

Florida Renewable Energy Association Bylaws

(Incorporated under the Laws of Florida)

BYLAWS OF FLORIDA RENEWABLE ENERGY ASSOCIATION

ARTICLE I. OFFICES

SECTION 1.1. PRINCIPAL OFFICE. The corporation may have offices within the State of Florida as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

SECTION 1.2. REGISTERED OFFICE. The corporation shall have and continuously maintain in the State of Florida a registered office, and a registered agent whose office is identical with such registered office, as required by the Chapter 617, Florida Statutes. The registered office may be, but need not be, identical with the principal office in the State of Florida, and the address of the registered office may be changed from time to time by the Board of Directors.

SECTION 1.3. GEOGRAPHICAL BOUNDARY. For purposes of affiliation with the American Solar Energy Society, the geographical boundary of the corporation shall be the State of Florida.

ARTICLE II. PURPOSES

SECTION 2.1. The purposes of the corporation shall be to further the development of, use of, and support for clean, renewable energy and related arts, sciences and technologies within our membership and among the general public. The corporation shall serve to inform the public, institutional and governmental bodies, and seek to raise the level of public awareness of its purpose. It shall conduct reasonable advocacy with governmental institutions in pursuit of these goals.

SECTION 2.2. The corporation is organized and shall be operated for non-profit educational purposes. The corporation is irrevocably dedicated to, and operated exclusively for, non-profit purposes; no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of, any of its members, officers, directors, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. At no time will the corporation exceed a level of advocacy or lobbying effort in support of its purposes that is prohibited under the applicable state and federal regulations under which it is organized.

ARTICLE III. MEMBERS

SECTION 3.1. QUALIFICATIONS. Membership in the corporation shall be open to any person or organization that shares the purposes of the corporation, as set forth in Article II of these Bylaws. For purposes of affiliation with the American Solar Energy Society, not less than ten percent of the members of FREA shall maintain membership in ASES.

SECTION 3.2. DUES. Categories of membership and annual dues for the corporation shall be determined by the Board of Directors.

SECTION 3.3. VOTING. The Members, at their annual meeting, shall elect the members of the Board of Directors, in the manner provided herein. Each Member of the corporation present at a meeting of Members shall be entitled to cast one vote on each matter coming before such meeting for the vote of the Members. A Member shall not be entitled to cumulate his or her votes, whether the vote is taken pursuant to an election of directors or otherwise.

SECTION 3.4. ANNUAL MEETINGS. A first meeting of Members may be held at the call of the Directors, or a majority of them, upon at least three days notice, for such purposes as shall be stated in the notice of the meeting. The regular annual meeting of the Members of the corporation shall be held during the first quarter of each year, at a time to be determined by the Board of Directors, for the election of the members of the Board of Directors and the transaction of such other business as shall come before such meeting. The Members may provide by resolution the time and place, either within or without the State of Florida, for the holding of additional regular meetings of the Members, without other notice than such resolution. At the annual meeting, the president and chief financial officer shall report on the activities and financial condition of the corporation.

SECTION 3.5. SPECIAL MEETINGS. Special meetings of the Members of the corporation may be called by the president of the corporation, the Board of Directors or by Members having at least one-twentieth of the votes entitled to be cast at such meeting. The person or persons authorized to call special meetings of the Members may fix any place, either within or without the State of Florida, and the time for holding any special meeting of the Members called by them. Only those matters that are within the purpose or purposes described in the meeting notice may be conducted at a special meeting of members.

SECTION 3.6. NOTICE. The corporation shall notify its Members of the place, date and time of each annual, regular and special meeting of members no fewer than ten (10), or if notice is mailed by other than first-class or registered mail, thirty (30), nor more than sixty (60) days before the meeting date. Notice of an annual or regular meeting shall include a description of any of the following matter or matters which must be approved by the members: a transaction with the corporation in which a director of the corporation has a material interest; the indemnification of any person pursuant to these Bylaws; an amendment to the corporation's Articles of Incorporation; an amendment to the corporation's Bylaws; a merger involving the corporation; a disposition of all or substantially all of the corporation's property other than in the usual and regular course of its activities; or a dissolution of the corporation. Notice of a special meeting shall include a description of the matter or matters for which the meeting is called.

SECTION 3.7. QUORUM. The presence of at least one-tenth (1/10th) of the Members entitled to vote shall be requisite for, and shall constitute a quorum for, the transaction of business at all meetings of the Members of the corporation. The act of a majority of the Members present at a meeting of Members at which a quorum is present shall be valid as the act of the Members, except in those specific instances in which a greater number may be required by Chapter 617, Florida Statutes, the Articles of Incorporation of the corporation or these Bylaws, and further provided that unless one-third (1/3) or more of the voting power is present in person or by proxy, the only matters that may be voted upon at an annual or regular meeting of Members are those matters that are described in the meeting notice.

