

## ARTICLE I NAME AND LOCATION

**Section 1: Name.** The name of the Association shall be the Arizona Solar Energy Industries Association, Inc., a nonprofit corporation in the State of Arizona. The Association is to be a duly constituted affiliate of the Solar Energy Industries Association, Inc., a non-profit corporation in the District of Columbia.

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**Section 2: Offices.** The principal offices of the Association shall be at such place as the Board of Directors may designate within the State of Arizona.

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## ARTICLE II OBJECTIVES

**Section 1: Scope.** The objectives of the Association subscribed to by its members are statewide in scope and supportive of the national objectives of the Solar Energy Industries Association, Inc.

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**Section 2: Objectives.**

1. To promote, foster and advance, through cooperative action of the members of the solar and battery storage industries of the State of Arizona, the economic application and public understanding of all solar energy and battery storage technologies.
2. To provide cooperation and liaison with other persons, organizations and institutions having an interest in the conversion of solar energy and implementation battery storage for useful purposes.
3. To cooperate in and contribute towards the enhancement of widespread understanding of the various applications of solar energy and battery storage.
4. To engage in any lawful activities which will enhance the efficient and economic progress of the solar and battery storage industries and inform the public of its scope and character, such as, but not limited to, collecting and disseminating trades statistics and other useful information; to carry on and assist in research investigations and experiments; to conduct conferences and produce publications; and to conduct trade promotion activities.
5. To voluntarily extend aid or assistance, financial or otherwise, and to cooperate with such private or governmental bodies, corporations, associations, institutions, societies, agencies or persons as are now or may hereafter be engaged in whole or in part in furtherance of the objectives and purposes herein named.

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## ARTICLE III DEFINITIONS

Whenever used in these Bylaws, the word Association shall mean the Arizona Solar Energy Industries Association, Inc. Solar energy shall mean anything utilizing or operated by energy derived from the sun.

## ARTICLE IV MEMBERSHIP

The membership of the Association may consist of the classes of membership specifically mentioned herein and any other classes of membership that may, from time to time, be prescribed by the Board of Directors.

**Section 1: Active Members.** (Voting) Any company, corporation or business entity participating in solar energy as a commercial venture is eligible for corporate membership. Those members

classified in the contractor category must show evidence that they are appropriately licensed. Active members shall be accorded full rights and privileges of membership in the Association, including the right to vote, hold office and to chair committees.

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**Section 2: Resignation.** A member may resign at any time. Such resignation shall be in writing, addressed to the Board, delivered to the Association office and shall be effective at the time of receipt or at a later time as may be designated. Such resignation shall not be deemed to relieve Active Members of the payment of dues, assessments or other charges accrued or unpaid at the date of resignation.

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**Section 3: Supervision and Expulsion.** A member may be suspended or expelled for violation of these Bylaws, or for conduct prejudicial to the interests of the Association. Suspension or expulsion shall be effected at a duly constituted meeting of the Board, by the vote of the majority of the Directors then holding office. At least fifteen (15) days before the meeting, the Secretary shall send to the affected member by registered mail, a notice of such meeting and a statement of charges. The Board may reject a membership application at its discretion.

## ARTICLE V DUES AND FISCAL YEAR

**Section 1: Dues.** The annual dues of the Association shall be determined by the Board of Directors.

**Section 2: Dues Delinquency.** If a member is in arrears for more than ninety (90) days in the payment of dues, that member's rights in the Association shall cease upon notice from the Treasurer.

**Section 3: Fiscal Year.** The fiscal year of the Association shall be the calendar year commencing on January 1 and ending December 31 of each year. An audit of the financial books and records shall be made annually by a certified public accountant appointed by the Board, or by an Audit Committee consisting of at least three (3) members of the Association.

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## ARTICLE VI MEETINGS OF THE MEMBERSHIP

Annual and special meetings shall be held at such places and at such times as the Board may deem appropriate, but the annual meeting must be held on or before December 31.

**Section 1: Annual Meeting.** During each fiscal year there shall be an annual meeting of the membership for the purpose of receiving committee reports and for the transaction of regular business of the Association. At least thirty (30) days before the meeting, a notice of such meeting shall be mailed or emailed to each member at the latest known address.

**Commented [NL1]:** Elections per the bylaws are to occur in the 4<sup>th</sup> quarter of the year with terms beginning January 1 of the following year. Rational is to move annual meeting from 1<sup>st</sup> quarter since the 4<sup>th</sup> quarter request the members to vote on nomination. Consolidation of meetings.

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**Section 2: Special Meetings.** Special meetings of the membership may be called by the Board at any time or may be called by the President upon written request of twenty percent (20%) of the voting membership. The business to be transacted at such a meeting shall be stated on such a notice mailed or emailed to the membership at least fifteen (15) days in advance of such special meeting.

