PURPOSE
To promote and advance the technical capacity of the region’s environmental and energy services network and to provide quality service targeting but not limited to low-income households.

SECTION I: BOARD OF DIRECTORS

The corporation shall have a Board of Directors, which shall be responsible for the exercise of all corporate powers. The Board shall manage the business, affairs, and property of the corporation.

1.1 The Board of Directors of Energy OutWest, a nonprofit, shall be composed of at least four (4) officers, members appointed by the member states, At-Large members and Ex Officio members including but not limited to, current or former representatives of non-profit organizations, state and local governments, utility companies, and businesses who have an expressed interest in furthering the purpose of Energy OutWest.

1.2 Each state of the original charter (Alaska, Idaho, Oregon, Washington, Nevada, Arizona, and California) will have two persons serve on the Board of Directors and one person each from Hawaii, the Navajo Nation, and the Inter Tribal Council of Arizona. New member states will have one person for an introductory period of three years. After three-year introductory period and in good standing the Board may authorize two persons to serve on the Board of Directors. The Board of Directors will elect At-Large and Ex Officio Members to maintain geographic balance, secure organizational representation, or benefit from volunteer interest and expertise. Ex Officio positions are filled by past Board members. At-Large and Ex Officio members have full voting privileges and these positions are elected for two-year terms by the Board of Directors. The Board of Directors may fill vacancies if a state chooses not to fill authorized positions.

1.3 State offices administering the weatherization assistance program will appoint members from each state. Each State Director may appoint an Alternate Representative to attend in their absence. Other persons designated by the state office may attend the meetings, but will not serve on the Board and are not entitled to a vote in the proceedings. Unless otherwise designated by the Board, all meetings are public, and all program interests are welcome to attend.
1.4 The Board of Director Officers, At-Large and Ex Officio members shall be elected for terms of two years. The President and Secretary shall be elected in even years. The Vice Chair and Treasurer shall be elected in odd years. The election shall be conducted during the winter/spring board meeting. Members may be appointed to consecutive terms at the discretion of the state office. At-Large Members and Ex-Officio Members elections are staggered with 50% in even years and other 50% in odd years. All At-Large and Ex-Officio positions are at the discretion of the Board of Directors. States should encourage both state and local representation.

1.5 Members shall not receive compensation for their Board services other than reimbursement for their travel expenses unless approved by the Board of Directors. State employees are excluded from compensation for services, except travel reimbursement. The Executive Committee members shall review and approve or deny all travel requests before the travel date. Board Members may be eligible to provide services that are part of projects initiated and paid for by the Board, but they must refrain from voting on the award or review for the award on these projects and adhere to the Conflict of Interest policy described in Section VI.

SECTION II: OFFICERS

2.1 The officers of the Corporation shall be President, Vice President, Executive Secretary, and Treasurer, who shall be individuals currently employed in the Weatherization Assistance Program and elected by the Board of Directors for a term of two years.

2.2 An Executive Committee shall number eight members, made up of the President, Vice President, Executive Secretary, Treasurer, and four appointed members. The Executive Committee shall include at least two state agency and two local agency members.

2.3 The Executive Committee is empowered to act on behalf of the Board of Directors when it is not possible to hold a formal meeting of Energy OutWest, except that no committee may act to amend, alter or repeal the Articles of Incorporation or these Bylaws; elect, appoint or remove any member of any committee or any director or officer of the corporation; adopt a plan of merger or consolidation with another corporation; authorize the sale, lease, or exchange of all or substantially all of the corporation’s property and assets or otherwise act to dissolve the corporation. The Board of Directors at the next meeting of Energy OutWest can overturn any decision made by the Executive Committee.

2.4 If any member of the Executive Committee leaves office before the end of his or her term, the Board of Directors may appoint another to serve the remainder of that term.
2.5 Presumption of duties if the President resigns shall follow the following order:
   a. Vice President
   b. Executive Secretary
   c. Treasurer

If no successor is available, the Board of Directors may elect another person as President for the remaining period of the term at the next regularly scheduled Board of Directors meeting.

2.6 Officers can be removed from office by a 2/3 vote of the members of the Governing Board.

2.7 A Conference Planning Committee will be constituted to plan and operate the bi-annual regional training conference. The Board may appoint other committees at its discretion to meet the needs of the corporation.

