

## **BY-LAWS OF THE ARIZONA SOLAR ENERGY ASSOCIATION**

A Regional Chapter of the American Section  
Of the International Solar Energy Association

### PREAMBLE:

These Bylaws are the basis of the organization and function of the Arizona Solar Energy Association,

### ARTICLE I – NAME

Section 1: The name of the organization shall be the Arizona Solar Energy Association. The geographical boundaries shall be of the State of Arizona.

Section 2: Recognition is herein made of the geographical delineations of the state into Northern, Central and Southern Regions. At the time of membership application, the new member shall indicate the regional affiliation.

### ARTICLE II – PURPOSES

Section 1: The purposes of this association shall be to further the scientific, technological, economic and educational development of the solar and related non-depleting (Sustainable) energy resources with concern for the environment, society and economy of the state. This shall be accomplished through, but not limited to, exchange of ideas and information by means of meetings, publications, information centers and assistance to education institutions. The Association shall serve to inform the public, institutional and governmental bodies and to seek to raise the level of public awareness of its purpose.

### ARTICLE III – MEMBERSHIP

Section 1: Membership shall be open to any person who shares the aims of the Association as set forth in Article II.

### ARTICLE IV – DUES

Section 1: The fiscal year of the Association shall be the calendar year.

Section 2: The dues of the association shall be those fixed by the Board of Directors.

### ARTICLE V – GOVERNMENT

Section 1: A body that shall be called the Board of Directors, chosen from among its membership, shall govern the affairs of the Association.

Section 2: The Board of Directors shall consist of fourteen (14) members. Six directors shall be Regional Directors with two elected from and by the membership of each of the three regions established by Article I, Section 2. One-half of the region's directors shall be elected each year with each director serving a two-year term. Three directors shall be elected from and by the membership of the entire Association for a one-year term. These three shall be called Directors-at-large. The five officers established by Article VI shall become members of the Board of Directors for their term of office.

Section 3: The officers of the Association shall be chosen by the membership and shall consist of a Chairperson, a Vice-Chairperson, a Secretary, a Treasurer and a Past Chairperson. At the end of his term, the Chairperson shall automatically succeed to the position of Past Chairperson. An officer shall serve a term of one year or until his/her successor is chosen. Officers shall start their

term of office on May 1 following their election.

Section 4: The Board may delegate duties and responsibilities to the officers.

Section 5: The Board of Directors may replace inactive board members. An inactive board member shall be defined as a board member missing three consecutive unexcused board meetings. An inactive board member is automatically dropped from the Board. An excused absence can be obtained by written notification of absence submitted to the Chairperson, Secretary or Treasurer.

Section 6: The Board may at any time fill vacancies in the elective offices with a person so named to hold office until the expiration of the normal term of the office of the person replaced. Such person shall be eligible to run and be elected at the next scheduled election.

Section 7: The Board shall have control over the affairs of the Association subject to the limitations prescribed in the Articles of Incorporation and these Bylaws.

Section 8: At least one meeting of the Board shall be held each year. Six or more members of the Board shall constitute a quorum. Four weeks notice of the time and place of such a meeting shall be given the members of the Board. Additional meetings of the Board may be called by the Chairperson or upon the petition of four or more members of the Board.

Section 9: Roberts' "Rules of Order" shall be parliamentary authority for procedure in all meetings.

#### ARTICLE VI – OFFICERS

Section 1: The officers of this Association shall be a Chairperson, Vice-Chairperson, Secretary, Treasurer and Past-Chairperson.

Section 2: The Chairperson will nominally act as Chairman of the Board but will have voting power only in the case of a tie vote of the Board. The Chairperson shall preside at all general meetings of this organization; be ex-officio member of all committees; communicate to the Association such matters and such suggestions as may tend to promote the welfare of the Association; supervise any and all employees and contractors of the Association; and transact business in behalf of the Association or the Association Board, acting at the direction of the Board.

Section 3: The Vice-Chairperson shall perform such functions as may be delegated by the Chairperson and to act in the place of the Chairperson in the event of his inability to act.

Section 4: The Secretary shall perform such administrative duties as the Board may delegate and shall be responsible for correspondence and membership maintenance of the Association. The Secretary shall work with the Treasurer to manage the routine business of the Association Headquarters.

Section 5: The Treasurer shall work with the Secretary to manage and administer the procedures and finances. The Treasurer shall have custody of Association funds and shall keep full and accurate accounts of receipts and disbursements. The Treasurer may be asked by the Board to furnish a surety bond in an amount determined by the Board, the premium for which shall be paid by the Association.

Section 6: The Past Chairperson shall act as advisor to the Board and shall help provide continuity for the activities of the Board.

## ARTICLE VII – NOMINATIONS AND ELECTIONS

Section 1: Elections shall be held annually during the first quarter of the year at a time fixed by the Board of Directors.

Section 2: Nominations shall be received at the annual meeting and may be offered by mail or e-mail prior to the annual meeting.

Section 3: The Secretary shall mail or e-mail ballots bearing the nominations to each member eligible to vote no later than two weeks following the annual meeting, these shall be returned within two weeks to be valid. Elected officers shall assume their responsibilities on May 1 following.

Section 4: In the case of a tie vote for an office to be filled by the voting members, the Board shall resolve the tie.

Section 5: In the election of the Board Members, the individuals receiving the largest number of votes for each office or directorship shall then constitute the new Board for the upcoming year.

## ARTICLE VIII – COMMITTEES

Section 1: From its own membership, the Board shall appoint an Executive Committee. This Executive Committee shall have, and may exercise between meetings of the Board, such powers as may be delegated by the Board.

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

## ARTICLE IX – MEETINGS

Section 1: There shall be an annual business and election meeting of the members of this Association during the first quarter of the year at a time to be designated by the Board. At this meeting, the officers of the Association shall report to the membership the state of affairs of this Association. This report shall be mailed or e-mailed to any member of this Association upon written request. Notice of this meeting shall be mailed or e-mailed to members of the Association no later than thirty days preceding the meeting date.

Section 2: Other business meetings of the Association may be called by the Board upon written or e-mailed notice to all members mailed not later than 14 days preceding the meeting date.

## 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.

## ARTICLE XI – AFFILIATION

Section 1: This Association shall be affiliated as a Chapter of the American Section of the International Solar Energy Society. It shall maintain the requirements for such an affiliation as prescribed in Article XII of the Bylaws of the American Section of the International Solar Energy Society.

Section 2: This Association shall provide for affiliation of other state and local organizations that have an interest in the area of Solar Energy or Sustainability relative to Article II of the purposes of this organization. The Board shall adopt and maintain requirements of such affiliation and prescribe requirements for affiliation with the Association.