

BYLAWS of the SOLAR WASHINGTON ASSOCIATION

A Chapter of the American Solar Energy Society

ARTICLE I: NAME

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

Section 2: The Board of Directors shall adopt a seal for the Society.

ARTICLE II: PURPOSES

Section 1: We shall further the development and use of solar energy, and support related technologies. This shall be accomplished through the exchange of ideas and information, with concern for the economic, environmental, and social fabric of Washington state.

Section 2: The Association is not formed for pecuniary profit or financial gain, and no part of the assets, income, or profit shall be distributed to or inure to the benefit of officers thereof or to any private individual. Reasonable compensation may be paid for services rendered to the organization.

ARTICLE III: MEMBERSHIP

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

ARTICLE IV: DUES

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

Section 2: Categories of membership and annual dues for the Association shall be determined by the Board of Directors.

ARTICLE V: GOVERNMENT

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 nine (9) members, whom shall be elected by the membership. Paid employees of the Association who serve on the Board shall have no vote regarding their compensation. Board members must be current members of the Association.

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

Section 4: The Officers of the Association shall be chosen by the board or directors and shall consist of a President, a Secretary and a Treasurer. Officers shall serve a term of one year or until their successors are chosen. The Immediate Past President shall be an ex-officio member of the Board.

Section 5: The Board may delegate duties and responsibilities to the Officers and the Executive Committee of the Board.

Section 6: The Board may nominate - and confirm by a majority vote - replacements for

any vacancies in the elective offices. Persons so named shall take office immediately following confirmation and hold office until the expiration of the normal term of office of the person replaced. No elected officer nor shall serve more than three consecutive terms in the same post, and no Board member shall serve more than three consecutive terms.

Section 7: In the event of a vacancy, a replacement for the position of President shall be selected from the existing Board. In the event that the Board is unable to come to a decision, a special membership meeting shall be called to elect a new President.

Section 8: The Board shall have control over the affairs of the Association, subject to the limitations prescribed in the Articles of Incorporation and these By Laws. In accordance with Washington Law §4.24.264 pertaining to volunteers assisting a non profit 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/she is reasonably believed to be in the best interest of the Association.

Section 9: The Board shall meet at the call of the President at least three times per year and at such other times as the President may designate, or when the President is requested by at least three Directors to call such a meeting. A majority of the Board shall constitute a quorum. Reasonable notice of the time and place of such a meeting shall be given to members of the Board, who may use teleconferencing technologies to participate as they would in person.

Section 10: Mail or email 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 these members voting in such mail 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 email ballots shall close no earlier than fourteen calendar days following the day each question is sent to the membership.

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, Secretary, and Treasurer. The President shall act as Chair of the Board. The President shall: preside at all meetings of the Association, represent it in dealing with outside agencies, be an ex officio member of all committees, communicate to the Association such matters and suggestions as may tend to promote the welfare of the Association, and transact business on behalf of the Association or the Board. The President may delegate their authorities as Chair of any meeting at his or her discretion.

Section 2: The Secretary shall perform such administrative duties as the Board may delegate. Subject to the Board, the Secretary shall manage and administer the procedures and other routine business of the Association, including its incorporation. He or she shall conduct elections, maintain a membership roster, issue notices of meetings, keep and make available minutes of all meetings to the membership, and report and perform other duties as required by the Board.

Section 3: The Treasurer shall manage and administer the finances of the Association. He or she shall receive and record all payments of dues, assessments, contributions, and other income, and account for all items received and disbursements as may be made of the funds

assigned. He or she shall have custody of the Association funds and shall keep full and accurate accounts of receipts and disbursements, providing a full and complete financial report at the annual meeting, and such other reports as the Board may request from time to time.

ARTICLE VII: NOMINATIONS AND ELECTIONS

Section 1: Elections shall be held at the Annual Business Meeting.

Section 2: Nominations may be offered to the Secretary at any time before three weeks prior to the meeting. Nominations may be offered by any Member of the Association.

Section 3: The Secretary shall offer proxy ballots bearing the nominations to each member eligible to vote who requests one no later than two weeks before the Annual Meeting. Ballots shall be returned before the moment the election is held at the Annual Meeting to be valid. Elected Officers shall assume their responsibilities immediately upon conclusion of the election.

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: In the election of the Board members, the individuals receiving the largest number of votes shall be deemed elected. Only a single vote shall be cast by a member for an individual.

ARTICLE VIII: COMMITTEES

Section 1: From its own membership the Board shall appoint an Executive Committee which shall be composed of no fewer than three members of the Board and shall have and may exercise between meetings of the Board such powers as may be delegated by the Board. The Executive Committee shall include the President, Secretary and Treasurer.

Section 2: The Board may appoint any other committees it wishes. 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: MEMBERSHIP MEETINGS

Section 1: There shall be an annual business and election meeting of the members of the organization during the first quarter of the 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. This report shall be transmitted to any member of the Association upon request. 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 business meetings of the Organization may be called by the Board upon written notice to all members mailed not later than ten (10) days preceding the meeting date.

Section 3: Special meetings may be called on petition of twenty five percent of the voting members of the Organization. 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 meetings.

ARTICLE X: 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.

Section 2: Amendments to these Bylaws with the exception of Articles VI, VII and X herein, may also be made by a positive vote of two thirds (2/3) of the Board.

ARTICLE XI: AFFILIATION

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

Section 2: Upon dissolution of this organization, any remaining funds shall be transferred to the general account of ASES.

The foregoing are the bylaws of Solar Washington, as amended December 10, 2012.

[signed]

Ryan Bradt
Board Secretary