

FOR MEMBER VOTE 11/24/15

Energy, Technology & Environmental Business Association Bylaws

ARTICLE I – NAME

The association shall be known as the Energy, Technology and Environmental Business Association or ETEBA (the "Corporation"). The Corporation shall maintain its principal office in Tennessee.

ARTICLE II – PURPOSES

Section A - The Corporation's mission is to promote the success of its members by fostering market understanding, identifying business opportunities and advocating for the common interests of its member companies. This mission is divided into five main areas:

1. **Advocacy** for issues and funding that influence business opportunities and conditions;
2. **Representation** in providing a unified voice for its member companies;
3. **Networking Opportunities** to foster interaction among member companies and between member companies and other organizations;
4. **Information Clearinghouse** for business issues and opportunities;
5. **Marketing** services to provide greater exposure to member company capabilities.

Section B - To accomplish its mission, the Corporation:

1. Advocates for sustained or increased funding for existing programs and for new programs that will benefit member companies;
2. Monitors market opportunities and advocates for member companies in order to ensure growth and stability of member companies and enhancement of technical capabilities;
3. Represents the views, issues, capabilities, and concerns of member companies to other entities;
4. Seeks opportunities to market the diversity of technical talent available among its member companies;
5. Provides facts, information, education, and such assistance as may be requested, in helping member companies become more competitive and marketable;
6. Provides networking opportunities through regular membership meetings, conferences, and other events;
7. Supports community, industry and charitable activities, including making financial contributions for educational scholarships and sponsoring select industry meetings and community events of interest to its members.

Section C - It is intended that the Corporation will qualify at all times as an organization exempt from federal income tax under Sections 501(a) and 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law (referred to herein as the "Code"). The Corporation is a mutual benefit corporation within the meaning of T.C.A. § 48-51-101, et seq. formed for purposes within the meaning of Section 501(c)(6) of the Code.

No part of the net earnings or the property of the Corporation shall inure to the benefit of or be distributable to its directors, officers, members or other private individuals or persons, except that the Corporation shall be authorized

and empowered to pay reasonable compensation for goods and services rendered and to make payments in furtherance of the purposes set forth in this Article. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation in any manner which is not permitted under the Code. The Corporation shall not endorse any candidate for elective public office nor shall it solicit its membership to raise funds for any candidate. Further, the Corporation will promote collective member capabilities, adhering to strict ethics guidelines that forbid favoritism with respect to member companies.

ARTICLE III – MEMBERSHIP

Section A – Entities Eligible for Membership. Any commercial firm with an interest in the energy, technology, and environmental industry may become a Company member of the Corporation. The firm's objectives must be consistent with the mission of the Corporation. Professional individuals with an interest in the energy, technology, and environmental industry may also become Associate members of the Corporation. Company and Associate memberships will be granted with a majority vote of the Board. The Corporation may also grant Student memberships to college and graduate students under such rules as may be prescribed by the Board.

Section B – Entities Eligible for Affiliation. Local, regional, or state organizations or not-for-profit organizations with objectives consistent with the mission of the Corporation may become affiliates of the Corporation upon petition to, and approval of, the Board (each an "Affiliate" and collectively, the "Affiliates"). Approval consists of a majority vote of the Board.

Section C – Commencement of Membership. Company and Associate memberships shall commence upon payment of dues and/or fees prescribed by the Corporation. Affiliate and Student memberships shall commence upon the date such membership is approved by the Board. Members delinquent in the payment of dues for 60 days will be suspended until such time as the dues are paid, and their membership may be subsequently terminated by the Board.

Section D – Designated Representative. Each Company Member must designate one principal to be its authorized representative (a "Member Representative") and may designate alternate representatives. The Associate Member shall be the authorized Member Representative for his/her membership.

ARTICLE IV - CHAPTERS

Designation of Chapters. For purposes of organizing meetings, events and other activities, the Corporation will have two chapters. One chapter, designated as the Eastern Chapter, will be anchored in Tennessee and will conduct activities to engage members and companies in the eastern portion of the U.S. The other chapter, designated as the Western Chapter, will be anchored in New Mexico and will conduct activities to engage members and companies in the western portion of the U.S. All ETEBA members will be eligible to participate in the meetings, events and activities of both chapters.

