

NEW HAMPSHIRE SUSTAINABLE ENERGY ASSOCIATION

BYLAWS

**Revised and Approved by the Board of Directors and the Membership
September 24, 2011**

TABLE OF CONTENTS

ARTICLE I. NAME.....	4
ARTICLE II. PURPOSES.....	4
ARTICLE III. MEMBERSHIP.....	4
ARTICLE IV. BOARD OF DIRECTORS.....	5
ARTICLE V. OFFICERS.....	8
ARTICLE VI. MEETINGS.....	10
ARTICLE VII. COMMITTEES.....	12
ARTICLE VIII. FINANCIAL MATTERS.....	13
ARTICLE IX. WAIVER OF NOTICE.....	14
ARTICLE X. INDEMNIFICATION OF DIRECTORS AND OFFICERS.....	14
ARTICLE XI. POLICIES AND PROCEDURES.....	14

ARTICLE XII. AMENDMENTS TO THESE
BYLAWS.....15

ARTICLE XIII.
DISSOLUTION.....15

NEW HAMPSHIRE SUSTAINABLE ENERGY ASSOCIATION BYLAWS

ARTICLE I. NAME

The name of this organization shall be the "New Hampshire Sustainable Energy Association" (NHSEA), hereinafter referred to as the Association.

ARTICLE II. PURPOSES

The purposes of the Association are to promote the use and development of sustainable energy, energy efficiency, green building practices and cleaner transportation in the most effective manner, keeping the end user as our primary consideration, and to promote continuing education, support, and communication of the association members.

Mission Statement: To educate NH citizens and organizations about sustainable energy and advocate for favorable sustainable energy policies in NH.

ARTICLE III. MEMBERSHIP

Section 1. Membership

Membership may be granted to any person who, and any New Hampshire organization which: (i) is interested in and agrees to support the purposes and activities of the Association; (ii) agrees to abide by these Bylaws, the principles of ethics of the Association and such other rules and regulations as the Association may adopt; and (iii) meets the additional criteria established for each category of membership in the Association as follows:

- (a) Individual Members- Individual Membership may be granted to any individual having an interest in sustainable energy activities. Family members living at the same address may receive benefits (i.e. discounts on workshops).
- (b) Honorary Members- Honorary Membership may be granted to any individual who has rendered outstanding service to the Association as determined by the Board of Directors (hereinafter referred to as Board).
- (c) Company or Organization Members - Group Membership may be granted to any company or organization which has an interest in sustainable energy activities. Group Members will constitute one member for voting purposes.

All persons and entities granted membership in the Association shall be referred to herein collectively as "Members."

Section 2. Rights and Duties

All Members may attend all open meetings of the Association, vote, and serve as: an officer; director; or as a member of any Association Committee. Only members who have paid dues for the current year may vote.

Section 3. Eligibility

The Board may from time to time adopt an application form and procedures to facilitate the consideration of applicants for membership in the Association. Any individual desiring membership in the Association shall file a completed application for membership accompanied by appropriate dues. Membership is open to any individual who pays the annual dues. Membership shall run for a period of twelve months to an anniversary of payment. Any non-member who wishes to attend a business meeting and/or educational session of the Association will be considered a guest.

Section 4. Membership Renewal and Termination

The Association shall notify each member whose membership is soon to expire, encouraging them to renew. Membership in the Association may be terminated or other discipline imposed for "cause," which means violation of these Bylaws or any rule or practice of the Association. Membership renewal in the organization may be denied by a two-thirds vote of the entire Board; provided that a statement of the charges constituting "cause" shall have been mailed by certified mail to the last recorded address of the Member at least fifteen (15) days before final action is to be taken. This statement shall be accompanied by a notice of the time and place of the meeting of the Board at which time the charges shall be considered, and the Member shall have the opportunity to appear in person and/or to be represented by counsel and to present any defense to such charges before action is taken by the Board.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Authority and Responsibility

The Board shall:

- (a) Manage, supervise, control and direct the affairs of the Association;
- (b) Determine the policies of the Association or changes therein within the limits of these Bylaws;
- (c) Select officers and key positions for the Association by a quorum vote;
- (d) Actively promote the purposes of the Association;
- (e) Have discretion in the disbursement of its funds;
- (f) Adopt such rules and regulations for the conduct of its business as shall be deemed advisable;
- (g) Define and oversee the activities of all officers, executive director, agents, advisors and committees of the Association in the performance of their delegated responsibilities and investigate any possible conflicts of interest within the Association;
- (h) Determine by whom and in what manner, deeds, contracts, and other instruments shall be executed on behalf of the Association;

Section 2. Powers of the Board

The Board may:

- (a) Authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.
- (b) Employ and discharge persons for the furtherance of the purposes of the Association.
- (c) Create such committees as will be necessary or desirable to conduct the affairs and further the purposes of the Association.
- (d) Appoint members to the Board to fill any open Board position where that position has not been filled by election to a one or two year term as deemed appropriate by the Board.

