

# BYLAWS OF

## Energy OutWest, a Nonprofit

### ARTICLE I – NAME AND PURPOSE OF THE ORGANIZATION

*Section 1:* The name of the organization shall be Energy OutWest (EOW). It shall be a nonprofit organization incorporated under the laws of the State of Washington.

*Section 2:* The purpose of EOW is organized exclusively for educational purposes to promote and advance the technical capacity of the nation's environmental and energy services network and to provide quality service targeting, but not limited to, low-income households.

### ARTICLE II – BOARD OF DIRECTORS

#### *Section 1: Responsibilities*

- a) Energy OutWest 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 EOW.
- b) The Board of Directors will make all determinations on adopting projects as needed, allocating funds and resources, authorizing the applications and reception of grants.

#### *Section 2: Composition*

The Board of Directors of Energy OutWest shall be composed of at least four 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.

#### *Section 3: Charter Members*

Each state of the original charter (Alaska, Idaho, Oregon, Washington, Nevada, Arizona, and California) will have two persons (one State Representative and one Local Weatherization Assistance Program provider selected by the State) to serve on the Board of Directors. One person each to serve on the Board of Directors from Hawaii and the Navajo Nation.

#### *Section 4: Member Appointments*

- a) State offices administering the weatherization assistance program will appoint Members from each state. Each State Director, serving on the Board of Directors, may appoint an Alternate Representative to attend in their absence. Members may be appointed to consecutive terms at the discretion of the state office.
- b) State weatherization assistance program directors charged with filling new vacancies will consult and collaborate with the Board President to ensure mutual benefit for the State and EOW.
- c) A new Member state will have one person serve on the Board for a three-year introductory period. After the three-year introductory period, the Board will vote to approve up to two permanent positions on the Board of Directors, ideally one State Representative and one Local WAP provider selected by the State.
- d) A Tribal Nation or affiliated entity invited to join EOW will have one person serve on the Board for a three-year introductory period. After the three-year introductory period the Board will vote to approve a permanent position to the Tribal representative to serve on the Board.
- e) The Board of Directors will elect At-Large members to promote regional representation, organizational representation, or to benefit from volunteer interest and expertise for two-year terms.
- f) Upon request and approval by the Executive Committee, Ex Officio positions are filled by past Executive Committee Members for two-year terms. Ex Officio Members have full voting privileges.
- g) The Board of Directors may fill vacancies if a Member state chooses not to fill authorized positions.

#### *Section 5: Resignation and termination*

- a) Resignation from the Board must be in writing and received by the President.
- b) A Board Member leaving their employment, or the weatherization program, in good standing, can remain on the Board of Directors through the next regularly scheduled Board meeting.

- c) A Board Member shall be terminated from the Board due to:
  - 1) Conduct that intentionally jeopardizes the well-being of Energy OutWest, its activities, or its participants.

- 2) Failure to attend two successive meetings without excused absence.

In addition, any Member of the Board of Directors may be removed at any time by an affirmative vote of two-thirds of the Members of the Board of Directors if in its judgment the best interest of EOW would be served. Each Member of the Board of Directors must receive written notice of the proposed removal at least 10 days in advance of the proposed action.

- d) The affected Member shall be given at least 15 days written notice prior to the date of proposed removal, which will contain the reasons of proposed removal.
- e) The affected Member shall have an opportunity to be heard, orally or in writing, at least five days prior to the effective date of the proposed removal. This hearing shall be heard by the Board of Directors. A vote to remove a Member shall require a two-thirds vote of a quorum at a regular meeting.
- f) An Officer of the Board who has been removed as a Member of the Board of Directors shall be automatically removed from office.

## ARTICLE III – OFFICERS, TERMS, ELECTIONS, AND DUTIES

### *Section 1: Officers*

- a) The officers of EOW shall be President, Vice President, Secretary, and Treasurer, who shall be individuals currently employed in the Weatherization Assistance Program and elected by the Board of Directors.
- b) Officers can be removed from office by a two-thirds vote of a quorum of the Board of Directors at a regular meeting. An Officer may choose or be asked to step down from the position, but continue to serve on the Board, provided they remain in good standing.
- c) Presumption of duties if the President resigns or is unable to complete their term will be in the order of Vice President, Secretary, and then Treasurer. If no successor is available, the Board of Directors may elect another person as President for the remaining term at the next regularly scheduled Board of Directors meeting or a special meeting phone call solicited by a majority of the Executive Committee.