ARTICLE V –VOTING

Section A – Votes. Each Company and Associate Member shall have one vote in all elections and on all other matters brought before the Corporation. Affiliate and Student members shall not be eligible to vote. The Member Representatives shall be the individuals responsible for voting on matters requiring full membership vote. In the event that a Member Representative is unable to vote, he/she shall designate an alternate from their member company and shall notify the ETEBA Business Manager in writing or by electronic mail of such alternate or that it has authorized another ETEBA Member Representative to cast a vote.

The following matters, at a minimum, require a vote by the ETEBA membership:

1. Elections to the ETEBA Board of Directors
2. Modifications or amendments to the Corporation's bylaws.

Section C – Quorum, Proxy and Approval. Member Representatives (or their designated alternates) shall be given a minimum of fifteen (15) calendar days advance notice of upcoming votes, including issuance of documentation associated with such votes. Member Representatives (or their designated alternates) shall be asked to return a vote (YAY or NAY) via electronic mail to the ETEBA Business Manager within the timeframe specified in the notice. In the event that a Member Representative does not respond within the timeframe identified in the notice, their vote shall be recorded as an abstention. A Member Representative shall have the authority to give its proxy, either by letter or by electronic mail, to any other Member Representative, authorizing the Member Representative so designated to cast a vote for the Member Representative. The Member Representatives who participate in a duly noticed election shall constitute a quorum. All elections shall be decided by a majority of the Members represented via electronic mail or by proxy.

ARTICLE VI – BOARD OF DIRECTORS

Section A – Duties and Responsibilities of the Board of Directors. The Board of Directors (the "Board") shall guide and oversee the plans and programs of the Corporation for fulfillment of its mission, provide proper financial oversight and ensure the Corporation's adherence to legal and regulatory requirements, and exercise all powers not expressly reserved by the Members. The Board shall approve the annual budget of the Corporation, hire an Executive Director to manage the Corporation's day-to-day operations, ensure that necessary resources are provided for the Corporation's operations and work to grow the membership of the Corporation. In addition, the Board, with the input of the Advocacy Committee, will review and prioritize the issues on which the Corporation will focus its advocacy efforts. The Board will vote as necessary to resolve any disputes among the membership regarding the position the Corporation will take on any given issue.

Section B – Composition and Officers of the Board. The Board will consist of no fewer than thirteen (13) and no more than fifteen (15) voting Directors. There shall be a minimum of three Directors from each chapter represented on the board, and efforts shall be made to ensure that the Board reflects a balanced representation of the Corporation's membership in terms of company size and geography. Each Director shall represent a different Member. Four of the Directors shall be designated as officers. The officers in order of rank are: President, President-

Elect, Treasurer and Secretary. The Past President shall remain on the Board for one year following the completion of his/her term as a voting Director, and shall act as an advisor to the new President and the Board.

Section C – Nominations and Elections. Elections shall take place during the last month of the ETEBA fiscal year for all elected offices and for all open elected positions on the Board. The Board shall be nominated by the Nominating Committee or by nominations submitted by Members via electronic mail. Approximately sixty (60) calendar days prior to the end of the ETEBA fiscal year, the ETEBA Business Manager shall issue a notice of Board positions up for election. Members in good standing may submit nominations for open positions, provided the individuals nominated meet the criteria outlined in these bylaws.

1. **Nominating Committee.** Approximately ninety (90) days before the election, the President shall appoint a Nominating Committee of three to five Directors to solicit and identify qualified nominees who will be eligible to run for election to the Board positions that will be open for election. The Committee Chair may ask additional Member representatives to serve on the Nominating Committee. Immediately after the Nominating Committee is appointed, the Business Manager shall issue a notice to the membership identifying the Board positions that will be open for election and soliciting nominations from the membership. All Members in good standing may submit nominations to the Committee. Nominees will be requested to submit a brief biography describing their qualifications to serve. The Committee shall review the qualifications of all nominees, and submit a list of recommended nominees for the various offices and open positions to the Board for approval at least thirty (30) days prior to the election. In the event that the number of nominees exceeds the number of positions open, all qualified nominees shall be presented to the membership for vote. In the event that no additional nominees are received from the membership, the Nominating Committee shall present their recommendations to the Board for approval.
2. **Qualifications to Serve.** Persons nominated for Board positions must represent Members in good standing and current in their payment of dues as of the time of nomination. Affiliate and Student members are not eligible for election to the Board. Person nominated must have agreed to their nomination prior to the presentation of the slate of nominees to the membership.
3. **Slate, Proxy, and Notice.** The Nominating Committee Slate, along with the notice of election, shall be distributed by the ETEBA Business Manager to the designated Member Representative for each member in good standing who is eligible to vote at least fifteen (15) days prior to the election date.
4. **Election.** Members shall submit their vote via electronic mail or other written mechanism to the ETEBA Business Manager. Nominees receiving a majority vote of the Members voting shall be declared elected. The names of those elected shall be posted on the ETEBA website and distributed to the members via electronic mail.
5. **Removal.** Directors are expected to attend all board meetings either in person or by telephone, and play an active role in support of the Corporation. Any Director who is not functioning to the benefit of the Corporation may be subject to removal from office with a majority vote of the Board. Any Director missing more than two consecutive Board meetings may be removed with a majority vote of the Board.