SECTION 3.8. ADJOURNMENT. If a quorum shall not be present at any such meeting, the Members present shall have the power, successively, to adjourn the meeting, without notice other than announcement at such meeting, to a specified date. At any such adjourned meeting at which a quorum shall be present any business may be transacted which could have been transacted at the original session of such meeting.

SECTION 3.9. ELECTION AND RESIGNATION. Any Member may resign from the corporation. Such resignation shall be in writing and shall be effective immediately or upon its acceptance by the Board of Directors of the corporation, as such resignation shall provide.

SECTION 3.10. ACTIONS BY WRITTEN CONSENT. Any action which is required to or may be approved by the Members may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by those Members with at least eighty percent (80%) of the voting power of all Members of the corporation at a meeting of Members. The consents shall have the same force and effect as a vote at a meeting duly held. The Secretary shall file the consents with the minutes of the meetings of the Members. Written notice of Member approval pursuant to this Section shall be given to all Members who have not signed the written consent. If written notice is required, Member approval pursuant to this Section shall be effective ten (10) days after such written notice is given. Any notice given by mail must be given by first-class or certified mail sent to the last known address of the Member shown on the corporation's records.

SECTION 3.11. ACTIONS BY BALLOT. Any action which may be taken at an annual, regular or special meeting of Members may be taken without a meeting if the corporation delivers a written ballot to every Member entitled to vote on the matter. A written ballot shall set forth each proposed action and shall provide an opportunity to vote for or against each proposed action. Approval by written ballot shall be valid only when the number of

votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equal or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall (1) indicate the number of responses needed to meet the quorum requirements; (2) state the percentage of approvals necessary to approve each matter (other than election of directors); and (3) specify the time by which a ballot must be received by the corporation in order to be counted.

SECTION 3.12. ELECTION OF DIRECTORS The Board of Directors shall each year appoint a Nominating Committee at least ninety (90) days before the annual meeting. Such committee will consist of three members of the Association of whom two shall be members of the Board. The committee shall submit a list of nominees to the Secretary no less than forty (40) days prior to the annual meeting that will consist of at least one name for each anticipated vacancy on the Board of Directors. No less than sixty (60) days before the annual meeting the Secretary will give notice to all members, by mail or electronically, of the date of the election and of the opportunity to submit nominations. All nominations from members must be received by the Nomination Committee no less than forty (40) days prior to the annual meeting and be accompanied by a petition signed by at least three voting members. The petition must include a statement that the nominee has been contacted by the nominating members and has expressed a willingness to serve. No more than forty (40) and no less than thirty (30) days before the annual meeting the Secretary shall prepare a ballot with the names of all nominees submitted and send it, by mail or electronically, to all voting members. Ballots must be received on or before the date of the annual meeting to be counted. All votes by members for Directors shall be secret. Tellers shall be appointed by the Board of Directors who will collect and tabulate the ballots in a manner to preserve secrecy.

ARTICLE IV. BOARD OF DIRECTORS

SECTION 4.1. POWERS. The property and affairs of the corporation shall be managed by the Board of Directors of the corporation. The Board of Directors is vested with all powers and authorities, except as may be expressly limited by law, the Articles of Incorporation of the corporation or these Bylaws, to supervise, control, direct and manage the property, affairs and activities of the corporation, to determine the policies of the corporation, and to do or cause to be done any and all lawful things for and on behalf of the corporation

SECTION 4.2. NUMBER AND QUALIFICATIONS. The initial number of Directors of the corporation shall be five (5). The number of Directors shall not exceed eleven (11). Members of the Board of Directors must be voting members of the American Solar Energy Society (ASES).

SECTION 4.3. ELECTION AND TERM OF OFFICE. The Board of Directors shall be divided into two classes, designated as Class 1 and Class 2, with the term of office of one class expiring each year. The directors shall initially be designated as members of Class 1 or Class 2 by the Board of Directors, apportioning the number of directors so designated to each class so as to make all classes as nearly equal in number as possible. The directors designated as Class 1 directors shall serve an initial term of one year, measured from the time of their most recent election, and thereafter Class 1 directors shall hold office for a term of two years. The directors

designated as Class 2 directors shall serve an initial term of two years, measured from the time of their most recent election, and thereafter Class 2 directors shall hold office for a term of two years. Directors shall serve until their successors are duly elected and commence their term of office. Any Director whose term is about to expire may be elected to succeed himself or herself.

