

# THE GREEN ENERGY COUNCIL NONPROFIT CORPORATION BYLAWS

## 1. Article I. Name

The name of the organization is the Green Energy Council (GEC), a nonprofit corporation incorporated in the state of New Jersey.

The organization may at its pleasure by a vote of the board of directors change its name.

## 2. Article II. Purpose:

Green Energy Council (GEC) is a nonprofit corporation that is organized exclusively as an educational body and lobbying entity for the promotion of Green building practices.

### The purpose of this corporation is:

- **To support and conduct non-partisan research, education, and informational activities to increase public and trade awareness of “Green” or sustainable energy legislation;**
- **To educate Legislators about the Green industry, Alternative Energy and Green Building both state and national.**

## 3. Article III. Membership

Classes of Members: There shall be two classes of Members in the Organization (i) Green Members (a member in good standing with GEC and that makes a primary income from the green industry, type is “Green Member”), and (ii) Associate Members (That does not make primary income from the green industry is “associate”, or “student”). Voting Member Qualifications: A member of the Executive Board or Board of Directors are the only voting member in GEC.

There shall be four types of membership as referred in number 4 Article IV Dues of these bylaws.

## 4. Article IV. Dues

The board of directors will annually vote by 2/3 Consensus to raise yearly member ship dues according to the workload of the GEC. No dues will be refunded.

The membership due schedule shall be as follows:

**Platinum Corporate Member- \$1095.00 (for Companies that make their primary income from the green industry)Membership for principals as well as for up to 6 employees.**

**Green Corporate Member- \$795.00 (for Companies that make their primary income from the green industry)Membership for two principals. Employees must join as individuals.**

**Non-Green Associate Member- \$495.00 (for Companies or individuals that do not make their primary income from the green industry; non-voting local benefits only)**

**Member- \$100.00 (students)**

The dues of this organization shall be at the designated rates referenced above per annum and shall be payable on July 3 per calendar year.

## 5. Article V. Board of Directors

a. Directors: The governing body of the GEC is the Board of Directors, which has the authority and is responsible for the supervision, control, and direction of the GEC. Members or Employees of a Public Utility Corporation may serve on the board of directors, but may not serve as officers of the GEC. The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting. (50%) percent of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held on a monthly basis. Each director shall have one vote and such voting may not be done by proxy. The President of the organization by virtue of his office shall be Chairman of the Board of Directors.

b. Composition of the Board: The Board of Directors will consist of twelve (12) persons elected from the membership from among the various categories of Council membership. The minimum number of Board members shall be not less than three (3) and not more than twenty five (25) in number for the first two years the Board of Directors may vote by 2/3 Consensus to mandate additional board members as needed.

## Green Energy Council Bylaws

c. Terms and succession: Board seats shall be distributed among member categories, to achieve the broadest and most diverse representation possible. A board member's term shall be 24 months. Officers of the GEC are deemed to be board members, and the GEC intends for the individuals who fill the role of Chair to pass through the position of Vice-Chair first but maybe passed over by vote. Officers are discussed in Article VI.

d. Elections: Annual GEC elections will be held, the timing of which will conform to GEC Calendar year.

e. Resignation and Vacancies: If a board member resigns, or if a vacancy occurs for any reason, the nominating committee will activate and make a recommendation for a replacement and put it to vote before the board. If an Officer resigns or if a vacancy occurs for any reason, the Chair will appoint a replacement from among the current active slate of Officers and Directors, subject to a majority approval of the Board. If the Chair resigns, the Vice-Chair will assume the duties of the Chair, as well as continuing the duties of Vice Chair for the remainder of the term. (1) Leave of Absence: A Board member may request and/or the Board may grant at its sole discretion, a leave of absence for a period of time not to exceed 90 calendar days. A leave of absence is intended to preserve a Board member's seat and status in light of extreme personal conflict such as illness, family crisis, temporary transfers, etc. Within such 90 day period, the Board may reinstate said Board member without prejudice or change of status.

f. Attendance: Failure to attend four successive Board meetings may result in removal from the Board. The board may elect to move on a motion to remove a board member by quorum vote.

g. Voting: A quorum is two thirds of the Board and Officers. A simple majority is required on all votes except where some other number is required by law or these Bylaws. The immediate Past Chair is a voting member of the board. At all meetings, except for the election of officers and directors, all votes shall be by voice. For election of officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot. At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and directors.

