

BYLAWS OF NORTHEAST SUSTAINABLE ENERGY ASSOCIATION, INC.

As amended: May 2007 – Article 6, Sections 1, 2, 4(b), & 8; Article 10
February 2009 – Article 6, Section 4(a)
October 2009 – Article 6, Section 4(a)
May 2010 – Article 9
September 2013 – Article 4, Section 1; Article 5, Section 4; Article 6, Sections 2, 4(a)-(e), 7(b), 17;
Article 12
February 2014 – Article 6, Section 4(c); deleted Article 9
May 2016 – Article 6, Section 11
April 2017 – Inserted new Article 2, Section 5
February 2018 -- Inserted new Article 6, Section 18
February 2020 – Revised Article 4

Article 1. Name.

Section 1. Name. The name of the Corporation is "Northeast Sustainable Energy Association, Inc." (hereinafter called "NESEA" or "corporation").

Section 2. Other Names. The corporation shall have the right, from time to time, to operate under such other names as it may receive authorization to use pursuant to applicable law.

Article 2. Purpose.

Section 1. General Purpose. This corporation is organized pursuant to the State of Vermont Nonprofit Corporation Act exclusively for one or more purposes under Section 501 (c) (3) of the Internal Revenue Code, including, for such purposes, charitable, educational, scientific, and the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code.

Section 2. Specific Purpose. Without limiting the foregoing, the specific purpose of this corporation shall be:

- (a) charitable,
- (b) educational,
- (c) scientific,
- (d) literary,
- (e) to promote and advance the production of energy in a sustainable manner,
- (f) to promote and advance the use of energy resources in a sustainable manner, and
- (g) to educate people on issues concerning production and use of sustainable energy resources in a sustainable manner.

Section 3. Excluded. Notwithstanding any other provision of these articles, activities of this corporation or powers exercised by this corporation shall exclude, except to an insubstantial degree, the following:

- (a) **Activities Not In Furtherance of Purpose.** This corporation shall not engage in any activities or exercise any power not in furtherance of the purposes of this corporation. For example, and not by way of limitation, the way in which the corporation selects its members must be consistent with an educational purpose (as opposed to recreational or social purpose).
- (b) **Campaign and Legislative Activities.** No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- (c) **Activities Prohibited By Law.** The corporation shall not carry on any other activities not permitted to be carried on:
 - (1) by a corporation exempt from Federal income tax under 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law) or
 - (2) by a corporation, contributions to which are deductible under 170(c)(2) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law).

Section 4. Inurement. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the Purpose of the corporation set forth in these bylaws.

Section 5. Conflict of Interest. Board members, principal officers, or members of a committee with governing board delegated powers must act at all times in the best interests of NESEA. In the event there is a personal interest in any matter pertaining to NESEA, these individuals shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter.

Such personal interest may be any of the following: An ownership or investment interest in any entity with which NESEA has a transaction or arrangement; a compensation arrangement with NESEA or with any entity or individual with which NESEA has a transaction or arrangement; or a potential ownership or investment in, or compensation arrangement with, any entity or individual with which NESEA is negotiating a transaction or arrangement.

No transaction of the organization shall be voidable by reason of the fact that any Board member, principal officer, or member of a committee with governing board delegated powers has an interest in the concern with which such transaction is entered into provided that the interest of such Board member, principal officer, or member of a committee is fully disclosed to the Board, such transaction is duly approved by the Board members not

so interested or connected as being in the best interest of NESEA, and payments to the interested party are reasonable and do not exceed fair market value.

The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Article 3: Office

Section 1. Registered Agent. The registered agent of the corporation is Alex Wilson and he is located at 122 Birge Street, Suite 30, Town of Brattleboro, County of Windham, State of Vermont.

Section 2. Change of Registered Agent Address. The board of directors is hereby granted full power and authority to change the registered agent’s address of the corporation from one location to another within its state of incorporation. Such change of registered office address shall not be deemed, nor require, an amendment of these bylaws. Such change of registered office may be made by the board of directors as part of its ordinary business. All subsequent printings of these bylaws shall note the changed registered agent address and effective date below:

Registered Agent Address(es):	Date(s):
_____	_____
_____	_____
_____	_____

Section 3. Principal Office. The principal office of the corporation is located at 50 Miles Street, Greenfield, Massachusetts.

