Quorum must be present in order for the Board to take any required or permitted action or to make any required or permitted decision.
 - a. Board Quorum. A simple majority of the Board of Directors' voting members, in person or by phone, shall constitute a Board Quorum.
 - b. Voting. The Board of Directors shall set its own voting procedure.

F. Vacancies.

1. Should a vacancy occur in the office of Chair, the Vice Chair shall fill that vacancy for the remainder of the term.
2. If both the offices of Chair and Vice Chair are vacant the Board shall form a nominating committee, which shall promptly present to the membership one or more

candidates to fill each position for the remainder of the term. Within one month of proposing such candidates, the Nominating Committee shall oversee an election to fill each vacancy. For each vacancy, the candidate receiving the plurality of votes cast by those members in attendance (in person, via telephone or by proxy) shall be duly elected. If there is a tie between the candidates for the most votes cast, those members in attendance (in person, via telephone or by proxy) shall cast a second vote in a runoff ballot. The candidate receiving the most votes cast in the runoff ballot shall be duly elected. Attachment B to these bylaws shall provide procedures, which control bylaws Article VI, Section F.

3. If a vacancy occurs in any of the following Board positions: Benchmarking Chair, Communications & Marketing Chair, Finance Chair, Membership Chair, Senior Advisory Council Chair or Tools Work Group Chair, the Board shall form a nominating committee, which shall promptly present to the membership one or more candidates to fill such position or positions for the remainder of the term. . Within one month of proposing such candidates, the nominating committee shall oversee an election to fill each vacancy. For each vacancy, the candidate receiving the plurality of votes cast by those members in attendance (in person, via telephone or by proxy) shall be duly elected. If there is a tie between the candidates, those members in attendance (in person, via telephone or by proxy) shall cast a second vote in a runoff ballot. The candidate receiving the most votes cast in the runoff ballot shall be duly elected. Attachment B to these bylaws shall provide procedures, which control bylaws Article VI, Section F.

ARTICLE VII: EXECUTIVE DIRECTOR

- A. Appointment. An Executive Director may be selected by the membership.
- B. Responsibility and Authority. The Executive Director shall:
 1. Serve as a nonvoting member of the Board of Directors.
 2. Handle the day-to-day operations of GEMI and have direct responsibility and accountability for staff support to GEMI.
 3. Sign checks and other documents as authorized by an appropriate member of the Board.
 4. Perform other functions as are assigned by the Board of Directors.
 5. Act as spokesperson for the organization as authorized by an appropriate member of the Board.
 6. Adhere to the principles and agenda of GEMI, rather than a different or personal agenda.

ARTICLE VIII: COMMITTEES, WORK GROUPS and NETWORKS

COMMITTEES

- A. Definition: Committees work on procedural, administrative or strategic issues and direction comes from Board as needs are identified.
- B. Selection: Committees shall be created, approved, and/or dissolved by discretion of the Board to advance particular goals of GEMI.

- C. Committee Chair: A Chair for each of GEMI's Committees shall be elected per Article VI and shall serve on the Board of Directors. Attachment A to these bylaws shall provide controlling definitions for the activities and responsibilities of the Committee Chairs.
- D. Operation. Volunteers from the GEMI member companies shall participate in Committee activities. A Committee may invite participation by parties outside of the GEMI membership on an ex-officio basis as committee members. Each Committee shall have a work plan and a budget that is in line with and incorporated into the GEMI strategic plan.

WORK GROUPS

- A. Definition. A Work Group develops a tool through the end of a project plan, has a budget and direction comes from members as needed.
- B. Work Group Selection. Work Groups shall be created, approved, and/or dissolved by the membership at every Annual Meeting or as needed to advance particular goals of GEMI. In addition, ad hoc Work Groups/Project Teams may be created and/or dissolved by the Board of Directors or by a vote of the membership to address a specific project, need or issue.
- C. Work Group Chair(s). A Chair and Co-Chair for each of GEMI's Work Groups shall be appointed by the Board of Directors, the Chair and co-Chair of each Work Group will work together and coordinate responsibilities to provide for common leadership and direction.
- D. Operation. Volunteers from the GEMI member companies shall participate in the Work Groups. The Work Group may invite participation by parties outside of the GEMI membership on an ex-officio basis. Each standing Work Group shall have a work plan and a budget that is in line with and incorporated into the GEMI strategic plan.

NETWORKS

- A. Definition. Conduct on-going discussions on topics of interest to GEMI members. Networks can also serve as prelude to a Work Group (helping to define or clarify a topic of interest) or as a postscript to a Work Group that has completed the development of a GEMI tool (facilitating continued learning and information sharing). Direction comes from members and will be re-evaluated each year prior to budget allocation to determine if the Network will continue into following year. Networks operate similar to Work Groups but do not have as part of their scope the development of a GEMI tool.
- B. Selection. Networks shall be created, approved, and/or dissolved by the discretion of the Board to advance particular goals of GEMI.
- C. Network Chair(s). A Chair and co-Chair for each of GEMI's Networks shall be appointed by the Board. The Chair and co-Chair of each Network will work together and coordinate responsibilities to provide for common leadership and direction.
- D. Operation. Volunteers from the GEMI member companies shall participate in the Networks. The Network may invite participation by parties outside of the GEMI membership on an ex-officio basis. Each Network shall have a work plan and a budget that is in line with and incorporated into the GEMI strategic plan.