SECTION 4.4. VACANCIES. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director appointed to fill a vacancy shall serve, unless sooner removed or disqualified, until the next annual meeting of Members of the corporation and until his or her successor is duly elected and commences his or her term of office.

SECTION 4.5. COMPENSATION. Directors as such shall not receive any stated salaries for their services; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation thereof. A Director may be reimbursed for his or her actual expenses reasonably incurred in attending meetings and in rendering services to the corporation in the administration of its affairs.

SECTION 4.6. RESIGNATION AND REMOVAL. Any Director may resign from the Board of Directors of the corporation; such resignation shall be in writing, shall be delivered to the Board of Directors, its presiding officer or to the president or secretary, and shall be effective immediately or upon its acceptance by the Board of Directors of the corporation, as such resignation shall provide. Any director or directors elected or appointed by the Members may be removed, with cause, by a majority of the Members present at any meeting of Members at which a quorum is present. The meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the director or directors. Causes are defined as two or more consecutive absences from Board meetings without appropriate cause and any action unbecoming the representation of the organization. A two-thirds vote of the Board of Directors would be required for removal.

ARTICLE V. MEETINGS OF BOARD OF DIRECTORS

SECTION 5.1. REGULAR MEETINGS. The regular annual meeting of the Board of Directors shall be held within the first quarter of each year, at a time to be fixed by the Board of Directors, for the transaction of such business as shall come before such meeting. The Board of Directors may provide by resolution the time and place, either within or without the State of Florida, for the holding of additional regular meetings of the Board, without other notice than such resolution.

SECTION 5.2. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President, the presiding officer of the Board or at least twenty percent (20%) of the directors then in office. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Florida, and the time for holding any special meeting of the Board called by them.

SECTION 5.3. NOTICE. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto. Notice shall be provided to each director of the time, place, and purpose of the meeting. Notice may be oral or written. Notice may be communicated in person, by telephone, telegraph, or other form of wire or wireless communication, or by mail or private carrier. Oral notice is effective when communicated if communicated in a comprehensible manner. Written notice, if in a comprehensible form, is effective at the earliest of the following: (i) when received; (ii) five (5) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first-class postage affixed; (iii) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or (iv) thirty (30) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with other than first class, registered or certified postage affixed. Any Director may waive notice of any meeting. Except as provided herein in the next sentence, such waiver shall be in writing. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 5.4. QUORUM. A majority of the number of directors in office shall be requisite for, and shall constitute a quorum for, the transaction of business at all meetings of the Board of Directors. The act of a majority of the Directors present at a meeting at which a quorum is present shall be valid as the act of the Board of Directors, except in those specific instances in which a greater number may be required by Chapter 617, F.S., the Articles of Incorporation of the corporation or these Bylaws.

SECTION 5.5. ADJOURNMENT. If a quorum shall not be present at any such meeting, the Directors present shall have the power, successively, to adjourn the meeting, without notice other than announcement at such meeting, to a specified date. At any such adjourned meeting at which a quorum shall be present any business may be transacted which could have been transacted at the original session of such meeting.

SECTION 5.6. VOTING. Each Director present at any meeting shall be entitled to cast one vote on each matter coming before such meeting for vote of the Directors.

SECTION 5.7. MEETINGS BY CONFERENCE TELEPHONE. Unless otherwise provided in the Articles of Incorporation of the corporation, members of the Board of Directors, or of any committee designated by the Board of Directors, may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in the meeting in this manner shall constitute presence in person at the meeting.

SECTION 5.8. ACTIONS WITHOUT MEETINGS. Any action which is required to or may be taken at a meeting of the Board of Directors or of the Executive Committee or any other committee of the directors, may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by a quorum of the members of the Board of Directors or of the committee, as the case may be. The consents shall have the same force and effect as an affirmative vote at a meeting duly held. The Secretary shall file the consents with the minutes of the meetings of the Board of Directors or of the committee, as the case may be.

ARTICLE VI. COMMITTEES

SECTION 6.1. EXECUTIVE COMMITTEE. The Board of Directors shall have the power to designate an Executive Committee, by resolution adopted by a majority of the Directors in office. The Executive Committee, to the extent provided in a resolution of the Board of Directors, shall have and exercise the authority of the Board of Directors in the management of the corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, pledge, exchange or mortgage of all or substantially all of the property and assets of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The Executive Committee may not authorize distributions to members, directors, officers, agents or employees, except in exchange for value received. The Executive Committee shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him or her by law. Members of such an Executive Committee shall be members of the Board of Directors, except as otherwise provided in a resolution of the Board of Directors.

SECTION 6.2. OTHER COMMITTEES. Other committees may be created, and the members thereof may be approved by a majority of the Directors present at a meeting of the Board of Directors at which a quorum is present. Any member thereof may be removed by the Board of Directors of the corporation whenever in its judgment the best interests of the corporation shall be served by such removal.

