

UTAH ENERGY CONSERVATION COALITION, INC. BY-LAWS

ARTICLE I NAME AND JURISDICTION

Section 1. Name: The name of this organization shall be the **Utah Energy Conservation Coalition, Inc.** a private non-profit corporation herein referred to as the Coalition.

Section 2. Jurisdiction: The principle office of the Coalition shall be within the geographic area of the state of Utah. The Coalition may operate and provide its services either within or without the state of Utah.

ARTICLE II OBJECTIVES AND PURPOSES

The **Utah Energy Conservation Coalition** shall operate subject to the provisions of these By-Laws. The Coalition supports the concept of reducing the financial and physical impact of residential and commercial energy consumption, for the entire people of the state of Utah as well as the surrounding mountain west region of the United States of America, and toward the attainment of sound communities through the processes of preservation, conservation, efficiency, and rehabilitation. The purposes of the Coalition shall be:

- (1) To develop and improve the professional standards and practices involved in all phases of administration and implementation of residential and commercial energy conservation programs throughout the state of Utah designed to achieve the above objectives;
- (2) To strengthen the capacity of the Coalition at all levels to provide for (a) the open exchange of knowledge and the results of experience; (b) to conduct meetings, training and educational programs for the exchange of information; (c) the improvement of energy conservation program administration; and (d) the enhancement of professional development opportunities;
- (3) To facilitate effective relationships among federal, state, and local organizations in the development and execution of residential and commercial energy conservation programs;
- (4) To cooperate and collaborate with the U.S. Department of Energy, Department of Natural Resources Utah Energy Office, Department of Community and Economic Development Community Services Office (Housing & Weatherization), other

agencies, associations, and groups, both public and private, having similar or related purposes.

- (5) To assist in the providing of training and educational seminars, workshops, Internet web-sites, etc. dealing with all aspects of energy conservation & efficiency in the building industry (i.e. residential and commercial energy issues & building codes, Home Energy Ratings, energy efficient financing packages & lending programs, etc.).
- (6) To promote public understanding of energy conservation, resource management, and related economic issues.

ARTICLE III

MEMBERSHIP, RIGHTS OF MEMBERS, DUES, & CERTIFICATION

Section 1. Membership: Any individual or entity that subscribes to the purposes and basic policies of the Coalition may become a member of the Coalition. Members shall be admitted at anytime upon completion of appropriate application and payment of membership fees. The Board of Trustees may provide additional membership(s) in the Coalition in addition to those established by these By-Laws without having to amend these By-Laws. The Board of Trustees may from time to time, establish several classes of membership, each of which may be charged different membership fees and have different membership agreements. The Board of Trustees may also establish honorary memberships, which will have no voting rights or other rights to participate in the management of the business affairs of the Coalition.

Section 2. Rights of Members: The members of the Coalition shall be entitled to vote on all matters brought before the general membership. Membership in the Coalition is not transferable. No member shall be entitled to share in the income of the Coalition or in the distribution of the Coalition assets upon the dissolution of the Coalition. Any member may be expelled from the Coalition through the voting of the Board of Trustees. Each member shall be entitled to one vote upon each matter submitted to a vote at a meeting of the members. Proxy Voting shall be allowed on all voting matters brought before the Coalition. Proxy votes shall be given to the Secretary to be recorded or assigned to another member of the Coalition to vote as deemed appropriate.

Section 3. Dues: Annual membership dues may be established, from time to time, by the Board of Trustees of the Coalition. Payment of the established dues shall entitle members to all the rights of the their membership class.

Section 4. Membership Certifications: The Board of Trustees shall issue certificates evidencing membership in the Coalition. If there are established more than one class of membership in the Coalition, such certificates may be required, at the discretion of the Board of Trustees.

ARTICLE IV

BOARD OF TRUSTEES

Section 1. General Powers, Number & Tenure: The control of the affairs of the Coalition shall be vested in the Board of Trustees. The Board of Trustees shall have supervision, control, and direction of the affairs of the Coalition, its standards and certification programs, its committees, and its publications. It shall determine the general policies of the Coalition and actively promote the goals and objectives of the Coalition. The Board of Trustees shall consist of at least five (5) members. The actual number of members of the Board of Trustees shall be determined by the Board of Trustees. All members of the Board of Trustees shall serve for a term of two years, except that the Board of Trustees may at times find it necessary to provide for longer or shorter terms of office in order to create staggered expiration of terms. Any member of the Board of Trustees may succeed himself or herself for one additional term.

Section 2. Duties: The Board of Trustees shall establish procedures for the maintenance of records and accounts, receipt and expenditure of funds, levying of dues, periodic reporting of the Coalition affairs to the membership, and shall otherwise plan and account for the activities of the Coalition.

Section 3. Meetings: The Board of Trustees shall hold not less than three regular meetings each year. Notice of regular meetings shall be given by the President or Secretary to each Trustee not less than ten days before the meeting date.