## *Section 2: Elections*

- a) Elections shall be conducted at the first meeting of the Board of Directors of each year.
- b) The Board of Director Officers, At-Large and Ex-Officio Members shall be elected for terms of two-years.
- c) The President and Secretary shall be elected in even years; the Vice Chair and Treasurer shall be elected in odd years.
- d) At-Large Members and Ex-Officio Members elections are staggered with 50 percent in even years and the other 50 percent in odd years.
- e) All At-Large and Ex-Officio positions are at the discretion of the Board of Directors.
- f) Terms of the Officers, At-Large, and Ex-Officio Members will be recorded and maintained in the Board roster.

## *Section 3: Duties of the Officers*

- a) President
  - i) Call and preside at all meetings of the Executive Committee and Board of Directors.
  - ii) Solicit input from Board Members and prepare the agendas for each meeting of the Board.
  - iii) The President shall transmit agenda for review to each Member of the Board of Directors at least one week before each meeting.
  - iv) Create and appoint Members to Committees as needed, in coordination with the Executive Committee and Board of Directors.
  - v) Implement such policies, procedures, and activities as may be adopted or approved by the Board of Directors.
  - vi) The President shall keep the Board of Directors informed on matters impacting the EOW.

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 the appointed term.
- iii) Solicit nominations and conduct elections for Executive Committee and At-Large positions. The President will take nominations for the Vice-President, and the Vice-President will take nominations for the President, for appropriate terms.
- iv) Chair the By Laws and Policies Committee
- v) Perform other duties as assigned by the President or Board of Directors.

c) Secretary

- i) Keep an accurate record of the proceedings conducted by the Executive Committee and Board of Directors in a book maintained for this purpose. Collect and retain meeting summaries from Committees.
- 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) Maintain records of all elections and votes taken by the Board of Directors.
- 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, when applicable.

d) Treasurer

- i) Chair the Finance and Audit Committee and serve as custodian of Energy OutWest's funds and investments.
- ii) Collect all monies payable to Energy OutWest and deposit the same as directed by the Board of Directors or Executive Committee.
- iii) Disburse funds of Energy OutWest in accordance with Board approved Financial Policies and Procedures.
- iv) Keep the books of accounts of Energy OutWest and submit a budget report to the Board at its regular meetings.
- v) Ensure required audits are performed and that Energy OutWest complies with all financial obligations and reporting.

## ARTICLE IV – COMMITTEES

### *Section 1: Committee Formation*

- a) The Board of Directors will establish and maintain an Executive Committee to oversee EOW business between Board meetings.
- b) The Board of Directors may create other committees deemed needed to conduct the business of Energy OutWest, including, but not limited to, the Finance and Audit Committee, By-Laws Committee, Other Committees defined in the EOW Policy Manual. The President appoints committee chairs.

### *Section 2: Executive Committee*

- a) The Executive Committee shall number not less than four Members and not to exceed eleven Members, made up of the President, Vice President, Secretary, Treasurer, Conference Committee Chair, and up to six appointed Members, recommended by the President to the Executive Committee.
- b) The Executive Committee shall include at least two state agency and two local agency Members.
- c) Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors and is subject to the direction and control of the full Board.

- d) The Executive Committee is not authorized to:
  - i) Elect, appoint, or remove any Member of a committee or any Board Member or officer of Energy OutWest (EOW).
  - ii) Adopt a plan of merger or consolidation with another organization.
  - iii) Authorize the sale, lease, or exchange of all or substantially all of the EOW's property and assets or otherwise act to dissolve Energy OutWest, Inc.
- e) If any Member of the Executive Committee leaves office before the end of the person's term, the Board of Directors may appoint another to serve the remainder of that term.

### *Section 3: Finance and Audit Committee*

- a) The Treasurer will be joined by a minimum of four other Board Members.
- b) The Finance and Audit Committee is responsible for developing and following the biennial budget and fiscal policies and procedure.
- c) The Board must approve the budget and all expenditures must be within budget.
- d) A change greater than 10 percent from the approved budget must be approved by the Board or the Executive Committee.

### *Section 4: By-Laws Committee*

The By-Laws Committee shall modify the Energy OutWest By-Laws when necessary to revise under the direction of the Executive Committee or Board of Directors then submitted to the full Board of Directors for adoption.

## ARTICLE V – MEETINGS OF THE BOARD

### *Section 1: Regular*

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.

### *Section 2: Special*

Special meetings of the Board of Directors shall be called upon the request of the President, or a quorum of the Board. Special meetings can be convened in person or by on-line or telecommunication tools.

### *Section 3: Notifications*

Notices of regular or special meetings shall be sent out by the President to each Board Member at least two weeks in advance.

### *Section 4: 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.

### *Section 5: 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 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 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.



