

## **BYLAWS of the SOLAR WASHINGTON ASSOCIATION**

### **ARTICLE I: NAME**

Section 1: The name of this organization shall be "Solar Washington Association", hereafter "Association". The Association is registered in the State of Washington.

### **ARTICLE II: PURPOSE**

Section 1: The Association is a nonprofit organization formed to advance and further the development and use of solar energy, and support related technologies. This purpose shall be accomplished through the exchange of ideas and information, with concern for the economic, environmental, and social fabric of Washington state.

### **ARTICLE III: MEMBERSHIP**

Section 1: Membership in the Association shall be open to any person who shares and supports the purpose of the Association as set forth in Article II, and who pays the required membership dues.

Section 2: For the purpose of voting for the affairs of the Association, including Board elections, ten (10) percent of the membership in good standing at the time when the vote closes shall constitute a quorum of the membership.

### **ARTICLE IX: MEMBERSHIP MEETINGS**

Section 1: There shall be an annual membership meeting of the Association for business and for elections during the first quarter of the calendar year, at a time and place to be designated by the Board. At this meeting, the Officers of the Association shall report to the membership the state of affairs of the Association. Notice of this meeting shall be communicated to the members of the Association no later than thirty days preceding the meeting date.

Section 2: Other membership meetings of the Association may be called by the Board upon written or electronic notice to all members mailed or sent not later than ten (10) days preceding the meeting date.

Section 3: Special meetings may be called on petition of twenty-five (25) percent of the voting members of the Association. The matter or matters to be voted on at special meetings shall be stated in the petition and in the notice to the membership, and only such matters may be voted on at such special meetings.

### **ARTICLE VII: ELECTIONS**

Section 1: Mail or electronic ballots may be used for the purpose of conducting such Association business as may be directed by the Board. Any action taken by the majority of a quorum of members voting in such mail or electronic ballots shall have the same force and effect as if an annual or special meeting had been duly convened and the issue voted upon. The polls for mail or electronic ballots shall close no earlier than fourteen calendar days following the day each question is sent to the membership.

Section 2: Elections shall be held annually in person at an annual meeting or electronically, closing on the day of the annual meeting.

Section 3: Nominations may be offered to the chair of the Nominating Committee at any time until four weeks prior to the annual meeting. Nominations may be offered by any Member of the Association.

Section 4: Each Member of the Association shall be entitled to one vote per ballot issue.

Section 5: In the case of a tie vote for an office to be filled by the voting members, the Board shall resolve the tie.

Section 6: Provided that a quorum of the membership participated in the election of the Board members, the individuals receiving the largest number of votes shall be deemed elected.

#### **ARTICLE IV: FINANCIAL**

Section 1: The fiscal year of the Association shall be the calendar year, commencing on January 1 and closing December 31.

Section 2: The Association uses the cash method of accounting.

#### **ARTICLE V: GOVERNANCE**

Section 1: The affairs of the Association shall be governed by a body chosen from its membership which shall be called the Board of Directors, hereafter "Board".

Section 2: The Board shall consist of at least seven (7) members and no more than eleven (11) members who shall be elected by the membership. Board members must be current members of the Association.

Section 3: Board members are elected to serve for two years. Terms are staggered so approximately half of the Board members are elected each year.

Section 4: The Board shall have the power to expel, suspend, or reprimand any member of the Board by a vote of no fewer than two-thirds of the Board (i) for any violation of the Articles of Incorporation, the Bylaws or the Code of Ethics, or for any conduct not in violation of the Article of Incorporation, Bylaws or Code of Ethics which in the opinion of the Board is improper and prejudicial to the welfare or reputation of the Association; provided, however, that notice in writing shall be given to the member of the charges against him or her and an opportunity afforded him or her to make reply thereto in person or in writing.

Section 5: The Board may nominate, and confirm by a majority vote, replacements for any vacancies in the Board. Persons so confirmed shall take office immediately following confirmation and hold office until the expiration of the normal term of office of the person replaced. No Board member shall serve more than three consecutive terms, except for the Immediate Past President, as described in Article VI Section 1.

Section 6: Board Members will abide by the association's Code of Ethics.

Section 7: In accordance with Washington Law §4.24.264 pertaining to volunteers assisting a nonprofit organization, no director, officer or agent of the Association may be held liable for any actions taken in good faith and in a manner that he or she reasonably believed to be in the best interest of the Association.

Section 8: The Board shall meet at least four times per year and at such other times as the President may designate, or when at least three Directors ask the President to call such a meeting. Reasonable notice of the time and place of such a meeting shall be given to members of the Board, who may participate in person or use teleconferencing technologies to participate as they would in person.

Section 9: It shall be the duty of the Board to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- b. Appoint or remove, employ or discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation of, if any, an executive director or management agent of the Association and evaluate the executive director or management agent of the Association to assure that his or her duties are performed properly;
- c. Approve and account for the implementation of the Association's annual budget;
- d. Approve and account for the implementation of the Association's strategic plan and annual operation plan;
- e. Meet in person or virtually at such times and places as required by these Bylaws;
- f. Determine categories of membership and annual dues for the Association;
- g. Register their addresses with the secretary of the Association.