Section 3. Composition and Term

- (a) The Board shall be composed of between nine (9) and thirteen (13) Directors. Directors shall take office as of the beginning of the annual meeting in the year they are elected.
- (b) Except as otherwise provided for in these by-laws, each Director shall serve for a full term of two years and may be re-elected with no term limits.

Section 4. Election and Qualification

- (a) To be eligible to serve as a Director, an individual must be a member in good standing.
- (b) Eligible candidates shall be elected by the membership as set forth in Article VII.

Section 5. Regular Meetings

The Board may provide by resolution the time, date and place for the holding of an annual meeting and additional regular meetings of the Board without other notice than such resolution. Board meetings shall be held to receive reports on the finance and operations of the Association, including especially matters related to policies and directions of the Association. In lieu of a meeting, business of the Board may be transacted by teleconference or email. At the discretion of the President, or alternate, all or part of the Board meetings may be closed to the public and Membership.

Section 6. Special Meetings

Special meetings of the Board may be called by or at the request of the President or three (3) members of the Board.

Section 7. Notice

Notice of any regular or special meeting of the Board shall state the date, time, and place of the meeting and shall be given to all Directors at least five (5) days prior to the date of such meeting by phone or e-mail; provided that notice of any special meeting held by teleconference may be given at least twenty-four (24) hours prior to the meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where attendance at a meeting is for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened.

Section 8. Board Quorum

A majority of the currently serving Directors shall constitute a quorum for the transaction of business at any duly called meeting of the Board.

Section 9. Decision Making

The Board and its Committees shall attempt, whenever possible, to reach unanimous agreement decisions. In the event that unanimous agreement cannot be achieved, a vote of the majority of the Directors present at a duly called meeting shall become the resolution of the Board, unless a greater number is required by law, the Articles of Incorporation or these Bylaws.

Section 10. Resignation and Removal

Any Director may resign at any time by giving written notice to the President. It is requested that, when possible and appropriate, any Director resigning should try to allow for a 60-day transition period to allow for the selection of a replacement. In addition, under unusual circumstances, any Director may be removed during a special meeting of the Directors by unanimous vote of Directors present if such removal is in the overall best interests of the Association. Circumstances would include a personality conflict of such intensity that it adversely affects the working dynamic of the volunteer board. Only the named Director may be removed at such meeting.

Section 11. Vacancies

In the event a vacancy occurs in any office due to the death, resignation, removal, or disqualification of a Director, except the office of President, Vice President, or Treasurer, the President may appoint a successor(s) from among the membership to complete the term of office with the majority approval of the Board. In the event the office of President becomes vacant for any reason, the Vice President may serve for the remainder of the term upon majority vote of the Board. The offices of Vice President and Treasurer may be filled for the interim period by a majority vote of the remaining Directors.

Section 12. Meeting by Conference Call or E-mail

With prior approval of the President, any action to be taken at a meeting of the Board may be taken through the use of a conference telephone, e-mail, or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. The use of conference calls should be limited to special circumstances and deemed necessary by the President.

ARTICLE V. OFFICERS

Section 1. Officers

The officers of the Association shall consist of a President, Vice President, Secretary, and Treasurer. To be eligible for election to the office of President or Vice President, an individual must have served as Director for at least one (1) year.

Section 2. Election

The nomination process for election of officers shall be performed by the Governance Committee as outlined in Article VII.

Section 3. Term of Office for Officers

All officers shall take office as of October 1 in the year they are elected. All officers shall serve for a term of two (2) years, staggered as follows: The President, Vice President shall be elected in odd numbered years, and all other officers shall be elected in even numbered years.

Section 4. Resignation

Any Officer may resign his or her office of the Board at any time by submitting a letter of resignation to the Board. It is recommended that any Officer resigning should try to allow for a 60-day transition period to allow for the selection of a replacement.

