BYLAWS

OF

NH SUSTAINABLE ENERGY ASSOCIATION

DATE

AMENDMENT TO BYLAWS

APPROVED SEPTEMBER 3, 2014
# Bylaws
of
NH Sustainable Energy Association

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Bylaws
of
NH Sustainable Energy Association

DATE

ARTICLE 1

General Provisions

Section 1.1 Name. The name of this corporation shall be NH Sustainable Energy Association and shall herein be referred to as “the Association”.

Section 1.2 Offices. The principal business office of the Association shall be at: 14 Dixon Avenue Suite 102, Concord NH 03301. The Association may also have offices at such other places as the corporation may require.

Section 1.3 Fiscal Year. The fiscal year of the Association shall begin on January 1 and end on the following December 31 of each year.

ARTICLE 2

Statement of Purposes

The purposes of NH Sustainable Energy Association are to promote the use and development of sustainable energy, energy efficiency, green building practices and cleaner transportation in the most effective manner, keeping the end user as our primary consideration, and to promote continuing education, support, and communication about sustainable, clean, and renewable energy. The Association may, as permitted by law, engage in any and all activities in furtherance of, related to, or incidental to these purposes which may lawfully be carried on by a corporation formed under Chapter 292 of the New Hampshire Revised Statues and which are not inconsistent with the Association’s qualification as an organization described in Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code.

ARTICLE 3

Membership

Section 3.1 Membership. Membership may be granted to any person or organization that (i) is interested in and agrees to support the purposes and activities of the Association; (ii) meets any additional criteria established for membership by the Board of Directors; and (iii) pays the Membership dues established by the Board of Directors. The Board may, in its discretion, grant honorary membership to any individual who has rendered outstanding service
to the Association. All persons and entities granted membership in the Association shall be referred to herein collectively as “Members.”

Section 3.2 Membership Dues. The initial and annual dues for all Members (Membership Dues”), the time for paying such dues, and other assessments for Members, if any, shall be determined from time to time by the Board. There will be no dues required of honorary members.

Section 3.3 Member Rights. Each Member in good standing shall have the right to attend any meeting of the Board of Directors; to vote for election of Directors; and to serve as an Officer or Director of the Association.

ARTICLE 4

Board of Directors

Section 4.1 Authority. The business and affairs of the Association shall be controlled and governed by the board of directors, which shall have the right to exercise all powers of the Association as permitted by law. Any action or vote required or permitted by Chapter 292, New Hampshire Revised Statutes, or any other law, rule or regulation to be taken by members shall be taken by action or vote of the same percentage of the board of directors of the Association.

Section 4.2 Composition and Eligibility. The number of directors shall be no less than five. Directors must be Members of the Association and maintain their Membership during their tenure on the Board. The board of directors by resolution may determine the number of directors and the manner by which new directors are nominated and elected or appointed. The executive director of the Association shall serve on the board of directors ex officio with full voting powers.

Section 4.3 Terms of Office. Except as otherwise provided for in these Bylaws, or by motion of the Board, Directors shall serve for a three-year term and may be re-elected by the Members for no more than one additional consecutive term.

Section 4.4 Election. Directors shall be elected by vote of the Members in good standing from a slate nominated by the Board. Voting shall be by mail and/or e-mail ballot, with each Member entitled to cast one (1) vote for each open position on the Board. Ballots for the election of Directors shall be mailed and/or e-mailed to all then current Members in good standing at least thirty (30) days prior to the specified deadline for return. Unless the action of a greater number is required by law, the Articles of Incorporation or these Bylaws, the act of a majority of Members returning ballots by the identified deadline shall constitute a quorum of the Members and shall be deemed an act of the Members.

Section 4.5 Meetings. The board of directors shall hold an annual meeting each year and may elect the time and place for annual and other meetings of the board. Other meetings of the board of directors may be called by the chairman of the board or by one-half of the directors
then in office by delivering notice in writing, of the date, time, place, and purpose of such
meeting, to all directors at least three (3) days in advance of such meeting.

Section 4.6 Quorum and Voting. One-half of the board of directors shall constitute a
quorum for the transaction of business at any meeting of the board. At any meeting of the
board of directors at which a quorum is present, a majority of those directors present shall
decide any matter, unless a different vote is specified by law, the Articles of Agreement, or
these Bylaws.