ARTICLE IX: TRADE ASSOCIATIONS

- A. Liaison. GEMI may maintain liaisons with selected trade associations in order to facilitate the transfer of environmental sustainability and EHS expertise, experience, and practices within industry to the fullest extent possible.
- B. Selection. The Board of Directors may nominate and membership may vote on designating those trade associations with which GEMI will maintain a regular liaison.
- C. Representatives. Each trade association selected by the membership may designate a representative to GEMI.
- D. Participation. Representatives of selected trade associations:
 - 1. Shall be entitled to observe all activities of the GEMI membership.
 - 2. Shall pay no fee or assessments other than charges for special events that also apply to all GEMI members.
 - 3. Shall not be entitled to vote.
 - 4. May, as appropriate, receive copies of materials sent to GEMI members.
- E. Removal. Representatives of selected trade associations may be denied further participation upon the recommendation of the Board of Directors and a vote of the GEMI membership.

ARTICLE X: MISCELLANEOUS

- A. Books and Records. The Chair of GEMI shall see that complete and accurate books and records of accounts are kept in accordance with generally acceptable accounting principles, as well as minutes of Board of Directors and Membership Meetings. An annual review of GEMI's books and records shall be conducted by an independent certified public accountant. The Finance Chair shall report to the members the results of such review. The Board of Directors shall determine the extent of such review.
- B. Fiscal Year. The fiscal year of GEMI shall be from January 1 through December 31.
- C. Indemnification. GEMI may indemnify any director, employee or agent, any former director, employee or agent, any person who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for-profit or not-for-profit (individually, an "Indemnifiable Person" and collectively, "Indemnifiable Persons") against any expenses (including attorney's fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative, or investigative) to which he or she may be or is made a party by reason of being or having been an Indemnified Person, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of GEMI. However, there shall be no indemnification in respect of a claim, issue or matter as to which he or she shall be adjudged to be liable to GEMI unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of

the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

GEMI may pay expenses incurred by an Indemnifiable Person in defending a civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such Indemnifiable Person, to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by GEMI under this Section. Such expenses incurred by other employees and agents may be paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

The provisions of this Section shall be applicable to claims, actions, suit or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions occurring before or after adoption hereof.

The indemnification and advancement of expenses provided by this Section shall not be deemed exclusive of any other rights to which any such Indemnifiable Person may be entitled under any statute, bylaw, agreement, vote of disinterested members or the members of the Board of Directors, or otherwise, and shall not restrict the power of GEMI.

The indemnification and advancement of expenses provided by this Section shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, employee or agent and inure to the benefit of the heirs, executors and administrators of such a person.

The Board of Directors may authorize the purchase of insurance on behalf of any Indemnifiable Person against any liability asserted against or incurred by him or her in any such capacity, or which arises out of such person's status as an Indemnifiable Person whether or not GEMI would have the power to indemnify such person against that liability under law. In no case, however, shall GEMI indemnify, reimburse or insure any person for any taxes imposed on such individual under Chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"). Further, if at any time GEMI is deemed to be a private foundation within the meaning of Section 509 of the Code, then, during such time, no payment shall be made under this Section if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in Section 4941(d) or 4945(d), respectively, of the Code. If any part of this Section shall be found in any action, suit or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

- D. Full Protections and Immunities of Directors and Committee Members. A member of the Board of Directors, or a member of any committee designated by the Board of Directors, shall in the performance of such member's duties, be fully protected in relying in good faith upon the records of the corporation and upon such information, opinions, reports or statements presented to the corporation by an of the corporation's offices or employees or committees of the Board of Directors, or by any other person as to matters the member reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the corporation.

ARTICLE XI: AMENDMENTS

- A. Proposals. The Board of Directors or any member eligible to vote may propose an amendment to these Bylaws at any time.
- B. Approval. The membership shall vote on any such proposal to amend these Bylaws and do so in accordance with the provisions of Article V, Sections D and E.
- C. Advance Notice and Review. Before a vote required by Article XI, Section B can occur, the Board shall send the proposed revisions to the members for their review such that: (i) the period for review prior to any vote is not less than four weeks, and (ii) the proposed revisions are discussed at a Membership Meeting.