**Section 3: Quorum.** At least ten percent (10%) of members entitled to vote at any annual or special meeting, appearing in person or virtually, shall constitute a quorum.

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**Section 4: Chairman.** The president shall serve as Chairman and preside at all membership meetings. In the absence of the President, the Vice President shall preside. In the absence of the President and Vice President, a Director may temporarily assume the chair and invite a resolution nominating a Chairman of the meeting from among the Directors present.

## ARTICLE VII

### VOTING

**Section 1: Representation.** Each active member, through its designated voting ~~representative~~ shall be entitled to vote upon all matters presented to the membership of the Association. The Board of Directors may designate other membership classes as having the right to vote on all or some matters at the Board's discretion.

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**Section 2: Mail Vote.** Whenever, in the judgment of the Board of Directors, any questions shall arise which it believes should be put to a vote of the membership and when it deems it inexpedient to call a special meeting for such purpose, the Directors may, unless otherwise required by these Bylaws, submit such a matter to the membership in writing by mail or electronic means, for vote and decision, and the questions thus presented shall be determined according to a majority of the votes received within fifteen (15) days after such submission to the membership, provided that in each case, votes of at least twenty-five percent (25%) of those eligible to vote shall be received. Any and all action taken in pursuance of a majority mail vote, in each case, shall be binding upon the Association in the same manner as would be action taken at a duly called meeting.

## ARTICLE VIII

### BOARD OF DIRECTORS

**Section 1: Authority and Responsibility.** The governing body of the Association shall be its Board of Directors. The Board shall have supervision, control and direction of the affairs of the Association, its committees and publications; it shall determine the general policies, shall actively promote the Association directives as are necessary for the conduct of its business.

**Section 2: Nomination and Election of the Directors by the Membership.** The number of Directors to be elected to the Board shall be not less than five (5) or more than eleven (11) voting members, with exact – always odd – number (5-7-9-11) designated by the Board of Directors, the number of Board seats to be determined prior to each election and in sufficient number to represent the diversity of the membership. Directors shall be elected by the voting members. The President shall appoint a nominating committee composed of five (5) voting members the members of which are not running during this election. at least one (1) member shall be a member of the Board of Directors. Nominations are accepted from and must be for any voting member in good standing. The nomination period is thirty (30) days. Accepted nominees will be announced by the nominating committee no more than seven (7) days after the closing of the nomination period. The voting period shall not end less than fifteen (15) days after the ballot is sent and nominees are announced.

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All nominees must provide a bio and statement as to why they wish to run for a Board position.

Elections for new Board members shall be conducted in the fourth quarter of each year, with new Directors assuming office on January 1 of the following year.

**Section 3: Terms of Office.** The ~~term~~ of office for all Directors shall be three (3) years. The ~~initial~~ Board of Directors will divide into one (1), two (2) and three (3) year terms according to the number of votes received. In the event that the term of the immediate past President as a member of the Board of Directors terminates with their term of office, then they shall be a non-voting member of the Board for one ~~(1)~~ year from the date of such termination.

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**Section 4: Meetings and Quorum.** The Board of Directors shall hold at least quarterly meetings other than that which shall be held at the annual meeting and may hold such other meetings at such places and at such times as may be directed by the Board. A majority of the Directors constitute a quorum. At least ~~fifteen~~<sup>(15)</sup> days' notice is required for Board of Directors meetings not planned for at the conclusion of the last regularly scheduled meeting of Directors. Board of Directors meetings will be open to all members of the Association. The Board of Directors may elect to go into a closed session where ethics, personnel, or other sensitive matters will be discussed.

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**Section 5: Meetings by Telephone and Virtual.** Members of the Board or any committee designated by the President may participate in any meetings of such Board or committee by telephone ~~or virtual medium~~. Participation in such meeting pursuant to this section shall constitute presence in person at such meeting.

**Section 6: Absences.** Any member of the Board who is unable to attend a meeting shall contact the President and state the reasons for their absence. If a Director is absent for two (2) consecutive meetings without cause, their seat on the Board may be considered vacant if a majority of Directors vote to consider the seat vacant. The provisions of this section are for regularly scheduled Board meetings only and shall not apply to meetings called on fourteen (14) days' notice.

**Section 7: Chairman.** The President shall be Chairman of the Board and shall preside at meetings. In the absence of the President, the Vice President shall act as Chairman. In the absence of the President and Vice President, any Director may assume the chair and invite a resolution nominating a Chairman for the meeting from among the Directors present.