h. Compensation/Salaries: Executive Directors and GEC Officers may be reimbursed for expenses, upon approval of said expenses by the Executive Board, which has the right to establish policies in regard to reimbursement procedure and approvals. The Executive Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organization.

i. Duties: Policy and Procedures: The Board of Directors by 2/3 consensus may pass monthly Resolutions to update the bylaws each month and every calendar year a new set of bylaws needs to be adopted by the new Board of Directors upon swearing in of the new Board of Directors. "Article VII. Founder's/Executives of the Board" may never be changed in any way.

j. Committees: The Board of Directors may appoint committees, working groups or task forces as necessary to carry out the business of the organization. At a minimum, there shall be four working committees:

- Membership Committee
- Public Relations Committee
- Executive Board ( Committee)
- Legal Legislative Committee
- Economic Development Committee
- Golf Committee
- Nominating Committee

Economic Development Committee shall be Co-Chaired by the Treasurer and therefore does not need a Liaison. The Executive Committee consists of the officers of the board and the immediate past chair. Members of a committee may vote only within there own respective committee on such topics as deemed by the board to be pertinent to their task.

## Green Energy Council Bylaws

### Ad-Hoc Committees

Ad-Hoc Committees may be appointed at the discretion of the President, President Elect or Vice President. Such committees shall remain active until they have accomplished the purposes for which they were appointed or until inauguration of the succeeding President.

k. **Membership:** Board members shall remain in good standing with the Green Energy Council. Should a board member disengage from a member organization of the Green Energy Council, they shall have a maximum of 90 days to become engaged, or be considered removed from the board. During this 90-day period, a board member shall not be eligible for nomination for another term, or have the ability to vote and not to be considered a candidate for duties or positions beyond their current board responsibilities if they remain not actively engaged with a member organization of the Green Energy Council.

### 6. Article VI. Officers of the Board of Directors

a. **Officers:** The Officers of the GEC shall be a President, President Elect, Vice-President, Secretary, and Treasurer.

b. **Qualifications:** Officers must be members in good standing of the GEC who have been approved by the Nominating Committee and been elected by 2/3 Consensus to the Board of Directors. Must attend 8 out of the 12 monthly meetings or will be replaced. With the exception of the founding members and original executive board.

c. **Elections:** Officers shall serve a term of 24 months, but may run for election for the same position in successive years with the approval of a majority of the Board of Directors. A maximum of two successive two-year terms is permitted for any single Officer position. However position maybe re-filled by the same person at a latter date.

d. **Duties:** The duties of the officers shall include the following:

**President:** The President shall be the chief elected officer. The President shall preside at all regular and special meetings. He/she shall generally supervise the business of the corporation; and shall execute documents on behalf of the corporation. The President shall be an ex-officio member of every committee. If any executive board position should become vacant for any reason, the President shall appoint an executive officer Pro Tempore until a special election can be held for the purpose of electing a new executive officer. Such election must be held within 90 days of the vacancy of the executive office.

If any executive board position should become vacant for any reason, the President shall appoint an executive officer Pro Tempore until a special election can be held for the purpose of electing a new executive officer. Such election must be held within 90 days of the vacancy of the executive office.

The President shall have the right to call special meetings of the active board membership, upon at least fourteen-(14) days written notice to each member of the board. The president shall be an ex-officio member of all committees.

Within 30 days of taking office, the President shall ensure that each committee has at a minimum three committee members and that each committee has elected a committee chair. In cases where a chairperson has not been elected, the president shall appoint a committee chair. Within 30 days of taking office, the President shall provide all standing and ad hoc committees with written charges.

**President Elect** The president-elect shall work with the president in all aspects of his or her position. To prepare for assuming the office of president, the president elect, shall preside at a minimum of eight meetings during his or her time as president-elect.

During the temporary absence of the President, the President Elect shall assume the duties of the President Pro Tempore. If the office of President becomes vacant for any reason, the President Elect shall immediately assume the office of President. He/she shall succeed to **fill** his/her own elected term as President at the end of the substitution.