## *Section 6: Quorums and Voting*

- a) 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.
- b) Each Director shall have one vote.
- c) An in-active Member of the Board of Directors will have no voting privileges and does not contribute to quorum requirements.
- d) 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.
- e) If less than a quorum is present at a Board 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.
- f) For the Executive Committee a quorum is deemed present when 50 percent of the Members are present at the beginning of the meeting either in person or by teleconference.
- g) For all other committees a quorum is deemed present throughout any meeting when at least 30 percent of the Members are present at the beginning of the meeting either in person or by teleconference.

## ARTICLE VI – EXECUTIVE DIRECTOR

- a) The Board of Directors may hire or contract an Executive Director who shall serve at the will of the Board.
- b) The Executive Director shall have immediate and overall supervision of the operations of EOW, and shall direct the day-to-day business of EOW, maintain the properties of EOW, hire, discharge, and determine the salaries and other compensation of all staff Members or persons hired by contract under the Executive Director's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors.
- c) No officer, Executive Committee Member, or Member of the Board of Directors may individually instruct the Executive Director or any other employee.
- d) The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the President or the Board. The Executive Director shall be an ad-hoc Member of all committees.
- e) The Executive Director may not be related by blood or marriage/domestic partnership within the second degree of relationship to any Member of the Board of Directors.
- f) The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters of the Members present at any meeting of the Board Directors.
- g) Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee or contractor terminable at will, as provided in this Article.

## ARTICLE VII – ASSETS AND INVESTMENTS

- a) Energy OutWest shall treat all assets for the purpose of accomplishing the organization's tax-exempt mission. Use of funds and assets will be guided by a sense of stewardship and the investment standards of Energy OutWest shall be those of a prudent investor.
- b) EOW's investment objectives are the preservation and protection of its assets, as well as, the maintenance of liquid reserves to meet obligations arising from unanticipated activities, by earning an appropriate return on investments.

## ARTICLE VIII – INDEMNIFICATION

- a) EOW 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 EOW or the Members unless such contract was made in bad faith.
- b) The Members and Officers shall not be personally liable for contracts made by them on behalf of EOW.
- c) EOW 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 EOW 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 EOW, to the fullest extent authorized by law.

## ARTICLE IX – CONFLICT OF INTEREST

- a) The Directors shall exercise their powers and duties in good faith and with a view to the interests of EOW and consistent with the purposes set forth in these By-Laws.
- b) No contract or other transaction between EOW and one or more of its Members, shall be void because such Member or Members 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.
- c) Common or interested Members 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 Members shall abstain from voting when there is common or interest declared.

## ARTICLE X – AMENDMENTS

### *Section 1: Articles of Incorporation*

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member at least five days in advance of such a meeting if delivered personally, by facsimile, or by e-mail.

As required by the Articles, any amendment to the Articles of Incorporation shall require the affirmative vote of 60 percent of Members present at a Board of Directors' meeting.

### *Section 2: 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 ten days prior to a Board of Director's meeting.

## ARTICLE XI – FUNDS, BOOKS, AND RECORDS

### *Section 1: Depositories*

The monies of EOW shall be deposited in the name of Energy OutWest 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.

### *Section 2: Books and Records*

EOW shall keep at its principal office, its registered office in the State of Washington and EOW's Secretary's office, the following:

- a) Current and superseded Articles of Incorporation and Bylaws.
- b) Correct and adequate records of accounts and finances.
- c) A record of all Officers' and Members' names and addresses.
- d) Minutes of the proceedings of the Members, the Board of Directors, and any minutes which may be maintained by Committees of the Board.
- e) Records may be written or electronic, if capable of being converted to writing.

## ARTICLE XII – CONFIDENTIALITY

- a) Members shall not discuss or disclose information about Energy OutWest or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the EOWs' purposes or can reasonably be expected to benefit the EOW.
- b) Members shall use discretion and good business judgment in discussing the affairs of EOW with third parties.
- c) Without limiting the foregoing, Members may discuss upcoming fundraisers and the purposes and functions of EOW, including but not limited to accounts on deposit in financial institutions.
- d) Each Member shall review and sign a one-time confidentiality agreement consistent with Article XII policies upon joining the EOW Board of Directors.

## ARTICLE XIII – WHISTLEBLOWER

- a) Energy OutWest requires Board Members, Officers, and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities.
- b) As volunteers, representatives, and employees of EOW we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.
- c) Board Members, and others, are encouraged and enabled to raise serious concerns internally so that (EOW) can address and correct inappropriate conduct and actions.
- d) Each Board Member, Officer, employee, and others is responsible to report concerns about violations of EOW's code of ethics or suspected violations of law or regulations that govern Energy OutWest's operations.

## CERTIFICATION

These bylaws were approved at a meeting of the Board of Directors by a two-thirds majority vote on May 20, 2021.

\_\_\_\_\_  
President

\_\_\_\_\_  
Date

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Date