Section 5. Responsibilities

The responsibilities of the officers shall be as follows:

(a). The **President** shall be the principal executive officer of the Association and shall supervise and direct all of the business affairs of the Association subject to the direction and control of the Board. The President shall preside, or appoint an alternate, at all meetings of the Membership and of the Board and shall oversee the implementation of all directives and resolutions of the Board. The President shall only vote to break a tie vote. The President may sign, with the Treasurer or any other proper officer or employee of the Association authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, except documents the execution of which shall expressly be delegated by law, the Articles of Incorporation, or these Bylaws. The President shall perform all duties customarily incident to the office of president and such other duties as prescribed from time to time by the Board. In the event that an Executive Director is hired, the President may delegate any duties and responsibilities to conduct the affairs of the Association and shall authorize any necessary powers to perform said duties. The Executive Director shall report to the President.

(b). The **Vice President** shall assist the President in the discharge of the duties of the President as the President may direct and shall perform such other duties as may be assigned from time to time by the President or the Board. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all of the restrictions upon the President.

(c). The **Secretary** shall keep minutes of the meetings of the Association, the Board, and the Members in one or more books maintained for that purpose; shall see that all notices are duly given in accordance with applicable law, the Articles of Incorporation, and these Bylaws; shall be custodian of the corporate records, shall keep a record of the mailing address of each Member; and, in general, shall perform all duties customarily incident to the office of secretary and such other duties as may be assigned from time to time by the President or the Board, including maintaining a record of attendance, distributing minutes and agendas to all members, and making sufficient advance notice of changes in time or place of meetings to all members.

(d). The **Treasurer** shall be the principal financial officer of the Association and, in the absence of an Executive Director, shall have charge of and be responsible for the maintenance of adequate books of account for the Association; shall be responsible for maintaining the Association in compliance with all Federal and State requirements for a charitable organization; submit all corporate records to the custody of the Secretary; shall have custody of all funds and securities of the Association, and be responsible therefore, for the receipt, disbursement thereof, and reporting to the Board and the Membership; shall deposit all funds and securities of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these bylaws; shall have an annual review of the Association's books; shall prepare monthly reports for the Board, and an annual financial report for the membership. He/she shall be responsible for maintaining an alternate authorized signatory for all bank accounts chosen from the current Directors, in addition to an Executive Director if one exists.

ARTICLE VI. MEETINGS OF THE ASSOCIATION

Section 1. Regular Meetings

There shall be a minimum of one (1) scheduled meeting of the Association each year and will be referred to as the Annual Meeting, and normally held in September, October, or November. The Board will choose the scheduled date for the coming year's Annual Meeting. Meeting dates shall be subject to change with adequate notice given to the membership at least 30 days prior to the date of the scheduled meeting date.

Section 2. Voting: Mail and/or Email Ballot

Each Member or organization, whose dues are paid according to Article VIII, Section 7 of these by-laws, shall be entitled to one (1) vote on each matter upon which such Member is entitled to vote. Voting by mail and/or email ballot shall be required, in lieu of a vote at a duly called meeting, for any item of business, including the election of Directors and amendments to these by laws. Unless the action of a greater number is required by law, the Articles of Incorporation or these Bylaws, the act of a majority of Members returning ballots by a certain date, constitutes a quorum of membership, and shall be an act of the Members. Ballots for the election of Directors shall be mailed and/or emailed at least thirty (30) days prior to the annual meeting, and must be returned five (5) days before that meeting.

Section 3. Special Meetings

Special meetings of the Members or a vote by mail and/or email ballot may be called by a majority of the members or by a majority of the Board. The Board shall determine the time and place for holding special meetings. The Secretary shall notify all members of the Association, electronically or in writing, of the date, location, and purpose of the meeting thirty (30) days in advance of the meeting.

Section 4. Quorum

A quorum shall exist when a majority of the currently serving Directors are in attendance. Unless otherwise specified in these By Laws, motions may be approved or rejected by the quorum.

Section 5 Manner of Acting

The act of a majority of the Members represented by mail and/or email ballot shall be the act of the Members, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

ARTICLE VII. COMMITTEES

Section 1. Standing Committees

The standing committees of the Board of Directors shall be:

(a) **External Affairs Committee** – all external issues including but not limited to fundraising, public relations, events, membership, and marketing are the responsibility of this committee.

(b) **Internal Affairs Committee** – all internal and operational issues including but not limited to finance, human resources, and facilities are the responsibility of this committee.

(c) **Governance Committee** – all governance issues including but not limited to recruiting new board members, producing board materials, and managing compliance with and changes to the by-laws are the responsibility of this committee.