**Vice President:** The Vice President shall be responsible for maintaining communications with each of the committee chairs and reporting the progress of each committee to the President and President Elect. The Vice President may determine the need for the creation of additional committees. If the Vice- President determines such a need, the final decision for creation of a new committee will be decided by majority vote of the executive board. The Vice President shall in the event of the absence or inability of the President or President Elect to exercise his office become acting president of the organization with all the rights, privileges and powers as if he had been the duly elected president.

## Green Energy Council Bylaws

**The Secretary:** The Secretary shall record and maintain minutes of all meetings; shall have charge of all papers, archives, records and property; shall issue all notices of meetings; shall maintain an up-to-date membership roster; and shall provide periodic reports on the activities of the organization to Board of directors He/she shall assure that appropriate notice is given for all meetings of the Board; and shall perform such other duties as may be prescribed by the Board or by the President.

It shall be his/her duty to file any certificate required by any statute, federal or state. He/she shall give and serve all notices to members of this organization.

He/she shall be the official custodian of the records and seal of this organization.

He/she may be one of the officers required to sign the checks and drafts of the organization.

He/she shall present to the membership at any meetings any communication addressed to him as Secretary of the organization.

He/she shall submit to the Board of Directors any communications which shall be addressed to him/her as Secretary of the organization. He/she shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

**The Treasurer:** - The treasurer shall be custodian of the organization's funds; shall supervise receipts and expenditures; shall render an annual statement to the membership on the financial condition of the organization; shall prepare and submit any reports required by law.

He or She shall cause to be deposited in a regular business bank or trust company a sum not exceeding \$ 5000.00 and the balance of the funds of the organization shall be deposited in a savings bank except that the Executive Board of Directors may cause such funds to be invested in such investments as shall be legal for a non-profit corporation in this state He/she must be one of the officers who may sign checks or drafts of the organization. A special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it. He/she shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.

**e.Vacancies:** No person may hold more than two offices at the same time, excluding the President Elect who shall also hold the position of Committee Chair for an unexpired term due to resignation or vacancy. If a vacancy occurs among the other Officers, for any reason, the Board may elect to fill the position with one of the current Board members for the unexpired term. A Director may be removed for cause by two-thirds vote of the Board of Directors.

f. **Compensation:** Executive's Officers of the corporation and the Executive portion of the Board of Director's may be reimbursed for expenses upon approval of the Executive Board.

### 7. Article VII. Founder's/Executives of the Board

- a. **Founder's of GEC:** It is to be known that Ralph A. Avallone, Derek Avallone and Peter Esposito are the founder's of the GEC. Each will have an Executive Officers Board position to over see the Officers and Board of Directors as long as GEC is in operation
- b. **Voting:** The Executive Board will always have 3 votes to out swing a 2/3-consensus vote using those votes accordingly. Ether needing 1 or up to 3.
- c. **Membership:** The founder's will not be required to pay yearly dues, but donate as a form of member ship.
- d. **First meeting:** Any founder may stand in proxy of any officer position until the position is filled.

### 8. Article VIII. Meetings

- a. **Board of Director Meetings:** The Secretary shall cause to be mailed to every board member in good standing at his address as it appears in the membership roll book in this organization a notice telling the time and place of such annual, monthly Board of Director and general membership meetings. The Board will meet regularly to conduct business and plan general membership meetings and events. The Board of Directors meets monthly, but may meet more times not fewer, as may be required to address pending GEC business. The Board will meet at whatever time and place it selects; however there is to be majority agreement as to dates, time and general location. Regular meetings of this organization shall be held at **366 Wheat Rd. Vineland, N.J. 08360.**

## **Green Energy Council Bylaws**

b. Attendance: The presence of not less than (3) Three or (50%) percent of the final amount of board members shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser percentage may adjourn the meeting for a period of not more than two (2) weeks from the date scheduled by these By-Laws and the secretary shall cause a notice of this scheduled meeting to be sent to all those board members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

c. General Membership Meetings. GEC holds membership meetings monthly at the place and on the dates decided by the Board of Directors. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at any adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

d. Annual Meeting. The first annual meeting of the Members shall be held on August 13, 2007 as is fixed by the Board, which date shall in no event be held more than thirty (30) days after the organizational meeting of the Board. All annual meetings, thereafter, shall be held on such day and month of the year to be established by the Board.