SECTION 6.3. TERM OF OFFICE. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION 6.4. CHAIRMAN. One member of each committee shall be appointed chairman by the Board of Directors of the corporation.

SECTION 6.5. VACANCIES. Members in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 6.6. QUORUM. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 6.7. RULES. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

SECTION 6.8. DIRECTORS OF COMMITTEES. Each committee shall have two (2) or more directors, who shall serve at the pleasure of the Board.

ARTICLE VII. OFFICERS

SECTION 7.1. OFFICERS. The officers of the corporation shall be a President, one or more Vice-Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. All officers must maintain a legal residence in Florida. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

SECTION 7.2. ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected from and by the Board of Directors and serve until their successors are duly elected at the next annual meeting. New offices may be created and filled at any meeting of the Board of Directors.

SECTION 7.3. REMOVAL AND RESIGNATION. Any officer of the corporation may be removed by the Board of Directors at any time with cause. An officer may resign at any time by delivering notice to the corporation.

SECTION 7.4. VACANCIES. Any vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 7.5. PRESIDENT. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The President shall preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 7.6. VICE-PRESIDENT. If the corporation has a Vice President, in the absence of the President or in event of the Vice President's inability or refusal to act, the Vice-President (or in the event there be more than one Vice-President, the Vice-Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform such other duties as from time to time may be assigned to the Vice President by the President or by the Board of Directors.

SECTION 7.7. TREASURER. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies and other depositories as shall be selected in accordance with the provisions of Article VIII of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors.

SECTION 7.8. SECRETARY. The Secretary shall prepare and keep the minutes of the meetings of the Board of Directors and the minutes of the meetings of the Members, in one or more books provided for that purpose; authenticate the records of the corporation as necessary; 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 and of the seal of the corporation, if any, and see that the seal of the corporation is affixed to all documents whenever necessary, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

ARTICLE VIII. FISCAL AUTHORITY

SECTION 8.1. CONTRACTS. The Board of Directors may authorize any officer or officers, 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.

SECTION 8.2. CHECKS, DRAFTS, ETC. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer of the corporation.

SECTION 8.3. DEPOSITS. All funds of the corporation shall be deposited in a timely manner to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 8.4. GIFTS. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

SECTION 8.5. PROHIBITED LOANS. The corporation shall not lend money to, or guarantee the obligation of, any officer or director of the corporation in excess of the amounts permitted by law.

SECTION 8.6. FISCAL YEAR. The fiscal year of the corporation shall be the calendar year.

ARTICLE IX. BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the Directors. The corporation shall submit an annual report to ASES containing information about membership, officers, and sub-chapters or affiliate groups created or established by the Board of Directors.

ARTICLE X. INDEMNIFICATION

The Corporation shall indemnify, to the extent permitted by the laws of the State of Florida, every individual who has been or now is (1) a duly appointed or elected director or duly appointed or elected alternate of the Corporation; or (2) a duly elected or appointed officer of the Corporation; or (3) an employee of the Corporation in the performance of his specified duties; or (4) any person who may have been or now is serving at the Corporation's request as a representative, director, or officer of another corporation, whether for profit or not for profit. Said individuals shall be indemnified against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of being or having served in such capacity as described above, except in relations to matters to which he/she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of a duty. Such indemnification shall not be deemed exclusive of any other rights to which such individual may be entitled under any bylaw, agreement, vote of Board, or otherwise.

ARTICLE XI. AMENDMENTS

The Members of the corporation shall have the power to make, alter, amend and repeal the Bylaws, which power may be exercised by a vote of the lesser of (i) two-thirds (2/3) of the votes cast at a meeting of members, or (ii) a majority of the voting power. If an amendment will be presented at a membership meeting, the corporation shall give notice to its members of the proposed meeting in writing, and the notice shall state that the purpose, or one of the purposes, is to consider the proposed amendment and contain or be accompanied by a copy or summary of the amendment. The corporation shall keep, at its principal offices, a copy of the Bylaws of the corporation, as amended, which shall be open to inspection by any Member of the corporation or any member of the Board of Directors at all reasonable times during business hours.

CERTIFICATE

The foregoing Bylaws were duly adopted as and for the Bylaws of the Florida Renewable Energy Association by the Board of Directors of said corporation at its meeting held on the 8th day of June, 2006.

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More Info

FREA (Florida Renewable Energy Association) is a nonprofit 501(c)(3) organization promoting the development of clean energy in Florida through public education, political advocacy, and industry networking opportunities. FREA is the Florida Chapter of the American Solar Energy Society.