Each committee shall be chaired by a board member. Board members will elect committee chairs. NHSEA members that are not board members may sit on one or more committees at the discretion of the board of directors. The Board of Directors may form and dissolve other committees as it deems necessary.

Section 2. Elections

The Governance Committee shall form a slate of eligible nominees for each of the elected positions with expiring terms in accordance with these Bylaws. At least thirty (30) days prior to the annual meeting, a mail and/or email ballot setting forth the slate of nominees selected by the Committee shall be mailed and/or emailed to each Voting Member at the address of record for each Member on file with the Association. The Members must return the ballots for tabulation five (5) days prior to the start of the annual meeting. Members of the Governance Committee shall oversee the tabulation of the ballots. The Chairperson of the Governance Committee shall notify the candidates of the election results prior to the annual meeting and publicly announce the results of the election at the annual meeting.

Section 3. Ad Hoc Committees Ad Hoc Committees may be appointed for special assignments. These Committees shall limit their activities to the accomplishment of the task for which they were appointed and shall have no power to act except as specifically conferred by action of the Board. Upon completion of the task for which they were appointed, such Committees shall stand discharged.

ARTICLE VIII. FINANCIAL MATTERS

Section 1. Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board.

Section 2. Deposits

All funds of the Association shall be deposited within 30 days of receipt to the credit of the Association in such banks, trust companies, or other depositories as the Board may select.

Section 3. Bonding

The Board may provide for the bonding of such officers and employees of the Association as it may from time to time determine.

Section 4. Gifts

The Board may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association in accordance with the limits determined in the Gift Receiving Policy.

Section 5. Books and Records

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Members, the Board of Directors, and any committees having the authority of the Board. Minutes shall be considered 'draft' until approved by the board of directors. When the activities of the Association warrant, the books and accounts of the Association shall be audited annually by a Certified Public Accountant selected by the Board.

Section 6. Fiscal Year

The fiscal year for the Association shall be January 1 to December 31.

Section 7. Dues

The initial and annual dues for all Members ("Membership Dues"), the time for paying such dues, and other assessments for Members, if any, shall be determined from time to time by the Board. If dues remain in arrears after sixty (60) days from their annual renewal date, the member shall be considered to have voluntarily terminated membership, and all membership privileges shall cease. Reinstatement after termination of membership privileges shall require payment of dues for the current year. There will be no dues required of honorary members. No reimbursement of dues shall be made to a member for partial year membership. The Board of Directors will determine membership dues and may create sub-categories of membership for the purpose of assessing dues that do not match exactly with any categories listed above in Article III, Section 1.

ARTICLE IX. WAIVER OF NOTICE

Whenever any notice is required to be given under applicable law, the Articles of Incorporation or these Bylaws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Association may indemnify all officers, directors and committee members of the Association to the full extent permitted by the New Hampshire Not-for-Profit Corporation Act. The Association shall be entitled to purchase insurance for such indemnification of officers and directors to the full extent as determined from time to time by the Board. This indemnification will not apply in cases in which adjudication is rendered of gross negligence or misconduct in the performance of duty to the Association.

ARTICLE XI. POLICIES AND PROCEDURES

Section 1. Purpose

To accomplish effective operations of the association's business, Policies and Procedures may be developed, approved, and implemented.

Section 2. Responsibility and Approval

Association committees are responsible for developing and periodically reviewing those policies and procedures relative to their respective responsibilities. All policies and procedures will be submitted to the Board for approval prior to implementation.

ARTICLE XII. AMENDMENTS TO THESE BYLAWS

Section 1. Changes to the Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority vote of the Board provided that such modification is also approved by the affirmative vote of at least two-thirds (2/3) of the Members of the Association in attendance at a regular meeting or who have submitted a ballot by mail and provided that notice of the Board's intent to modify these Bylaws, and the substance of such modification, has been provided to the Members prior to their vote.

Section 2. Notification of Change

Amendments to the bylaws shall be made at any meeting after the Secretary has notified the membership that there are proposed amendments posted on the NHSEA website or other internet accessible site, at least thirty days (30) days prior to a meeting. The notice shall state that the proposed amendment shall be considered at the next meeting of the Association.

ARTICLE XIII. DISSOLUTION

Upon the dissolution of the Association, the Board, after paying or making provision for the payment of all of the liabilities of the Association, shall dispose of all of the remaining assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue statute, as the Board shall determine.