Special meetings of the Board of Trustees may be called by the President at any time or by the Secretary upon the written request of at least one-fourth (1/4) of the membership of the Board. The Notice of Special Meeting shall specify the time and place of the meeting and the business to be conducted.

Any regular and/or special meeting(s) may be conducted by electronic means. Electronic meetings may be conducted either by telephone or by electronic mail (e-mail). For e-mail meetings, meeting notice(s) shall include, at a minimum, the following information: the entire agenda of the business that is to be transacted during the e-mail meeting; the date and time that the meeting shall come to order; and the date and time that the meeting shall adjourn. All parties participating in e-mail meetings shall provide e-mail notification of their intent to participate in the meeting to the convener prior to the meeting coming to order. During such electronic meetings, any duly noticed business may be electronically transacted so long as all electronic communication is distributed to all parties that have provided notification of their intent to participate in the meeting and so long as electronic communication can demonstrate the presence of a quorum.

Section 4. Quorum: At any meeting of the Board of Trustees, a majority of the members of the Board of Trustees shall be represented to establish a quorum for the conduct of the business of the Coalition. Each member of the Board of Trustees shall be entitled to one vote.

Section 5. Proxy Voting: Proxy Voting shall be allowed on all voting matters brought before the Coalition. Proxy votes shall be given to the Secretary to be recorded or assigned to another member of the Board of Trustees for them to vote as they deem appropriate.

Section 6. Removal & Vacancies: Any member of the Board of Trustees may be removed from office by the affirmative vote of a majority of the remaining Board members, even though the remaining members of the Board of Trustees may constitute less than a quorum, whenever it is in the judgement of the said remaining members on the Board that the interests of the Coalition will be served by such removal, or through a vote of a quorum of the general membership. Any Board member may resign at any time by giving notice of such resignation to the President of the Coalition. Any vacancy occurring in the Board of Trustees may be filled by the affirmative vote of a majority of the remaining Board members, though less than a quorum of the Board of Trustees, the appointment shall be submitted to members for approval or rejection at the next meeting of the general membership.

Section 7. Compensation: Members of the Board of Trustees shall not receive any compensation for their services as such.

ARTICLE V

OFFICERS: NAMES & DUTIES

Section 1. Officers: The Officers of the Coalition shall be President, Vice President, Secretary, and Treasurer. These officers shall comprise the Executive Committee of the Board of Trustees. The Executive Committee is empowered to act on behalf of the Board of Trustees when it is not possible to hold a formal meeting of the Board of Trustees. Any decision made by the Executive Committee can be overturned by the Board of Trustees at the next meeting of the Board of Trustees. The Board of Trustees may leave unfilled any office except that of President and Secretary in which case the existing Officers shall assume those duties as assigned by the other members of the Board of Trustees.

Section 2. President: It shall be the duty of the President to preside at all meetings of the Board of Trustees as well as the annual membership meeting of the Coalition; to create or abolish such special committees as may, from time to time, be necessary for the conduct of affairs of the Coalition; to implement such procedures, policies and activities as may be adopted or approved by the Board of Trustees of the Coalition, and to report periodically to the membership on the accounts and general business of the Coalition.

Section 3. Vice-President: The Vice-President shall preside in the absence of the President at all meetings of the Coalition, shall succeed the President in office if he or she cannot complete his or her term until the next annual meeting, and perform such other duties as may from time to time be assigned by the President of the Board of Trustees.

Section 4. Secretary: The Secretary in cooperation with the Executive Director, shall keep a record of the proceedings of the Board of Trustees and the Executive Committee of the Coalition in a book maintained for this purpose. He or she shall send out required notices, and attend to such other business as may belong to his or her office as he or she may be directed by the Officers. The Secretary shall promptly furnish the Board of Trustees minutes or reports on meetings held and

business transacted. At the discretion of the President, with the concurrence of the Secretary, the duties of the office of Secretary may be filled by the Executive Director or a staff member of the Coalition.

Section 5. Treasurer: In cooperation with the Executive Director, the Treasurer shall have oversight of the funds of the Coalition. As necessary, he or she shall authorize the collection of all monies payable to the Coalition and shall direct the Executive Director to deposit the same . In cooperation with the Executive Director, he or she shall authorize the disbursement of all funds of the Coalition upon written approval of the President or as directed by the Board of Trustees. In cooperation with the Executive Director, the Treasurer shall regularly review the books of accounts of the Coalition and shall authorize the Executive Director to submit a statement of its accounts, with the proper vouchers at the regular meetings of the Coalition. Again, in cooperation with the Executive Director, he or she shall authorize a rendering of an annual account of the finances of the Coalition to the Board of Trustees at the Annual Meeting.

Section 6. Meetings: The Executive Committee shall meet as often as they deem necessary to fulfill their responsibilities.

ARTICLE VI

APPOINTMENTS AND ELECTIONS

Section 1. Appointments: The Officers of the Coalition shall be elected by the Board of Trustees and shall serve at their will.