Section 4. Change of Principal Office Address. The board of directors is hereby granted full power and authority to change the principal office address of the corporation from one location to any other, within or outside of its state of incorporation, where it is qualified to do business and conduct its activities. Such change or changes of principal office address shall not be deemed, nor require, an amendment of these Bylaws. Such change of principal office may be made by the board of directors as part of its ordinary business. All subsequent printing of these bylaws shall note the changed principal office address and effective date below:

Principal Office Address(es):	Date(s):
_____	_____
_____	_____
_____	_____

Section 5. Other Offices. The corporation may also have offices at such other places, within or outside its state of incorporation, where it is qualified to do business and

conduct its activities, as its business and activities may require, and as the board of directors may, from time to time, designate.

Article 4: Members

Section 1. Membership. Membership shall be open to any individual or entity which supports the purpose and activities of the corporation and agrees to comply with these Bylaws. The corporation shall admit members of any race, ethnicity, sex, gender identity, sexual orientation, age, religion, socioeconomic status, military status, marital status, political affiliation, or (dis)ability to all rights, privileges, programs, and activities generally accorded or made available to members of the corporation. A person (defined as any individual or entity) may become a member of the corporation by paying an annual membership fee. Continued membership is contingent upon being up-to-date on membership dues.

Section 2. Non-discriminatory Policy. NESEA does not and shall not discriminate on the basis of race, ethnicity, sex, gender identity, sexual orientation, age, religion, socioeconomic status, military status, marital status, political affiliation, or (dis)ability in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for our membership, staff, volunteers, subcontractors, vendors, and event attendees. The corporation shall give notice of its non-discriminatory policy in compliance with government requirements.

Section 3. Resignation and Termination. Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. The board of directors, by affirmative vote of two thirds of all the members of the board, may terminate membership for other causes only after offering a fair hearing.

Section 4. Reinstatement. Members not in good standing because of resignation or nonpayment of dues will be eligible for reinstatement upon payment of annual membership dues.

Section 5. Voting Rights. Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members.

Article 5. Members Meetings.

Section 1. Annual Meeting. The annual meeting of the members shall be held at a time and location designated by the board of directors. That location may be any location deemed appropriate by the board of directors and is specifically not limited to this state. The meeting shall be held for the purposes of receiving a report from the President and Treasurer on the activities and financial condition of the corporation, and for the transaction of such other business as may come before the meeting. Failure to hold an annual meeting at a time fixed in accordance with the corporation's bylaws does not affect the validity of any corporation action.

Section 2. Special Meetings. The corporation shall hold a special meeting of members:

- (a) on call of its board of directors, the Chair of the board, or the President of the corporation, or, if different, by the person or persons specifically authorized under the laws of this state to call special meetings of the members; or
- (b) if the holders of at least five percent of the voting members in good standing sign, date, and deliver to any officer one or more written demands for the special meeting of members describing the purpose or purposes for which it is to be held. The record date for the purpose of determining whether the five per cent requirement of this section of the bylaws has been met shall be the close of business on the 30th day before delivery of the demand or demands for a special meeting of the members to any corporate officer.

Section 3. Place of Meeting. The board of directors may designate any place, either within or outside this state, as the place of meeting for any annual, regular or special meeting of members. If no designation is made, or if a special meeting is otherwise called, the place of the meeting shall be the principal office of the corporation.

Section 4. Notice of Meeting. (Amended September 2013) Notice stating the place, date and time of any meeting of members, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally, by mail, or via email, by or at the direction of the President, or the Secretary, or the persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage prepaid. If emailed, such notice shall be deemed delivered when sent.

Section 5. Waiver of Notice. Whenever a notice of a meeting is required to be given to any member of this corporation under provisions of the Articles of Incorporation, these bylaws, or the law of this state, a written waiver of notice signed by a member, whether before or after a meeting, shall be equivalent to the giving of such notice. Attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except when the member attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 6. Quorum. One-tenth of the total number of members, represented in person or by proxy, shall constitute a quorum at a meeting of members. Except as otherwise provided under the Articles of Incorporation, these bylaws, or provisions of law, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the presiding officer shall entertain at such meeting is a motion to adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum is present or represented, any business may be transacted that might have been transacted at the meeting as originally notified.

Section 7. Proxies. At all meetings of members, a member may vote by proxy.

Section 8. Voting. Any action that is proper for a special meeting may be conducted by written ballot in lieu of a meeting. In the election of directors, cumulative voting shall not be permitted.