ARTICLE XII: DISSOLUTION

- A. Sunset Clause. Membership shall review the organization's status at least every three years at the Annual meeting, and affirm its continuation by a vote of the membership, provided there is a quorum of the membership voting. If a quorum is not present, the vote shall be postponed until such time as a quorum of the membership can be assembled. Effective 2003, the Board of Directors will review and revisit these Bylaws and provision and make recommendation to the membership at the Annual meeting. This recommendation will also be reflected in the Membership Meeting minutes.
- B. Distribution. Upon dissolution of GEMI, all assets shall be distributed, as determined by the GEMI membership, in a manner that (1) will support and advance the purposes of GEMI and (2) is consistent with GEMI's Certificate of Incorporation.

ATTACHMENT A: Activities and Responsibilities of Voting Board Positions

- Chair: leads the organization; is responsible for all GEMI contracts; maintains and suggests changes to the strategic plan.
- Vice Chair: Assists the Chair as necessary in leading the organization; replaces the Chair at GEMI activities when that individual is not present or is unable to serve and serves as the parliamentarian for the organization; responsible for maintaining bylaws; may sign documents and approve expenditures in place of the Chair should the Chair be unavailable.
- Tools Work Group Chair: Guides development and implementation of work group tools.
- Finance Chair: Ensures that an annual budget is prepared and approved by the membership at the Annual Membership meeting; is responsible for collection the of dues; tracks the monthly spending, assists to resolve financial issues; ensures annual taxes are filed and that an audit of GEMI finances is completed annually.
- Membership Chair: Coordinates membership drive initiatives and outreach to perspective members.
- Benchmarking Chair: Coordinates benchmarking activities with the GEMI membership on environmental sustainability and EHS topics that are consistent with GEMI's objective and goals and that promotes the adoption of environmental sustainability and EHS-related best practices among businesses; ensures that results of the benchmarking activities will be reviewed at Membership Meetings or the Annual Meeting and made available via the GEMI web site.
- Communications and Marketing Chair: Chairs the Communications and Marketing committee; authors GEMI communications to membership and publics; reviews all GEMI tools prior to publication for GEMI trade/identity conformance (including GEMI website); oversees GEMI web site updates and development of monthly newsletter, GEMI News; and, approves requests for GEMI collaboration/speaking engagements at conferences.
- Senior Advisory Council Chair: Leads the Senior Advisory Council (SAC). This council is comprised of the highest-ranking managers in each member company whose key responsibilities include environmental sustainability and/or EHS. In many companies this is a Vice President level position. The Chair ensures that there are adequate opportunities for the SAC to provide input to the GEMI Board on the conduct and activities of GEMI. The Chair organizes appropriate meetings among the SAC to discuss current environmental sustainability and EHS-related challenges and trends and how GEMI can assist the companies and its senior executives or other appropriate professionals in effectively managing them. The Chair provides a liaison between the Senior Advisory Council and the GEMI Board of Directors. A member of the SAC is eligible to serve as the SAC Chair.

ATTACHMENT B – Procedure for GEMI Board of Directors Nominating Committee

The Board represents the leadership of GEMI and, as such, should reflect the leadership that individuals have shown through their accomplishments on behalf of the organization. It is important that Board members be familiar with GEMI and have demonstrated their contributions to the organization.

IDENTIFICATION OF BOARD MEMBER CANDIDATES

Each year the following process will be implemented to ensure the orderly identification of candidates to fill the voting positions on the GEMI Board of Directors.

1. According to Article VI of the GEMI By-laws, the Chair of GEMI shall identify a current or former member of the Board to chair a nominating committee comprised of 3 to 5 persons from the general membership of GEMI. This committee shall develop a list of candidates for recommendation to the general membership.
2. The Chair of GEMI shall provide written notification to the membership requesting candidates for consideration by the nominating committee, no later than 90 days (3 months) prior to the Annual 4th Quarter Membership Meeting.
3. Prospective candidates shall submit their interest in writing to the Chair of the Nominating Committee, the Chair of GEMI and the Executive Director 60 days prior to the Annual 4th Quarter Membership Meeting each year – OR within 30 days of written notification for call for candidates is distributed.
4. The Nominating Committee shall review written submittals of individuals who petition their candidacy to become a member of the Board.
5. The Nominating Committee shall consider the following indicators and experience as a guideline in their review of each candidate:
 - a. Served as an active participant in GEMI for at least one year.
 - b. Performed a leadership role through recognized activities that reflects their commitment to GEMI (e.g., by leading or significantly contributing to projects, conference development, or other means).
 - c. Demonstrated the business, interpersonal, and management skills needed to best represent GEMI on the Board of Directors.
6. The Nominating Committee shall submit its recommendations to the Board no later than 45 days prior to the Annual 4th Quarter Membership meeting each year with a listing of the candidates that were considered and the basis for their recommendation. (Note: In accordance with Article V of the GEMI By-laws, the Board shall review such recommendations and submit candidates to the general membership.)
7. The chair of the nominating committee shall facilitate the election process at the Annual Meeting.