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**Section 8: Vacancies, Resignations and Removal.** In the case of a Board ~~vacancy~~, the office shall be filled for the remainder of that term by appointment of a majority vote of the Board. Any Director may resign at any time. Such resignation shall be in writing and shall take effect at the time specified therein, or if no time is so specified, upon its acceptance by the Board of Directors or at such other date as the Board of Directors may direct. A Director may be removed when sufficient cause exists for such removal, including a Director's absenting themselves from the activities of the industry and/or purposes of the Association. The Board of Directors may entertain charges against any Director. The decision of the Board shall be final and binding. The Board of Directors shall adopt such rules as it may in its discretion, not contrary to law, consider necessary for the interests of the Association, for their hearing.

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**Section 9: Removal of Officers.** If a petition signed by at least fifty-one percent (51%) of the Association's voting members requesting a recall of a particular Board member is submitted to the Board, the Board shall hold a non-confidence vote by mail (or electronically) and provided that at least fifty-one percent (51%) of ~~Association's voting members~~ participate. The results of the vote shall determine whether or not that Board member in question shall step down from their position which must be supported by at least sixty-six percent (66%) of the votes cast. A replacement will be selected according to these ~~Bylaws~~.

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## ARTICLE IX

## OFFICERS' TERMS DUTIES AND

**Section 1: Officers' Terms.** The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer. The officers of the Association shall be chosen by the Board of Directors from their number at the first Board meeting following a Board election, and their term of office shall commence immediately after election. All officers shall serve a three (3) year term and shall be eligible for re-election.

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### Section 2: Duties and Responsibilities of the Officers.

1. President. The President shall preside at all meetings of members of the Association and meetings of the Board of Directors; they shall, with the advice and consent of the Board, appoint all committee chairmen, approve committee members and act as spokesman for the Association.
2. Vice President. The Vice President shall be the Chairman of the Executive Committee and be responsible for the orderly and business-like conduct of business assigned by the President.
3. Secretary. The Secretary shall be the custodian of the seal and records of the Association and shall perform such duties and exercise such powers as may be prescribed by the Board or President. The routine duties of the Secretary may be delegated in whole or in part to the administrative staff. The Secretary will record the minutes of all meetings and make the records available to the membership on request.
4. Treasurer. The Treasurer shall, except as otherwise ordered by the Board of Directors, account for all monies due the Association, have charge of and be responsible for all funds, securities, receipts and disbursements of the Association, and shall cause to be deposited all monies and other valuable effects in the Association's name in such banks, trust companies or other depositories as shall be selected or approved by the Board. The Treasurer shall cause to be received payments made to the Association and shall cause to be taken and preserved proper receipts for all monies disbursed by it. The Treasurer shall, with the help of the Chairman, render a full statement of the financial condition of the Association at its annual meeting and whenever requested to do so by the Chairman or by the Board of Directors and in such form as the Chairman or the Board may request. The Treasurer shall perform such duties as are incident to the office of Treasurer or as may from time to time be assigned by the Board of Directors or as may be prescribed by law or by these Bylaws.

**Section 3: Vacancies.** In the event of a vacancy occurring in the office of the Vice President, Secretary or Treasurer, the President shall recommend an individual Director to the remaining Board of Directors for approval to fill that office.

## ARTICLE X

### COMMITTEES

**Section 1: Standing Committees.** There shall be the following standing committee of the Association: Executive Committee, Nominating Committee, Finance Committee.

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**Section 2: Appointment of Committees.** The President, subject to the approval of the Board of Directors, shall annually appoint such standing, special or subcommittees as may be required by the Bylaws or as deemed necessary.

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**Section 3: Nominating Committee.** The Nominating Committee shall consist of five (5) voting members, appointed by the President, which are not running during this election. At least one (1) member shall be a member of the Board of Directors. It shall be their duty to present a slate of

**Commented [NL9]:** Mirrors Article VIII Section 2

nominees for election to the Board of Directors. The committee shall notify the membership in writing at least fifteen (15) days before the date of the annual meeting of the names of the nominees

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**Section 4: Finance Committee.** The Finance Committee shall consist of five (5) members. At least one (1) member shall be a member of the Board of Directors. It shall be their duty to review the Association's budget and make recommendations to the Board regarding the Associations budget specifically, and finances generally.

## ARTICLE XI RULES OF ORDER

Unless otherwise provided in these Bylaws, "Robert's Rules of Order (Revised)" shall govern the transaction of business at all meetings.

## ARTICLE XII SEAL

The Association shall have a seal containing the name of the Association and the place and year of incorporation, which shall be in the custody of the Secretary or designee.

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## ARTICLE XIII DISSOLUTION

In the event of the dissolution or final liquidation of the Association, the Board shall, after paying or making provision for the payment of all the liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes and shall at the time qualify as an exempt organization or organizations under Section 501 (c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board shall determine. The Board of Directors shall have no power to amend, rescind, alter or repeal any provision of this Article.