Section 9. Resolutions. All resolutions offered for the consideration of the members shall be presented in writing prior to discussion before the membership.

Section 10. Rules. Meetings of members shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these bylaws, or with provisions of law.

Article 6. Board of Directors.

Section 1. Powers. The business and affairs of the corporation shall be managed by the board of directors. The board may appoint committees for any purpose, including an executive committee that may exercise any of the authority of the board.

(Amended May 2007 to remove reference to the Quality Building Council)

Section 2. Number. (Amended May 2007; September 2013) The corporation shall have a board of thirteen (13) directors. Collectively they shall be known as the board of directors.

Section 3. Qualifications. Directors shall be members of the corporation. Directors do not need to be residents of this state.

Section 4. Election, Appointment, Term, Voting. Directors shall be elected and appointed as follows:

- (a) (Amended May 2007; February 2009; October 2009; September 2013) A total of nine (9) directors shall be elected by the membership at large. Each of these directors shall hold office for a period of three (3) years or until his or her respective successor is elected and qualifies. These nine (9) directors shall hold office on a staggered basis so that the members shall elect three (3) directors each year. Members shall vote for these directors via a mail or email ballot. In the event of a third place tie in the membership vote, the tie shall be resolved by a casting vote of the majority of the

current board. Each of these nine (9) directors shall be a voting member of the board of directors.

- (b) (Amended September 2013) A total of three (3) directors shall be appointed by the board of directors. Each of these directors shall hold office for a period of three (3) years or until his or her respective successor is appointed and qualifies. These three (3) directors shall hold office on a staggered basis so that the board of directors shall appoint one such director each year. The terms of these directors shall coincide with the terms of the directors who are elected by the membership at large. These director positions are to be filled by persons with special talents deemed necessary by the board of directors. Each of these three (3) directors shall be a voting member of the board of directors.
- (c) (Amended May 2007; September 2013; February 2014) One (1) director shall be appointed by the board of directors to serve as Member Service Liaison. This director shall hold office for three years.
- (d) (Amended/added September 2013) No director shall have more than one (1) vote on each item put before the directors for a vote.
- (e) (Amended May 2007; September 2013) The terms of newly elected or appointed directors will begin at the commencement of the first board meeting after January 1st. The terms of the outgoing directors will end at the commencement of the first board meeting after January 1st.

Section 5. Regular Board Meetings. The board of directors may provide, by resolution, the time and place for holding regular meetings without other notice than such resolution. The time and place for a regular meeting may be changed by a subsequent resolution of the board of directors without further notice. In the absence of any designation of a place for additional regular meetings in a resolution adopted by the board of director the meetings shall be held at the principal office of the corporation.

Section 6. Special Board Meetings. Special meetings of the board of directors may be called by or at the request of the President or any two directors, and shall be held at the principal office of the corporation or at such other place as the board of directors may determine.

Section 7. Notice of Board Meetings. Unless otherwise provided the Articles of Incorporation, these bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

- (a) Regular Meetings. No notice need be given of any regular meeting of the board of directors.
- (b) (Amended September 2013) Special Meetings. At least one week prior notice shall be given by the Secretary of the corporation to each director of each special meeting of the board of directors. Such notice may be oral or written, may be given personally, by first class mail, by telephone, or by e-mail, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of email notification, the director to be contacted shall acknowledge personal receipt of the email notice by return email or telephone call within forty-eight (48) hours of the telecommunication machine transmission. In the case of email notification, if a

director does not acknowledge personal receipt of the email notice the notice shall be deemed as not given.

- (c) **Waiver of Notice.** Whenever any notice of meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the waiver of notice of such meeting.

Section 8. Quorum. (Amended May 2007) Seven (7) directors in office immediately before the meeting begins shall constitute a quorum for the transaction of business. In the event that there are fewer than seven (7) and more than one (1) directors in office at any time, then fifty percent (50%) plus one (1) of the directors then in office shall constitute a quorum for the transaction of business. Except as otherwise provided under the Articles of Incorporation, these bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the presiding officer shall entertain at such meeting is a motion to adjourn.

Section 9. Majority Action as Board Action. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the Articles of Incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approvals of a matter by the board.