6. **Vacancies.** Vacancies on the Board caused by resignation, death, incapacitation, removal, or withdrawal of the Member may be filled by an appointment by the President as approved by a majority vote of the Board. Such appointee shall serve until the next election, at which time he/she shall be eligible for election to the Board under normal rules. If a Director leaves his/her Member company during the course of their term, the Director is eligible to remain on the Board until the next regular election at which time their position will be filled through the normal election process.

Section D – Term in Office. Each Director will serve a three-year term in office. The President-elect's term will be a four-year term serving as Director, President-elect, President and Past President. Terms shall be staggered, with approximately one-third of the total positions on the Board open for election each year to provide continuity among Directors.

Elected Directors shall commence their terms on January 1 and the terms of retiring Directors expire on December 31 of the year. Directors who have served two consecutive terms may not be re-elected to the Board until at least two (2) years have passed since their prior board service. However, by majority vote of the Board, this provision can be waived if such re-election of a Director is deemed in the interest of the Corporation.

Section E – Responsibility and Authority of Board Officers.

1. **President.** The President shall:
 - a. Designate the date, time, location and agenda for each Board meeting. Preside at all meetings of the Board;
 - b. the President shall be an authorized signatory for checks drawn against the Corporation's funds;
 - c. Appoint Directors to serve as ex-officio members and board liaisons to Standing Committees, subject to Board approval;
 - d. Serve as spokesperson for the Corporation in the absence of the Executive Director;
 - e. Propose an annual budget (to be developed by the Executive Director and the Treasurer) for adoption by the board.
 - f. Possess all powers normally exercised by an association's President;
 - g. Oversee and evaluate the performance of the Executive Director and act as a liaison between the Executive Director and the Board.
2. **President-Elect.** The President-Elect shall:
 - a. Substitute for the President in the President's absence;
 - b. Assume the duties of the President upon vacancy of office. If the remaining unexpired term is more than six months, the President-Elect position is to be considered vacant and shall be filled within 30 days by vote of the membership.
3. **Treasurer.** The Treasurer shall:
 - a. Serve as trustee of the Corporations' retirement benefit program established for its employees;

- b. Be responsible for other powers normally exercised by an organization's Treasurer. The Treasurer may delegate routine responsibilities in his/her discretion to the Executive Director or Business Manager of the Corporation;
 - c. Oversee the financial management of the Corporation's operations, including receipts and disbursements of funds;
 - d. Oversee filing and maintenance of the financial records of the Corporation;
 - e. The Treasurer shall be an authorized signatory for checks drawn upon the funds of the Corporation.
4. Secretary
- a. Be responsible for recording and approving distribution of the minutes or summaries of meetings of the Board;
 - b. Oversee filing and maintenance of the legal and historical records of the Corporation;
 - c. Oversee the distribution of notices for elections to members of the Corporation and recording of election results.

Section F – Composition and Duties of the Executive Committee.

The officers of the Board shall also comprise the Executive Committee of the Board. The Executive Committee shall oversee the detailed business activities of the Corporation on behalf of the Board, including:

1. **Annual Operating Budget.** The Executive Committee will review in detail the annual budget proposal developed by the Treasurer and the Executive Director and recommend it for approval to the Board.
2. **Management of the Corporation's Staff.** The Executive Committee shall evaluate the performance of the Executive Director and shall be responsible for administering salaries, benefits and other personnel-related matters.
3. **Policies and Procedures.** The Executive Committee, with the Executive Director, shall develop and maintain policies and procedures for organizational operations.

