

“ATTACHMENT 2”

BYLAWS INTERSTATE RENEWABLE ENERGY COUNCIL (IREC)

ARTICLE I. **OBJECTIVES**

The purposes of the Interstate Renewable Energy Council (IREC) are educational, scientific, and charitable purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1954, as amended. In this connection, IREC provides a national forum in which public and private agencies involved with renewable energy may gather, disseminate and exchange information, and engages in cooperative efforts to accelerate sustainable utilization of renewable energy sources and technologies in and through government activities and to promote safe, quality renewable energy products and fair practices. In addition, the Council shall exercise all of the rights, powers, and privileges afforded not for profit corporations under the laws of the State of Florida as they exist and may hereafter be amended.

ARTICLE II. **MEMBERS AND VOTING RIGHTS**

SECTION 1. **Membership.** Any person, organization, or institution with an interest in promoting renewable energy and the furtherance of IREC’s objectives may become a member. Each membership shall have one vote to select members of the Board of Directors.

SECTION 2. **Dues.** The Board of Directors shall have the power to require dues of members, and establish such fee scales and classes of membership as they see fit. A member will lose its membership in IREC with the failure to pay annual membership dues.

SECTION 3. **Regular Meetings.** The Council shall meet at dates to be specified by the Chairperson, but not less than annually.

SECTION 4. **Special Meetings.** Special meetings of the Council may be held upon written petition of five members.

SECTION 5. **Notice of Meetings.** A notice of each Council meeting whether Regular or Special, shall be mailed, faxed, or emailed to each member at their regular place of business or residence no less than 10 working days before the meeting.

SECTION 6. **Quorum.** At least ten (10) members must be in attendance at either Regular or Special meetings to constitute a quorum for the transaction of business. Attendance at a meeting may be by means of telephonic or other electronic communication.

SECTION 7. Voting.

7.1 Action by the members. Unless otherwise stated, all acts of the members shall be decided by a simple majority vote.

7.2 Voting by proxy. Members may appoint, in writing, alternates to participate in meetings in their stead, provided they notify the Chairperson at least one day before the Regular or Special meeting. Voting by proxy may be by means of telephonic or other electronic communication.

ARTICLE III. BOARD OF DIRECTORS

SECTION 1. General Powers. The business affairs and policies of IREC shall be managed and controlled by its Board of Directors.

SECTION 2. Members of the Board. Candidates for the Directors of the Board must be members in good standing and are nominated and elected by the members. The number of Directors shall be not less than nine (9) and not more than fifteen (15), two of whom shall be appointed by the Board. Ideally, there will be thirteen (13) Directors: the four (4) Officers, the previous Chairperson of the Board, and eight at-large members. Directors must be IREC members but need not be residents of the State of Florida. Directors may appoint, in writing, alternates to participate in their stead. ☐

SECTION 3. Regular Meetings. The Board of Directors shall meet at dates specified by the Executive Committee, but at least once annually (the “Annual Meeting”).

SECTION 4. Special Meetings. Special meetings of the Board may be held at the call of the Chairperson of the Board, or upon written petition of any five (5) Board members.

SECTION 5. Notice of Meetings. A notice of Regular Board meetings shall be mailed, faxed, or emailed to each Board member at their regular place of business or residence no less than 10 working days before the meeting. This requirement of notification will not apply to Special meetings of the Board.

SECTION 6. Quorum. At least four (4) Board Directors, at least two of whom must be Executive Committee members, must be in attendance to constitute a quorum for the transaction of business at regular or special meetings. Attendance at a meeting may be by means of telephonic or other electronic communication.

SECTION 7. Voting. Every Director of the Board shall have the right and be entitled to one vote upon every proposal properly submitted for a vote at any meeting of the Board. Where voting takes place, there shall be a simple majority vote for passage of the action, except as to issues described by Article VII and Article X hereof.

SECTION 8. Terms. Directors of the Board shall serve until the successor has been appointed. Directors shall serve a two year term, and terms will be staggered so that no less than three (3) Directors are elected by the membership every year.

SECTION 9. Duties of the Board. The Board shall take appropriate action to accomplish the objectives of IREC as stated in Article I. The Board can form advisory groups and committees at their discretion.

SECTION 10. Vacancies. Vacancies on the Board because of death, resignation, removal, disqualification or otherwise, may be filled by appointment of the Board for the unexpired portion of the term.