Section 10. Conduct of Meetings. Meetings of the board of directors shall be presided over by the Chair of the corporation or, in his or her absence, by the Vice-Chair of the corporation or in the absence of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary at all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Section 11. Removal. Any director may be removed, with or without cause, by the affirmative vote of two-thirds of all board members then in office at a regular or special meeting at which a quorum is present, provided written notice of the meeting stating that a purpose of the meeting is to vote on removal of the named director(s) is delivered to all board members at least one (1) week prior to the meeting.

Section 12. Resignation of a Director. Any director may resign effective upon giving written notice to the Chair of the Board, the Secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation.

Section 13. Vacancies. Vacancies on the board of directors shall exist on the death, resignation or removal of any director. Any vacancy occurring in the board of directors

may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 14. Non-liability of Directors. Directors shall not be liable for the debts, liabilities, or other obligations of the corporation.

Section 15. Indemnification. Directors and officers of the corporation shall have the power to be indemnified by the corporation to the fullest extent permissible under the laws of this state.

Section 16. Insurance for Corporate Agents. Except as may be otherwise provided under provisions of law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these bylaws or provisions of law.

Section 17. Rules. Meetings shall be governed by Robert's Rules of Order, as revised from time to time, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these bylaws, or with provisions of law.

Section 18. Governance Policies. (Added February 2018) The Board shall operate pursuant to the NESEA Board of Directors Governance Policies, which are incorporated by reference into these bylaws. In the event of a conflict between the Bylaws and the Governance Policies, the Bylaws shall take precedence.

Article 7. Officers.

Section 1. Number. The officers of the corporation shall be a president, vice-president, secretary, and a treasurer, each of whom shall be elected by the board of directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually at the first meeting of the board of directors held after each annual meeting of the members. If the election is not held at such meeting, such election shall be held as soon as possible thereafter as is convenient. Each officer shall hold office until his or her successor has been duly elected and qualified or until his or her death, resignation, or removal in the manner hereinafter provided.

Section 3. Removal. Any officer or agent elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to

the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create contract rights.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section 5. Powers and Duties. The powers and duties of the several officers shall be as provided from time to time by resolution or other directive of the board of directors. In the absence of such provisions, the respective officers shall have the powers and shall discharge the duties associated with such offices. The secretary shall prepare minutes of all meetings of the members and the board, and shall authenticate the records of the corporation upon request.

Article 8. Contracts, Loans, Checks, and Deposits.

Section 1. Contracts. The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific business.

Section 2. Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, or Orders. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness shall be signed by such officer or officers, agent or agents of the corporation and in such manner as from time to time shall be determined by resolution of the board of directors.

Section 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors shall select.

Article 9. Fiscal Year.

The fiscal year of the corporation shall be July 1 to June 30.
(Amended May 2007)

Article 10. Amendments.

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by the board of directors at any regular or special meeting of the board; provided, however, that the number of directors shall not be increased or decreased nor shall the provisions of

Article 4, concerning the members, be substantially altered without the prior approval of majority of the members voting.

Article 11. Books and Records.

(Amended September 2013) The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors and committees having and exercising any of the authority of the board of directors, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time. Out-of-date documents shall be archived or eliminated pursuant to NESEA's document retention policy.

Article 12. Dissolution or Sale of Assets.

Section 1. Members Approval Required. A two-thirds vote of the membership shall be required to sell or mortgage assets of the corporation not in the regular course of business or to dissolve the corporation.

Section 2. Dissolution and Distributions. Upon dissolution of the corporation, any assets remaining after payment of or provision for its debts and liabilities shall, consistent with the purpose of the organization, be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes.

Article 13. General Provisions.

Section 1. Conflict. If there is any conflict between the provisions of these bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Section 2. Enforceability. Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining portions of these bylaws shall be unaffected by such holding.

Section 3. Founding Document. All references in these bylaws to the Articles of Incorporation, shall be to the Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this

Corporation file with the office of this state and used to establish the legal existence of this corporation.

Section 4. IRC References. All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

Section 5. State References. All references in these bylaws to "this state" shall mean the state in which the corporation is presently incorporated. All references to the nonprofit corporation Act shall be to the corresponding provisions of any future nonprofit corporation Act of this state.

Section 6. Reference to Officers. All references in these bylaws to "President", "Chair", "Chairman", "Chairperson" or "Chairwoman" shall mean the same person. All references in these bylaws to "Vice-President", "Vice-Chair", "Vice-Chairman", "Vice-Chairperson" or "Vice-Chairwoman" shall mean the same person.