Section 2. Election of Trustees: The current Board of Trustees will make recommendations to the general membership for new Trustees. The members shall vote to accept or reject these choices. Results of the election/approval of officers shall be announced at the annual meeting of the Coalition. The terms of office for a Trustee shall be two years and shall begin on July 1 following the election/approval. All officers and other members of the Board of Trustees shall serve until their successors have assumed their duly elected or appointed positions.

Section 3. Voting: Each full voting member shall have one vote except as allowed in Article VII section 4, and shall cast his/her vote in person or by proxy as herein prescribed. Members have two methods of voting for Trustees:

Via e-mail or other viable electronic means. Ballots cast electronically must be received by either the Secretary and/or the Executive Director at least seven (7) days prior to a general membership meeting, or,

In person at a general membership meeting as previously stated.

Section 4. Board Composition: Two-thirds (2/3) of the composition of the Board of Trustees shall be made up of voting members of the Coalition..

Section 5. Vacancies: If a vacancy occurs in the Board of Trustees, it may be filled by the remaining members of the Board of Trustees for the unexpired term or until the next annual meeting of the Coalition, whichever occurs earlier. The Board of Trustees shall not appoint any person who has been rejected by the general membership at any time during the previous year.

ARTICLE VII MEETINGS

Section 1. Member Meeting: There shall be an annual meeting of the membership of the Coalition at a time and place fixed by the Board of Trustees. Reasonable notice of the annual meeting shall be given to the membership, but not less than twenty (20) calendar days prior to the meeting date.

Section 2. Special Meeting: Special meetings of the general membership may be called at any time on the order of the President, the Governing Board, or by the written request of at least one-fourth of the total active membership. The Secretary shall give notice of the time and place of a special meeting not less than ten (10) calendar days prior to the meeting date.

Section 3. Quorum: A quorum must be represented at any meeting of the membership at which business is transacted. One fourth (1/4) of the members of the Coalition shall constitute a quorum. If less than a quorum of members are present at a meeting, a majority of the members present may adjourn the meeting without further notice. At a meeting at which a quorum shall be present, any business of the Coalition may be transacted.

Section 4. Tie-Breaker Vote: When the business of the Coalition requires a vote of the Board of Trustees, a majority vote of those present (if there is a quorum), except as otherwise required, will carry the motion. In case of a tie vote, the President (who normally abstains from voting), or the Vice President in the absence of the President, will cast the deciding vote.

Section 5. Rules of Order: The provisions of these By-laws and Roberts Rules-of-Order shall apply to the conduct of any meeting of the membership, the Governing Board, and other duly constituted committee of the Coalition.

In instances where there is inconsistency between the By-laws and Roberts Rules-of-Order, the By-laws shall take precedence.

ARTICLE VIII COMMITTEES

Section 1. Creation: The President may create such other committees, task forces or similar groups as he/she deems appropriate to the purposes and activities of the Coalition, and shall appoint members thereto.

Section 2. Representation: The selection process for committee membership shall seek to provide a broad representation of all special interests of the membership, including but not limited to elected governmental personnel, minorities, and women.

ARTICLE IX AMENDMENT

These By-laws may be altered, amended, or repealed and new By-laws may be adopted at a regular or a special meeting of the membership, provided a quorum is present and represented and two-thirds (2/3) of those voting vote affirmatively for the amendment. Each member shall be sent a copy of the proposed amendment(s) with the notice of the meeting at which the amendment(s) are to be voted as required in Article 4, Section 3. The Secretary or the Executive Director acting under the direction of the Secretary shall send the meeting notice to each member not less than twenty (20) calendar days prior to the meeting date.

ARTICLE X EXEMPT ACTIVITIES

Notwithstanding any other provision of the By-laws, no member, Board of Trustee member, Officer, employee, or representative of this Coalition shall take any action or carry on any activity by or upon behalf of the Coalition not permitted to be taken or carried on by any organization exempt pursuant to the provisions of Section 501 (c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereinafter be amended or by an organization, contributions to which are deductible pursuant to the provisions of Section 170(c)(2) of such code and regulations as they now exist or as they may hereinafter be named.

ARTICLE XI INDEMNIFICATION

Section 1. Liability: As allowed by Utah Code Section 16-6-107, members of the Board of Trustees and officers of the Coalition are not personally liable to the Coalition or its members or clients for civil claims arising from acts of omissions made in the performance of his or her duties as a Trustee or Officer, unless such acts of omissions are the result of his or her intentional misconduct.

Section 2. Indemnification: To the full extent permitted by law, the Coalition shall indemnify any member or former member of the Board of Trustees, Director, or Officer of the Coalition

against expenses actually and reasonably incurred by him or her, in connection with the defense of any action, suit, or proceeding, civil or criminal, in which he or she is made a party by reason of being or having been such member of Board of Trustees, or Director, except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for negligence for misconduct in the performance of duty; and to make such other indemnification as shall be authorized by the current Board of Trustees.