Section G – ETEBA Staff. The Board may employ personnel, as paid professionals, to conduct the business of the Corporation, and may contract consultants and/or other subcontractors/vendors to support the orderly operation of the Corporation. The Board shall be responsible for hiring an Executive Director to manage the activities of the Corporation, and the Corporation may employ additional employees upon the approval of the Board.

1. **Duties of the Executive Director:** The Executive Director is the principal chief operating officer and spokesperson of the Corporation. The Executive Director reports to the Board, and has such power and performs such duties as are prescribed by the Executive Committee. The Executive Director is responsible for managing the day-to-day functions, activities, staff, consultants, and subcontractors/vendors of the Corporation.
2. **Duties of the Business Manager:** The Business Manager reports to the Executive Director and is responsible for managing the financial accounts and filings of the Corporation, maintenance of official records, issuing and recording of election notices and votes, and other activities as directed by the Executive Director.

Section H – Board Meetings and Quorum. The Board shall meet a minimum of nine (9) times per year. Each December, the President shall propose the dates and times of the Board meetings to be held during the following year for agreement by Directors. The President shall establish the agenda for each Board meeting in advance of the meeting. Meetings may be held by conference call or in person, and votes may be conducted by telephone, email or in person. The majority of the filled director positions shall constitute a quorum. A Director who is unable to attend a meeting of the Board may give his/her Proxy to another Director in writing or by electronic mail, and shall notify the President of the Board of this designation in advance of the meeting. In cases of a tie vote on any issue, the President shall cast the deciding vote. Special meetings of the Board may also be called by the President or majority of Directors.

Section I – Action without a Meeting. Any action required to be taken at a meeting of the Board, or any other action which may be taken at a meeting of the Board, may be taken without a meeting if consent in writing or by electronic mail, setting forth the action so taken, is given by a majority of the Directors entitled to vote with respect to the subject matter thereof.

Section J – Compensation. Directors shall serve without compensation. However, expenses incurred on behalf of the Corporation are reimbursable from Corporation funds as approved by the Board.

Section K – Liability. No Director, employee of the Corporation or Member shall be liable for any debts of the Corporation, any judgments against the Corporation, or any other actions taken by or against the Corporation.

Section L – Operating Procedures. The Board may develop procedural guidelines that may be revised from time to time and include matters such as frequency of meetings, reports, budgets, and other items deemed relevant.

ARTICLE VII – COMMITTEES

Section A – Types There shall be two types of committees of the Corporation:

- 1. Standing Committees.** Standing Committees shall be those which shall function continually from year to year under the purview of the Board. The Board shall appoint the Chair of each Standing Committee by majority vote.
- 2. Task Committees.** Task Committees shall be created by the President to deal with specific assignments pertinent to the Corporation. Task Committee members shall be appointed by the President. Unless otherwise instructed, such committees shall be dissolved by the President upon completion of the task assigned.

Section B – Designation of Standing Committees. The Standing Committees of the Corporation and their roles are:

- 1. Membership and Growth:** Identify and solicit new memberships from companies and individuals involved in the energy, technology and environmental industries, and assist in the integration of new members into the organization.

2. **Business Opportunities Conference:** Assist in the planning and marketing of the Corporation's annual industry conference.
3. **Fundraising:** Identify ways to obtain additional, non-dues revenue in support of the operations and mission of the Corporation and assist in efforts to secure them.
4. **Advocacy:** Identify and educate Members on policy, budget, legislative and regulatory issues relevant to ETEBA member interests, and advocate for common ETEBA interests with government decision makers
5. **Eastern Chapter Member Services:** Plan and organize members meetings, events, workshops, community activities and other programs and services of interest to the Members in the Eastern Chapter. Identify budgetary and other resources to accomplish this plan.
6. **Western Chapter Member Services:** Plan and organize members meetings, events, workshops, community activities and other programs and services of interest to the Members in the Western Chapter. Identify budgetary and other resources to accomplish this plan.

Section C – Committee Membership. Standing Committee chairs have the authority to solicit and appoint committee members. To the extent possible, individuals appointed to committees will reflect general membership characteristics of the Corporation by including Member Representatives from large and small Member companies and from both the Eastern and Western regions of the U.S. Associate, Affiliate and Student representatives may serve on Standing and Task committees.

Section D - Committee Meetings. The meetings of the committees shall be at the call of the Committee Chair, and shall generally be held once per month either in person or by conference call.

