

Energy OutWest, a Nonprofit
BY-LAWS
Amended and Adopted August 15, 2006

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

- 1.1 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.
- 1.2 The Board of Directors of Energy OutWest, a Nonprofit shall be composed of at least four (4) and no more than twenty-one (21) members including energy specialists, state governments representatives, and members of organizations that provide related services to clients.
- 1.3 Each state (Alaska, Idaho, Oregon, Washington, Nevada, Arizona, 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. Additionally, there shall be six (6) At-Large Members selected and appointed by the Board of Directors. The Board of Directors may fill vacancies if a state chooses not to fill authorized positions.
- 1.4 State offices administering the weatherization assistance program will appoint members from each state. 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.
- 1.5 The members shall be appointed for terms of two years. Members may be appointed to consecutive terms at the discretion of the state office and At-Large Members at the discretion of the Board of Directors. States should encourage both state and local representation.

- 1.6 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 six members, made up of the President, Vice President, Executive Secretary, Treasurer, and two At-Large 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 may, from time to time, be necessary 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 such other duties as assigned by the President or the 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.
 - iii. Disburse funds of Energy OutWest upon written approval of the President and as directed by the Board of Directors.
 - iv. Keep the books of accounts of Energy OutWest and shall submit a statement of its accounts, with the proper vouchers, at the regular meetings of Energy OutWest.
 - 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.
- 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 at least nine members, or 51 percent, of the Board of Directors are present at the beginning of the meeting, either in person or by teleconference. Each Director shall have one vote. 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.
- 3.6 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 Robert's Modified Rules of Order shall govern the proceedings of the Board of Directors.

SECTION IV: ATTENDANCE

- 4.1 Any Board of Directors member who misses two consecutive meetings without making prior arrangements with the President shall be removed as a member of the Board of Directors. The appropriate state office shall designate new members whenever a vacancy occurs, except for at-large positions, which shall be appointed by the Board of Directors.
- 4.2 If a Board of Directors member is unable to attend a meeting, a representative may be appointed to serve in their stead, or they may give their vote in writing, by proxy to another voting member.

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

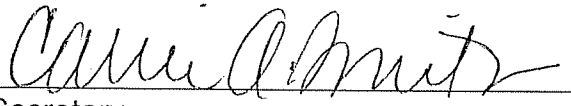
Energy OutWest's by-laws may be amended by a 2/3 vote of all members present and voting, after prior notice of the intent to amend the by-laws has been sent to all members.

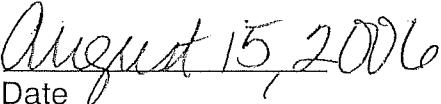
SECTION VIII: MISCELLANEOUS

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. At all times two (2) signatures shall be required on all checks.

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.

Attest:


Secretary


Date