SECTION 11. Compensation. Directors as such shall not receive any salaries or fees for their services but may be reimbursed for travel or expenses incurred in the performance of his or her duties. Nothing herein contained shall be construed to preclude any Director from serving IREC in any other capacity and receiving compensation therefore.

ARTICLE IV. OFFICERS.

SECTION 1. Officers. The elected officers of IREC shall be a Chairperson of the Board, a Vice Chairperson, a Secretary, and a Treasurer and such other officers as may be elected by the Board in accordance with the provisions of this Article. The offices of Vice Chairperson and Treasurer may be held by the same person.

SECTION 2. Election and Term of Office. The elected officers of IREC shall be elected for two-year terms by the Board at the Annual Meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be accomplished. The Chairperson and Vice Chairperson will be elected from within the Board of Directors elected by the membership as described in Article III. Officers elected by the Board will automatically have their term on the Board extended to allow a two-year term of office. New officers and positions may be created and positions filled at any meeting of the Board. Each officer shall hold office until his or her successor shall have been duly elected.

SECTION 3. Removal. Article IV, Section 2 notwithstanding, an officer or agent elected or appointed by the Board may be removed by a two-thirds majority vote of the Board whenever in its judgement the best interests of IREC would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officers or agents so removed.

SECTION 4. Vacancy. Vacancies in any office because of death, resignation, removal, disqualification or otherwise, may be filled by appointment of the Board for the unexpired portion of the term. In the case of vacancy of the Chairperson, the Vice Chairperson would fill the vacancy.

SECTION 5. Chairperson of the Board. The Chairperson of the Board shall be the principal executive officer of IREC and shall supervise and control all of the business affairs of

the organization. The Chairperson shall preside at all meetings of the Board. The Chairperson may sign, with the Secretary or any other proper officer of IREC, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing or execution thereof shall be expressly delegated by the Board, by these bylaws, or by any statute, to some other officer. The Chairperson shall perform such other duties incident to the office of the Chairperson of the Board and such other duties as may be assigned by the Board. The Chairperson may designate responsibilities to the Executive Director or other agents of IREC.

SECTION 6. Vice Chairperson. In the absence of the Chairperson of the Board or in the event of his/her inability to act, the Vice Chairperson shall perform the duties of the Chairperson, and when so acting, shall have the rights of and be subject to all the restrictions upon the Chairperson of the Board. The Vice Chairperson shall perform such other duties as may be assigned by the Chairperson of the Board or the Board.

SECTION 7. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of IREC; receive and give receipts for money and dues payable to IREC from any source whatsoever, reporting as appropriate on the financial status of IREC, and depositing all such moneys in the name of IREC in such banks, trust companies, or other depositories as prescribed by the Board; and, in general, perform all the duties incident to the office of Treasurer and such other duties as may be assigned by the Chairperson of the Board or by the Board. The Treasurer shall chair the Elections Committee. The Treasurer may designate responsibilities to the Executive Director or other agents of IREC.

SECTION 8. Secretary. The Secretary shall keep the minutes of meetings of the Board, Executive Committee, and Annual meeting, making these minutes available to members on request; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; keep a register of the post office address and email address of each member and Director of the Board which shall be furnished to the Secretary by such members; and ,in general, perform all duties incident to the office of the Secretary and such other duties as may be assigned by the Chairperson of the Board or by the Board.

ARTICLE V. EXECUTIVE COMMITTEE AND OTHER COMMITTEES

SECTION 1. Executive Committee. There shall be an Executive Committee composed of the current officers, the previous Chairperson, the chairperson of any standing committee, and any other at-large members invited by the Chairperson of the Board with approval of other Executive Committee members.

The Executive Committee shall have the power to establish any ad hoc or standing committees it deems necessary to further IREC's objectives. The chairperson of each standing committee as designated by the Board, shall be a member in good standing and a member of the Executive Committee.

The Executive Committee may hire, direct and discharge all agents and employees, such as an Executive Director, whose duties will be defined by the Board and fix their salaries or payment subject to appropriations authorized by the Board

The Executive Committee shall also have the authority to conduct IREC's business between regular meetings of the Board. However, the Executive Committee is authorized only to execute actions and activities that are not in conflict with Board motions, resolutions, or directives. The Chairperson of the Board, with the concurrence of the Executive Committee, may fill interim vacancies on the Executive Committee, subject to review by the Board at the next Annual Meeting.