Section 10: A majority of the Board shall constitute a quorum.

Section 11: Roberts Rules of Order shall be the parliamentary authority for procedure in all meetings and in all matters not covered by these By Laws, unless a majority of the Board resolves otherwise.

## **ARTICLE VI: OFFICERS**

Section 1: The Officers of this Organization shall be the President, Vice President, Secretary, Treasurer and Executive Director. Officers other than paid staff shall serve no more than two consecutive years in the same position.

Section 2: Any officer may resign at any time by giving written notice to the Board or to the President or Secretary of the Association. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board relating to the employment of any officer of the Association.

Section 3: Board members who serve as officers are subject to the same conditions for removal as described in Article V Section 4.

Section 4: The President shall act as Chair of the Board and may delegate at his or her discretion all or part of his or her authorities.

The President shall:

- a. Preside at all meetings of the Association;
- b. Convene and chair the Executive Committee;
- c. Be an ex officio member of all Board committees;

- d. Communicate, or delegate communications to the Association membership, to the media on behalf of the Association on matters that promote the welfare of the Association;
- e. Transact or delegate transaction of business on matters approved by the Board.

Section 5: The Vice President shall:

- a. In the absence of the President, or in the event of his or her inability to act, perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President;
- b. Serve on the Executive Committee;
- c. Perform such other duties as may be prescribed by law, by the Articles of Incorporation, by these Bylaws, or as may be prescribed by the Board.

Section 6: The Secretary shall:

- a. Oversee the management and administration of the procedures of the Association;
- b. Serve on the Executive Committee;
- c. Oversee the appropriate recording and filing of all Association official documents and make them available to the board;
- d. Keep and make available minutes of all meetings and record of Board decisions taken in between Board meetings to the Association record and to the membership;
- e. Oversee the impartiality of any election or voting process;
- f. Report and perform other duties as required by the Board.

Section 7: The Treasurer shall:

- a. Oversee the management and administration of the finances of the Association;
- b. Serve on the Executive Committee;
- c. Oversee the process of handling the Association's funds and of keeping full and accurate accounts of receipts and disbursements;
- d. Provide a full and complete financial report at Board meetings and the annual meeting, and such other reports as the Board may request from time to time.

Section 8: The Executive Director or Management Agent is generally responsible for the execution of Association's business. He or she shall:

- a. Perform such duties as may be assigned by the Bylaws, the Association's policies and procedures manual, and the Board;
- b. Produce a strategic and operational plan and an annual budget for approval by the Board and use those documents as the basis for the management of the affairs of the Association;
- c. Cause any annual or periodic report of the Association required by law to be prepared and delivered to an office of Washington state or local regulatory authorities, to be so prepared and delivered within the time limits set by law.

Section 9: For one year following his or her term as the Association's President, the Immediate Past President shall:

- a. Serve as an ex-officio member of the Board;
- d. Serve on the Nominating Committee.

#### **ARTICLE VIII: COMMITTEES**

Section 1: From its own membership, the Board shall appoint an Executive Committee which shall be composed of the officers and may exercise between meetings of the Board such powers as may be delegated by the Board. The Executive Committee shall include the President, Vice President, Secretary, and Treasurer. The Executive Director attends the meetings as a non-voting member of the committee, unless the committee is discussing issues pertaining to the Executive Director's position or performance.

Section 2: The Nominating Committee shall consist of at least two members, one of whom may be the Immediate Past President. The Nominating Committee shall meet throughout the year and shall:

- Identify needs, gaps, and selection criteria to fill Board positions;
- Seek and vet candidates possessing the competencies, experience, and willingness to serve effectively;
- Recommend to the Board proposed nominees for appointment by the Board or election by the members;
- Appraise the framework for assessment of Board performance and Board self-evaluation.

Section 3: The Board may appoint other committees. The responsibilities and composition of such committees are to be determined at the time of appointment and may be subject to change at the discretion of the Board.

#### **ARTICLE IX: AMENDMENTS**

Section 1: Amendments to these Bylaws may be made, upon thirty (30) days' notice of proposed amendments, by majority vote of the membership voting at an annual meeting or special meeting.

Section 2: Amendments to these Bylaws may also be made by approval by two thirds (2/3) of the Board.

#### **ARTICLE X: AFFILIATION**

Section 1: This Association may be affiliated as a Chapter of the American Solar Energy Society (ASES). It may maintain the requirements for such affiliation, as prescribed in Article XI of the ASES Bylaws.

Section 2: Upon dissolution of this Association, any remaining funds shall be transferred to the general account of ASES or a similar 501(c)3 organization.

**The foregoing are the bylaws of Solar Washington, as amended December 20, 2022**

Board Secretary