Section 4.7 Meetings by Telephone. One or more directors may participate in any
annual, regular, or special meeting of the board by means of conference telephone or similar
communications equipment by which all persons participating in the meeting are able to hear
each other at the same time. For purposes of establishing a quorum and duly authorizing board
actions, such participation shall constitute presence in person at such meeting.

Section 4.8 Action Without a Meeting. Any action required or permitted to be taken at
any board meeting may be taken without a meeting if a written consent, setting forth the action
as taken, shall be signed by all of the directors with respect to such subject matter. Such
consent, which may be signed in counterparts, shall have the same force and effect as a vote of
the board of directors.

Section 4.9 Waiver of Notice of Meetings. Whenever any notice of a meeting is
required to be given to any director under the Articles of Agreement, these bylaws, or the laws
of New Hampshire, a waiver of notice in writing signed by the director, whether before or after
the time of the meeting, shall be equivalent to the giving of such notice.

Section 4.10 Committees. The board of directors may create such standing and special
committees as it determines to be in the best interest of the Association. The board of directors
shall determine the duties, powers, and composition of such committees, except that the board
shall not delegate to such committees those powers which by law may not be delegated. Each
such committee shall submit to the board of directors at such meetings as the board may
designate, a report of the actions and recommendations of such committees for consideration
and approval by the board of directors. Any committee may be terminated at any time by the
board of directors.

Section 4.11 Compensation. Directors shall not receive any salaries for their services
as such on the board, but directors shall not be precluded from serving the Association in any
other capacity and receiving reasonable compensation, subject to then-current New Hampshire
law regarding conflicts of interest.

Section 4.12 Resignation. Any director may resign by delivering a written resignation
to the Association at its principal office or to the chairman or secretary. Such resignation shall
be effective upon receipt unless it is specified to be effective at some later time.
Section 4.13 Removal. Any director may be removed, with or without assignment of cause, by a vote of two-thirds of the entire board of directors at any meeting of the board of directors. No member of the board shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the director whose removal is sought.

Section 4.14 Vacancies. Any vacancy occurring in the board of directors due to death, resignation, removal, or disqualification of a director shall be filled by the majority vote of the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

ARTICLE 5

Officers

Section 5.1 Officers. The officers of the Association shall be a chair, vice-chair, treasurer, and secretary of the board of directors, an executive director of the corporation serving ex officio, and such other officers as may be elected in accordance with the provision of this Article.

Section 5.2 Election. The officers of the corporation shall be elected annually by the board of director at the annual meeting. Each officer shall hold office until a successor shall have been elected and qualified.

Section 5.3 Vacancies. A 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 5.4 Removal. Any officer may be removed, with or without assignment of cause, by a vote of one-half of the entire board of directors at any meeting of the board of directors. No officer shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the officer whose removal is sought.

Section 5.5 Chair. The chair shall preside at all meetings of the board of directors. The chair, or other proper officer or agent of the Association authorized by the board directors, may sign any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed. The chair shall perform all duties as may be prescribed by the board of directors from time to time.

Section 5.6 Vice-Chair. The vice-chair shall assist the chair in the discharge of the duties of chair as the chair may direct and shall perform such other duties as may be assigned from time to time by the chair or the Board. In the absence of the chair or in the event of the chair’s inability or refusal to perform his or her duties, the vice-chair shall perform the duties of the chair and, when so acting, shall have all the powers of the chair.
Section 5.7 Treasurer. The treasurer, or other proper officer or agent of the Association authorized by the board of directors, shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipt for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the board of directors; and in general perform all of the duties incident to the office of treasurer and such others as may from time to time be assigned by the board of directors.

Section 5.8 Secretary. The secretary shall keep the minutes of the meetings of the board of directors in one or more books provided for that purpose; ensure that all notices are given in accordance with the provisions of these bylaws; be custodian of the corporate records; and in general perform all such duties as may from time to time be assigned by the board of directors.

Section 5.9 Executive Director. The executive director, as appointed by and subject to the direction of the board of directors, shall act as the chief executive officer of the corporation and shall have such additional duties and powers as the board of directors may designate.

ARTICLE 6

Corporate Transactions

Section 6.1 Contracts. The board of directors may authorize any officer or officers, agent or agents of the Association 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 Association, and such authority may be general or confined by specific instances.

Section 6.2 Indebtedness. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Association, shall be signed by such officer or agent of the Association as from time to time may be determined by the board of directors. In the absence of such determination of the board, such instruments shall be signed by the treasurer of the Association.

Section 6.3 Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the board of directors shall select.