2.8 Duties of the officers:

a. President:
   
   i. Call and preside at all meetings of Energy OutWest.
   
   ii. Create and appoint such special committees, as needed to conduct the affairs of Energy OutWest.
   
   iii. Implement such procedures, policies, and activities as may be adopted or approved by the Board of Directors of Energy OutWest.
   
   iv. Report periodically to the membership on the accounts and general business of Energy OutWest.

b. Vice-President
   
   i. Preside over all Energy OutWest meetings in the absence of the President.
   
   ii. Succeed the President in office until the next meeting if the President cannot complete his or her term.
   
   iii. Perform other duties as assigned by the President or Board of Directors
c. Executive Secretary

i. Keep a record of the proceedings for the Board of Directors in a book maintained for this purpose.

ii. Send out required notices and attend to such other business that belongs to the position or as may be directed by the Board of Directors.

iii. Record votes and oversees elections.

iv. Promptly furnish the Board of Directors with minutes or reports on meetings held and business transacted.

v. Comply with all state and federal reporting requirements.

d. Treasurer

i. Serve as custodian of the funds of Energy OutWest.

ii. Collect all monies payable to Energy OutWest and shall deposit the same as directed by the Executive Committee.


iv. Keep the books of accounts of Energy OutWest and shall submit a budget report to the Board at its regular meetings and coordinate with the Finance Committee as established by the Financial Policies and Procedures.

v. Render an annual account to the Board of Directors before the annual meeting and to the membership at the annual meeting.

vi. Ensure any required audits are performed and that Energy OutWest complies with all financial obligations.

SECTION III: MEETINGS

3.1 There shall be a minimum of one regularly scheduled meeting of the Board of Directors annually, as arranged and called by the President. Meetings can cover those issues that are determined as needed by the President or recommended by members of the Board.
3.2 The Board of Directors will make all determinations on adopting projects as needed, allocating funds and resources, authorizing the applications and reception of grants.

3.3 An agenda of each meeting shall be prepared for review by the President and transmitted to each member of the Board of Directors at least one week before each meeting.

3.4 **Notice and Waiver of Notice.** Notice of regular or special meetings of the Board of Directors shall be given to each Director, by mail, by e-mail or telefacsimile transmission, or by hand-delivery at least two weeks prior to the time of the meeting, and shall state the date and place and hour of the meeting. Notice of regular meetings may also be given by providing each Board member with a written schedule of regular meetings adopted for the ensuing year at any time after the annual meeting and at least seven days prior to the next succeeding regular meeting. Notice of a special meeting should state the purpose of the meeting. Notice of a meeting of the Board of Directors may be waived in writing by a Director either before or after the meeting. Attendance at a meeting constitutes waiver of notice of that meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened. If all of the Directors are present at any meeting of the Board of Directors, no notice shall be required, and any business may be transacted at such meeting.

3.5 **Quorum and Voting.** A quorum is deemed present throughout any meeting of the Board of Directors when at least 30 percent of the seated Active Board of Directors are present at the beginning of the meeting, either in person or by teleconference. Each Director shall have one vote. An in-active member of the Board of Directors will have no voting privileges and do not contribute to quorum requirements. The votes of a majority of the Directors present at a meeting at which a quorum is present shall constitute the decision or act of the Board of Directors. If less than a quorum is present at a meeting, the majority of those present may recess the meeting to a designated time and place. A recessed meeting may be held as designated without further notice, and when a quorum is present any business may be transacted which might have been transacted at the meeting as originally called.

3.5a **Committee Quorum and Voting.** For the Executive Committee a quorum is deemed present when 50 percent of the eight members, made up of the President, Vice President, Executive Secretary, Treasurer, and four appointed members are present at the beginning of the meeting either in person or by teleconference. For all other committees a quorum is deemed present throughout any meeting when at least 30 percent of the appointed members are present at the beginning of the meeting either in person or by teleconference.
3.6 **Special Meetings.** Special meetings of the Board of Directors can be called by the President, or by majority vote of the Board of Directors.

3.7 **Action by Directors Without a Meeting.** Any action required or permitted to be taken may be taken without a meeting if all of the members of the Board of Directors consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.

3.8 **Attendance by Communications Equipment.** Board Members may participate in a Board meeting by any means of communication which enables all persons participating in the meeting to hear each other simultaneously during the meeting. A Member who participates by means of communications equipment is deemed to be present in person at the meeting.

3.9 **Electronic Notice.** Notice to directors in an electronic transmission that otherwise complies with the requirements of these Bylaws is effective only with respect to directors and directors who have consented, in the form of a record, to receive electronically transmitted notices under this chapter. A director who provides consent, in the form of a record, to receipt of electronically transmitted notices shall designate in the consent the message format accessible to the recipient, and the address, location, or system to which these notices may be electronically transmitted. A director who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the corporation in the form of a record. The consent of any director or director is revoked if the corporation is unable to electronically transmit two consecutive notices given by the corporation in accordance with the consent, and this inability becomes known to the secretary of the corporation or other person responsible for giving the notice. The inadvertent failure by the corporation to treat this inability as a revocation does not invalidate any meeting or other action.