e. Special meetings: Special meetings of the directors may be called by the President or by two-thirds of the Directors at any time. Notices of such meeting shall be mailed, emailed or faxed to all members at their addresses as they appear in the membership roll book at least two (2) days notice stating the time, place and purpose of any special meeting shall be given to the members of the Board.

f. Notice of Meetings: The Board of Directors must give members a 2 day notice of all special meetings called for the purpose of discussing matters pertinent to significant changes proposed to the organization's governance. The notice must include a description of the business to be discussed.

g. Teleconference Meetings: One or more Directors may participated in a meeting of the Board or any committee thereof by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other.

h. Email Meetings: One or more Directors may participated in a online "email meeting" of the Board or any committee thereof by means of a email or similar communications equipment by which all persons participating in the meeting can understand each other.

i. Voting: The presence of 2/3 consensus of the Board of Director present at the monthly meeting constitutes a quorum. A simple majority of at least a quorum is required on all Board votes.

### **9. Article IX. Nominations and Elections**

a. The Nominating Committee shall prepare a slate of candidates for each board member prior to elections, to be approved by the Board prior to the election announcement at a general membership meeting.

b. The Board of Directors by 2/3 consensus shall vote for and elect the Board for the following Calendar year from a slate of candidates presented by the current Board and supplemented with nominations taken from the Nominating Committee at the general membership meeting prior to the election period. Members in the Nominating Committee good standing can only make nominations for members in good standing that are willing to serve.

c. All nominations for board shall be presented in writing to the Nominating Committee for voting after nominations screening committee has approved the Candidates then the Board of Directors will vote the new candidates for new Board of directors. The written announcement to the Board of Directors from the Nominating Committee shall include a brief description of candidates, voting instructions, and the election closing date. The election period shall be open for a minimum of three weeks, and the closing date shall precede the first general membership meeting of the new fiscal year by at least two months to allow for preparation of a transfer of positions.

d. All positions shall be elected by a majority of the Executive Board and regular Board of Directors that casts a written vote, by mail or electronically. Each member may cast one vote for each open position. A majority of votes cast shall elect.

e. If there is a tie, the election shall be determined by vote of the Board between the tying candidates.

f. The Board of Directors shall elect Officers annually for a term of 24 months.

**Green Energy Council Bylaws**

**10. Article X. Liability and Indemnification**

A director shall not be personally liable for monetary damages as a Director for any action taken, or any failure to take any action unless:

- The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The foregoing provision shall not apply to the responsibility or liability of a Director pursuant to any criminal statute.

The GEC Executive board shall indemnify any person who may be designated from time to time to perform official duties on behalf of GEC. Such persons shall be indemnified by GEC against all expenses and liabilities including counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved, by reason of being or having been an officer, employee, or person acting on behalf of GEC, except in such cases wherein the Officer, employee or person is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled.

**11. Article XI. Dissolution**

GEC status may be revoked by failure to meet standards established by the Executive Board of Directors, or upon the request of the Executive Board of Directors. On the dissolution or liquidation of the GEC, any of its assets remaining after payment of all liabilities shall be distributed by a vote of the Executive Board of Directors to any non-profit corporation or association whose objectives are similar to GEC.

**12. Article XII. Corporate Seal**

The seal of the Board of Directors of the corporation shall match the logo shape of the GEC and shall bear the name of the corporation and the words Unanimous Written Consent of the Board of Directors in Lieu of corporation meeting.

**13. Article XIII. Amendments**

Amendments to these Bylaws may be made at any properly called meeting with a two-week prior notice to the board membership. Amendments shall be adopted upon a two-thirds vote of the membership of the board of directors present and voting. Emergency amendments may be made at any time by a quorum vote of the Executive Board of Directors.

These Bylaws may be altered, amended, repealed or added to by when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

These Bylaws were approved at a meeting of the Executive Board of Directors of the Green Energy Council on **July 10,2007** by the founding members, Officers and newly inducted Executive Board of Directors as authorized by the signatures below.

Signatures Witnessed By:

\_\_\_\_\_  
**Ralph Avallone, President and CEO, GEC**

\_\_\_\_\_  
**Peter Esposito, Vice President and COO, GEC**

\_\_\_\_\_  
**Derek Avallone, Treasurer and CFO, GEC**

\_\_\_\_\_  
**Donna Freas., Notary**