SECTION 2. Elections Committee. The Elections Committee shall facilitate the nomination of candidates by the members for election to the Board of Directors of IREC. The list of nominees will be presented to the membership prior to the Annual meeting. It shall also nominate candidates for the Officers of IREC and Executive Committee if requested by the Board. The Treasurer shall chair the Elections Committee.

SECTION 3. Standing Committees. In addition to the Executive Committee and Elections Committee, there shall be additional committees as needed and appointed by the Executive Committee.

ARTICLE VI. QUALITY ASSESSMENT OF TRAINING PROGRAMS AND INSTRUCTORS

SECTION 1. Establishment and Purpose. The Interstate Renewable Energy Council shall become the Institute for Sustainable Power Quality (ISPQ) North American Licensee for the following purposes: to ensure that renewable energy practitioner training courses are designed to provide instruction that leads to defined workplace knowledge and skills and appropriately addresses issues of safety and codes. IREC shall issue credentials for training programs, continuing education providers, master trainers and instructors and other training-related designations.

SECTION 2. Standard. To assess training and instructors, IREC shall use the ISPQ Standard which describes the ethical and practical requirements for candidates, including commitments to confidentiality, non-discrimination, quality, and professionalism. The ISPQ Standard outlines requirements for quality program management and administration. It sets forth requirements for facilities, resources, tools, and safety. It requires trainers and program staff to have appropriate experience, defined job descriptions, and adequate training to perform their jobs competently. The Standard requires that the information that is taught covers the full range of information required for a given subject.

SECTION 3. Responsibilities. IREC shall be responsible for the full accreditation and certification cycle including processing applications, collecting fees, assigning registered auditors, awarding the credential, and maintaining all records of applicants, candidates and certificants.

ARTICLE VII. **RULES OF ORDER**

Informal rules of order shall govern all matters of procedure unless objected to by any member or Board member. If such an objection occurs, then “Robert’s Rules of Order, Newly Revised (RONR)” shall be the parliamentary authority for all matters of procedure not specifically covered by these bylaws.

ARTICLE VIII. **AMENDMENTS**

The Board may amend, revise, and repeal or rescind these bylaws and/or adopt new bylaws at any time by a two-thirds majority vote of the Directors of the Board at any of its meetings, providing that the amendments are consistent with the guidelines under which the Board was established and the purposes of IREC as set forth in Article I. Notice of the proposed alteration, amendment, revision, addition, repeal or recession of these bylaws or adoption of new bylaws must be given at least 10 working days preceding the Board meeting.

ARTICLE IX. **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

SECTION 1. **Contracts.** The Board may authorize any officer or officers, agent or agents of IREC, 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 IREC and such authority may be general or confined to specific instances.

SECTION 2. **Checks, Drafts, Etc.** All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of IREC, shall be signed or electronically transmitted through on-line banking by the Treasurer, or the Chairperson of the Board, or the Executive Director, or their designee, and handled in such a manner as shall be determined by resolution of the Board.

SECTION 3. **Deposits.** All funds of IREC shall be deposited to the credit of IREC in such banks, trust companies or other depositories as the Board may select.

SECTION 4. **Gifts.** The Board may accept on behalf of IREC any grant, contribution, gift, bequest or devise for the general purposes of or for any specific purpose of IREC.

ARTICLE X. **INDEMNIFICATION**

In discharging their duties (including acting as trustees of officers of other foundations, IREC, or entities at the request of IREC), Directors and officers shall be indemnified by IREC for judgments, fines (whether civil, criminal, administrative, or investigative), amounts expended by or in the right of IREC to procure a judgment in its favor, for any of the above listed matters whether threatened, pending, or contemplated, including reasonable expenses for each, including

attorneys' fees actually and necessarily incurred as a result of such action or proceeding or any appeal therein, if such Director or officer acted in good faith, for a purpose which he/she reasonably believed to be in the best interest of IREC and had no reasonable cause or belief that his/her conduct was unlawful.

ARTICLE XI. INTERPRETATION

Any difference in interpretation of these bylaws among Directors, members or officers shall be resolved by two-thirds majority vote of the Board.

ARTICLE XII. DISSOLUTION

If the Board of Directors of IREC shall fail to meet at least once per year, IREC shall be dissolved in accordance with the terms of IREC's Articles of Incorporation. The current Chairperson of the Board shall see to it that elected officers satisfy any IREC debts and that any remaining funds shall be disbursed to 501(c)(3) charitable organizations as selected by the Board and consistent with the IREC Articles of Incorporation.

By Laws Revisions approved January 14, 2009
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