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## ARTICLE XIV INDEMNIFICATION OF OFFICERS AND DIRECTORS

Insofar as permitted by law, the Association shall indemnify and save harmless each Director or Officer now or hereafter serving the Association, whether or not then in office, except in relation to matters in which such Director or Officer shall have been guilty of gross negligence or bad faith, from and against any and all claims, liabilities, penalties, forfeitures and fines, to which they may be or become subject by reason of becoming a Director or Officer of the Association, including the cost of reasonable settlements made with the approval of a majority of the Directors of the Association (other than those involved) even though less than a quorum and in addition, shall reimburse each such Director or Officer for all legal or other expenses reasonably incurred in the defense of such proceeding to enforce or collect any such claim, liability, penalty, forfeiture or fine, or shall assume the burden of such defense, whichever the Association shall elect to do. The foregoing rule of indemnification shall not be exclusive of other rules to which any such person may now or hereafter be entitled as a matter of law and shall also apply to duly appointed Chairmen of committees, Counsel of the Association and the Executive Director of the Association.

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## ARTICLE XV

## MISCELLANEOUS

**Section 1: Non-Profit Character: Non-Liability of Members.** The Association does not afford any pecuniary gain, incidentally or otherwise, to its members. There shall be no personal liability of members for Association obligations.

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**Section 2: Power to Acquire and Hold Property.** The Association shall be authorized to acquire by grant, gift, purchase, device, bequest, and to hold and dispose of such property as the Association shall require, subject to such limitation as may be prescribed by law, for the benefit of the members and not for pecuniary profit.

### Section 3: Contracts, Checks, Deposits and Refunds.

1. **Contracts.** A majority of the Board may authorize its President, any officer or officers, agent or agents of the Association, in addition to the officer(s) so authorized by these Bylaws to enter into a contract or execute and deliver an instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.
2. **Checks, Drafts, Etc.** Association funds shall be used only for the proper business purposes of the Association. All checks, drafts or orders for payment of money, notice of other evidence of indebtedness issued in the name of the Association shall be signed by the Treasurer and one other Director authorized by the Board and in such manner as shall from time to time be determined by resolution by the Board.
3. **Deposits.** All funds of the Association shall be deposited within seven (7) working days of receipt to the credit of the Association at such bank or trust company or other depositories as the Board may select.

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## ARTICLE XVI

### AMENDMENTS TO THE BYLAWS AND ARTICLES OF INCORPORATION

**Section 1: By the Membership.** These Bylaws may be altered, amended or repealed by a majority of the voting members of the Association present and voting at any duly called meeting of members, provided that copy of any proposed amendments be mailed or distributed electronically at least thirty (30) days before the date of such meeting. The thirty-day (30) notice may be waived at a duly called meeting provided the members attending vote by a two-thirds majority that the amendment is procedural in nature and/or is necessary to the efficient and expedient conduct of the business of the Association.

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## ARTICLE XVII

### EFFECTIVE DATE OF BYLAWS

These Bylaws shall become effective and in force at the time of their acceptance by the Board of Directors.

## ARTICLE XVIII

### RELATIONSHIP TO SEIA

**Section 1: Membership Requirements.** The Association shall be an Affiliate Chapter of the Solar Energy Industries Association, Inc.

**Section 2: Statements.** This Association may issue public statements in its own name; however, this Association shall issue no public statements purporting to have the approval of SEIA without first

obtaining the written consent of the President of SEIA, except in the case of a direct quotation of an officially adopted and published statement of policy or other official document of SEIA.

**Section 3: Representative.** To facilitate the liaison between the Association and the National SEIA, the Association will appoint a representative as the Chapter's liaison officer to function as the principal contact with the National office.

**Section 4: Conforming By-Laws.** The Association shall establish Bylaws which shall be consistent with the National Association's Bylaws. Upon being notified of a change in the National Association's Bylaws, each Chapter shall, if necessary, amend its Bylaws accordingly.<sup>2</sup>

**Section 5: Compliance with Existing SEIA Relationship.** Prior to any approval of a Regional Chapter by the Association, such Regional Chapter shall sign a contract, affiliation agreement, or the like that obligates the Regional Chapter to abide by the same terms and conditions as exist between the Association and national SEIA. This includes the use of the SEIA name and variants, its logo, and any other intellectual property provided or licensed to the Association by SEIA. SEIA shall also be given an opportunity by the Association to substantively review the proposed Regional Chapter and its contract or affiliation agreement with the Association, as such entity would conceivably be using the name "SEIA" or similar intellectual property owned by SEIA, in order to ensure that the SEIA intellectual property will be used prudently and in alignment with Association and SEIA goals, mission and objectives.