3.10 As a general practice, the Board of Directors and committees will conduct business using an informal and simplified version of parliamentary procedures. Robert's Rules of Order may be referenced for the efficient operation of Board and committee meetings.

**SECTION IV: ATTENDANCE**

4.1 Any Board of Directors member who misses two consecutive meetings without making prior arrangements with the Executive Board may be removed as a member of the Board of Directors.

4.2 If a Board of Directors member is unable to attend a meeting they must notify a member of the Executive Board in writing or by e-mail in advance of the meeting that they are requesting an approved absence.
4.3 In case of vacancies, the appropriate member state office or member entity may designate new members whenever a vacancy occurs, except for At-Large and Ex-Officio members, which shall be elected by the Board of Directors.

4.4 In cases where member States or member entities do not have a representative to serve as a board member, member States or member entities can request to be placed on an In-Active status by notifying the Board President in writing. In cases where there is no current member to request for In-Active status the Executive Board may opt to temporarily place the member State or member entity on In-Active status until one is appointed. States or entities on In-Active status will retain their membership and continue to receive board notifications but will not have member travel privileges, voting privileges and will not contribute to quorum requirements.

4.5 In-Active member States or member entities can be re-instated by notifying the Board President in writing requesting to be added back to Active status at which time all member privileges will then be restored.

SECTION V: INDEMNIFICATION

The Corporation shall indemnify and hold harmless each of the Directors and Officers from and against all contractual liability to others arising out of contracts made by the Board of Directors or Officers on behalf of the Corporation or the Members unless such contract was made in bad faith. The Directors and Officers shall not be personally liable for contracts made by them on behalf of the Corporation. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by reason of the fact that (s)he is or was a Director or Officer of the Corporation against amounts paid in settlement incurred by him or her in connection with such action, suit or proceeding if (s)he acted in good faith and in a manner (s)he reasonably believed to be in, or not opposed to, the best interests of the Corporation, to the fullest extent authorized by law.

SECTION VI: CONFLICT OF INTEREST

The Directors shall exercise their powers and duties in good faith and with a view to the interests of the Corporation and consistent with the purposes set forth in these Bylaws. No contract or other transaction between the Corporation and one or more of its Directors, shall be void because such Director or Directors are present at the meeting, if the fact of the common interest is disclosed or known to the Board of Directors and noted in the minutes, and the Board of Directors authorizes, approves or ratifies such contract or transaction in good faith. Common or interested Directors may be counted in determining the presence of a quorum at any meeting of the Board of Directors or committee thereof, which authorizes, approves or ratifies any contract or transaction.
Such Directors should consider abstaining from voting, but may be permitted to vote and authorize any contract or transaction with like force and effect as if they were not common or interested.

SECTION VII: AMENDING BY-LAWS

Energy OutWest's by-laws may be amended by an affirmative 60% vote of all members present and voting, after prior notice of the intent to amend the by-laws has been sent to all members.

SECTION VIII: MISCELLANEOUS

8.1 **Depositories.** The monies of the Corporation shall be deposited in the name of the Corporation in such bank or banks or trust company or trust companies as the Board of Directors shall designate, and shall be drawn from such accounts only by check or other order for payment of money signed by such persons, and in such manner, as may be determined by resolution of the Board of Directors.

8.2 **Books and Records.** The Corporation shall keep at its registered office, or at its principal office in the State of Washington, or at its Secretary's office, the following: (1) Current and superseded Articles of Incorporation and Bylaws; (2) Correct and adequate records of accounts and finances; (3) A record of all Officers' and Directors' names and addresses; (4) Minutes of the proceedings of the Members, the Board of Directors, and any minutes which may be maintained by Committees of the Board, along with a separate Book of Resolutions, if possible. Records may be written, or electronic if capable of being converted to writing.

8.3 **Whistleblower Policy.** It is Energy OutWest policy that any Board member of Energy OutWest shall be free without fear of retaliation to make known allegations of alleged misconduct existing within Energy OutWest that he/she reasonably believes evidence exists. Complete Whistleblower Policy found in the Energy OutWest Financial Policies and Procedure Manual.

Attest:

Aureen Novotney
Secretary
11/4/16
Date