Section 6.4 Contributions. The board of directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.
ARTICLE 7

Books and Records

The Association shall keep at the principal office of the Association correct and complete books and records of account; minutes of the proceedings of the board of directors; and a register of the names and addresses of the directors of the Association. All books, and records of the Association may be inspected by any director, or agent or attorney thereof, for any proper purpose at any reasonable time.

ARTICLE 8

Restrictions on Activities

Notwithstanding any other provisions of these bylaws, no director, officer, employee, agent or any other representative of the Association shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken by an organization exempt under section 501(c) (3) of the Internal Revenue Code as it now exists or may hereafter be amended, or any corresponding section of any future tax code.

ARTICLE 9

Dissolution

In the event of dissolution of the Association, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the Association to the extent assets of the Association permit, dispose of all the assets of the Association exclusively for the purposes of the Association, as the board of directors shall determine, in such manner as required by section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future Untied States Internal Revenue law) and in accordance with the Revised New Hampshire Statutes.

ARTICLE 10

Personal Liability

No officer or director of the Association shall be personally liable to the Association for monetary damages for or arising out of a breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by applicable law (i) for a breach of the director’s duty of loyalty to the Association, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the officer or director derived an improper personal benefit.
Unless otherwise expressly authorized by the Board, pursuant to RSA 508:16, the
directors and officers shall not be liable for bodily injury, personal injury and property damage
if the claim for such damages arises from an act committed in good faith and without willful or
wanton negligence in the course of an activity carried on to accomplish the purposes of the
Association.

ARTICLE 11

Indemnification

The Association shall, to the extent legally permissible, indemnify each person who
may serve or who has served at any time as a officer, director, or employee of the Association
against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines,
excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such
person in connection with any threatened, pending or completed action, suit or proceeding in
which he or she may become involved by reason of his or her service in such capacity;
provided that no indemnification shall be provided for any such person with respect to any
matter as to which he or she shall have been finally adjudicated in any proceeding not have
acted in good faith in the reasonable belief that such action was in the best interests of the
Association; and further provided that any compromise or settlement payment shall be
approved by a majority vote of a quorum of directors who are not at that time parties to the
proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors
and administrators of persons entitled to indemnification hereunder. The right of
indemnification under the Article shall be in addition to and not exclusive of all other rights to
which any person may be entitled.

This Article constitutes a contract between the Association and the indemnified officers,
directors, and employees. No amendment or repeal of the provisions of this Article which
adversely affects the right of an indemnified officer, director, or employee under this Article
shall apply to such officer, director, or employee with respect to those acts or omissions which
occurred at any time prior to such amendment or repeal.

ARTICLE 12

Conflicts of Interest

Any possible conflict of interest on the part of any member of the Board, officer or
employee of the Association shall be disclosed in writing to the Board and made a matter of
record through an annual procedure and also whenever the interest involves a specific issue
before the Board. Where the transaction involving a board member or officer exceeds five
hundred dollars ($500) but is less than five thousand dollars ($5,000) in a fiscal year, a two-
thirds vote of the disinterested directors is required. Where the transaction involved exceeds
five thousand dollars ($5,000) in a fiscal year, a two-thirds vote of the disinterested directors
and publication as required by RSA 292 is required. The minutes of the meeting shall reflect
that a disclosure was made, the abstention from voting, and the actual vote itself.
Every new member of the Board will be advised of the conflicts of interest policy upon entering the duties of his or her office, and shall sign a statement acknowledging an understanding of, and agreement to, this policy. The Board will comply with all requirements of New Hampshire law in this area and the New Hampshire requirements are incorporated into and made a part of this policy statement.

ARTICLE 13

Tax-Exempt Status

These Bylaws of the Association shall at all times be so construed and limited as to enable the Association to qualify and to continue qualifying as a nonprofit corporation duly organized and existing pursuant to the provisions of Chapter 292 of the Revised Statutes Annotated of the State of New Hampshire, as amended, and as a tax-exempt charitable organization organized and operated for any purpose for which an organization may be exempt pursuant to the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE 14

Amendments to Bylaws

Section 14.1 Amendments. Article 2 of these bylaws, containing the statement of purposes of the Association, and this Article 14 may be amended only upon a two-thirds vote of the entire board of directors. All other Articles of these bylaws may be amended by a majority vote of the entire board of directors.

Section 14.2 Notification of Change. Any amendments to the bylaws approved by the Board shall be posted on the Association’s website within ten (10) days of the effective date of the amendment.

(End of Bylaws)