Section E – Authority. No Committee Chair or Member shall have the authority to make any commitment or enter into any contract on behalf of the Corporation, unless specifically authorized by the President.

Section F – Removal of Committee Chairs. The President, subject to Board concurrence, or the Board may at any time remove any Committee Chair from office by majority vote.

Section G – Ex Officio Committee Members. The President shall appoint at least one Director to serve as an ex-officio member of each Standing committee, unless designated as a regular member by the Committee Chair.

ARTICLE VIII – FINANCES

Section A – Dues. Members shall pay annual membership fees in amounts set annually by the Board.

Section B – Checking Account. Funds will be deposited in an account bearing the name “Energy, Technology and Environmental Business Association.” The President, Treasurer and others designated by the President shall be authorized to sign checks.

Section C – Disbursements. The Treasurer shall authorize the disbursement of Corporation funds by the ETEBA Business Manager.

Section D – Contracts and Employment of Agents. The Board may authorize any Officer or Officers, employee, agent or agents of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

ARTICLE IX – INDEMNIFICATION

Section A – Indemnification and Advancement of Expenses: The Corporation shall indemnify every person who is or was a party or is or was threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, Officer, employee or agent of the Corporation, or who, while a Director, Officer, employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, partner, trustee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, including service on a committee formed for any purpose (and, in each case, his or her heirs, executors and administrators) (the “Indemnified Parties”), against all expense, liability and loss (including counsel fee, judgments, fines, ERISA excise taxes, penalties, and amounts paid in settlement) actually and reasonably incurred or suffered by such person in connection with such action, suit or proceeding, to the fullest extent permitted by applicable law, as in effect on the date hereof and as hereafter amended. Such indemnification may include advances of expenses in advance of final disposition of such action, suit or proceeding, subject to the provision of any applicable statute, provided such Indemnified Party acted in good faith for a purpose he or she reasonably believed to be in the best interest of the Corporation.

Section B - Non-Exclusivity of Rights: The indemnification and advancement of expenses provisions of this paragraph shall not be exclusive of any other right which any Indemnified Party may have or hereafter acquire under any statute, provision of the Charter of the Corporation, provision of these Bylaws, resolution adopted by the Members, resolution adopted by the Board, agreement, or insurance purchased by the Corporation or otherwise, both as to action in an official capacity and as to action in another capacity. The Corporation is hereby authorized to provide for indemnification and advancement of expenses through its Charter, Bylaws, resolution of the Board and agreement.

Section C – Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any individual who is or was a Director, Officer, employee or agent of the Corporation, or who, while a Director, Officer, employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any expense, liability or loss whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under this Article or the Tennessee Nonprofit Corporation Act.

ARTICLE X – MISCELLANEOUS

Section A – Adoption of Bylaws. These Bylaws shall be effective on such date designated by the Board after they are duly adopted by the Members.

Section B – Amendments. These Bylaws may be amended by a majority of the Members present and voting via electronic mail or in person at a meeting, if the total votes in favor are equal to or greater than one-third of the total membership.

Section C – Amendment Proposal. An amendment may be proposed by any Member, Director or Officer by sending it to all Members no later than 15 days prior to the date on which it is to be considered by the membership.

Section D – Fiscal Year. The fiscal year of the Corporation shall be determined by the Board, and in the absence of such determination, shall be from January 1 through December 31, unless modified by vote of the Board.

Section E – Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board. The ETEBA Business Manager shall maintain the official set of corporate documents.

Section F – Dissolution - The dissolution of the Corporation shall be governed by the Corporation's Charter and Tennessee non-profit corporation law. Dissolution shall require the approval of a Resolution of Dissolution by majority vote of the Board. Following approval by the board, the Resolution and a notice requesting membership approval shall be distributed by the ETEBA Business Manager to the designated Member Representative for each member in good standing who is eligible to vote at least fifteen (15) days in advance. Dissolution shall require the approval of a majority of the eligible voting membership of the Corporation.

Section G - Notice. Any notice required to be given by these Bylaws shall be deemed sufficient by sending via electronic mail or depositing the same in the United States mail, postage prepaid, addressed to the person entitled thereto at his or her last known post office address according to the records of the Corporation, and such notice shall be deemed given on the date of such electronic mail or postal mailing.

Approved by the Members and adopted on 12/10/15.