

This Chapter Bylaws conforms to AEE's purposes. If the chapter adopts this form, its Bylaws will not need approval by the AEE Board of Directors. However, if this form is modified, the modifications will need approval. **Please note where modifications have been made before submitting to the AEE Board of Directors.**

The Chapter is responsible for ensuring that the AEE headquarters office in Atlanta receives a copy of the Chapter's most recent Bylaws.

(Revised Nov 2017)

BYLAWS OF THE

PACIFIC NORTHWEST

(Chapter Name)

OF THE ASSOCIATION OF ENERGY ENGINEERS®

Article I - Name

Section 1. The name of the chapter shall be the Pacific Northwest Chapter.

Section 2. The chapter may have such officers as may from time to time be designated by the Board of Directors.

Article II - Definition

Section 1. The term "Energy Industry" or "Industry" includes but is not limited to activities involved in energy utilization, conservation of energy sources and services.

Section 2. The term "Association" means Association of Energy Engineers with which this chapter is affiliated.

Section 3. The term "good standing" means a member of the Association of Energy Engineers who has paid dues within sixty (60) days of their renewal date.

Article III - Purposes

The purposes of this Association shall be:

Section 1. To promote the scientific and educational interests of those engaged in the energy industry.

Section 2. To foster cooperative action in advancing by lawful means the common purposes of its members, and promote activities designed to enable the industry to be conducted with the greatest economy and efficiency.

Section 3. To afford due consideration to and expression of opinion upon questions affecting the industry and to hold meetings for the presentation and discussion of technical papers.

Section 4. To cooperate with other industries and organizations.

Section 5. To conduct or engage in all lawful activities in furtherance of the foregoing purposes or incidental thereto.

Section 6. To affiliate with and promote the objectives of the Association of Energy Engineers.

Article IV - Membership

Section 1. A member of the chapter is encouraged to become a member of the Association of Energy Engineers and is entitled to a 50% discount on the first year's membership fee.

Section 2. Duration of membership and resignation. Membership in this chapter may terminate by voluntary withdrawal as herein provided, or otherwise in pursuance of these bylaws. All rights, privilege, and interests of a member in or to the chapter shall cease on the termination of membership. Any member may, by giving written notice of such intention, withdraw from membership.

Section 3. Suspension and expulsion. Any member may be suspended or terminated for cause. Sufficient cause for such suspension or termination of membership shall be violation of the bylaws or any lawful rule or practice duly adopted by the chapter, or any other conduct prejudicial to the interests of the Association or the chapter as determined by a two-thirds vote of the Board of Directors.

Section 4. Voting. Members shall have voting rights for those items brought before them by the Board of Directors or by a properly approved motion from the floor.

Section 5. The Board of Directors may want to include various local grades, i.e. Affiliate member, Student, Retired.

Article V - Dues

Section 1. The annual dues for each member of the chapter shall be determined by the Board of Directors.

Section 2. Members who fail to pay their chapter dues within thirty (30) days from the time the same become due shall be notified by the secretary. In the case where payment is not made within the next succeeding thirty (30) days the member shall be dropped from the rolls and thereupon forfeit all rights and privileges of chapter membership. Reinstatement will be considered upon request of a member and for good cause shown.

Article VI - Meetings

Section 1. Annual. There shall be an annual meeting of the chapter during the month of **November**, unless otherwise ordered by the Board of Directors, for election of officers. Notice of such meeting, signed by the secretary, shall be mailed or e-mailed to the last recorded address of each member at least thirty (30) days before the time appointed for the meeting.

Section 2. Regular. Regular meetings of the chapter shall be held on the **NA** of each month. If meetings are not held each month, a minimum of three meetings must be held during the year. Notice of time and place shall be mailed or e-mailed to each member at their last recorded address at least ten (10) days in advance of each meeting.

Section 3. Special -Special meetings of the chapter may be called by the president. Notice of any special meeting shall be mailed or e-mailed to each member at **their** last recorded address at least ten (10) days in advance, with a statement of time and place and information as to the subject or subjects to be considered.

Section 4. Quorum. Ten percent (10%) of chapter members in good stand present at any meeting of the chapter shall constitute a quorum, and, in case there be fewer than this number, the presiding officer may adjourn the meeting from time to time until a quorum is present. In the absence of a quorum, chapter officers are empowered to act for the chapter.

Section 5. The order of business may be as follows:

1. Call to order
2. Reading of minutes of previous meeting
3. Communications or letters
4. Reports of officers
5. Reports of committees
 - a. Standing
 - b. Special
6. Meeting agenda
7. Old business
8. New business
9. Adjournment

Section 6. The order of business may be altered or suspended at any meeting by a majority vote of the members present.

Article VII - Board of Directors

Section 1. The Board of Directors shall have supervision, control and direction of the affairs of the chapter.

Section 2. The Board shall be composed of the chapter's president and president-elect, vice-president, secretary, treasurer, and chair of the standing committees.

Section 3. Board Meetings. Except that the Board shall have a regular meeting at the time and place of the annual meeting, the Board shall meet upon call of the President at such times and places as **they** may designate.

Section 4. Quorum. A majority of the whole Board shall constitute a quorum at any meeting of the Board. Any small number may adjourn from time to time until a quorum be present.

Section 5. Absence. If a director is absent from three (3) consecutive meetings for reasons which the Board has failed to declare to be sufficient, **their** resignation shall be deemed to have been tendered and accepted.

Section 6. Compensation. Directors as such shall not receive any compensation for their services. The Board may by resolution authorize reimbursement of expenses incurred in the performance of their duties.

Section 7. Resignation or removal. Any director may resign at any time by giving written notice to the president, the secretary, or to the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the president or the Board.

Section 8. Vacancies. Any vacancies that may occur on the Board by reason of death, resignation, or otherwise may be filled by the remaining members of the elected officers for the unexpired term.

Article VIII - Officers

Section 1. The elected officers of this chapter shall be a president and president-elect, one (1) vice president, a secretary, and a treasurer. The candidates shall be nominated prior to the annual meeting, and the officers elected by the chapter during the chapter's annual meeting. Election shall be by ballot where a majority of the votes cast shall elect the officers, provided there is quorum present.

Section 2. Elected officers shall take office thirty (30) days after election and serve for a term of one year effective the first of each year and until their successor is duly elected. Officers may serve more than one year at the discretion of the Board of Directors.

Section 3. Vacancies in any elected office may be filled for the balance of the term. Election can be held at any regular or special meeting where a quorum is present.

Section 4. President. The president shall be the principal elective officer of the chapter, shall preside at meetings of the chapter and of the Board of Directors. They shall be a member ex-officio, with right to vote, of all committees and of the nominating committee.

Section 5. Vice President. The vice presidents may be delegated by the president to perform their duties in the event of the president's temporary disability or absence from meetings. They shall have such other duties as the president of the Board may assign.

Section 6. Treasurer. The Treasurer shall keep an account of all monies received and expended for the use of the chapter and shall make disbursements authorized by the Board and approved by the president and such other officers as the Board may prescribe. They shall deposit all sums in the bank, or trust company, approved by the Board of Directors, and shall make a report at the annual meeting or when called upon by the president. Funds may be drawn only upon the signature of the treasurer or president or both as prescribed by the Board of Directors. The treasurer, with the approval of the Board, may appoint one or more assistant treasurers to perform such duties as the treasurer may assign.

Section 7. Secretary. The Secretary's duties shall be to give notice of and attend all meetings of the chapter, to keep a minutes of all proceedings, to attest documents and perform such other duties as are usual for such official or as may be duly assigned to them.

Section 8. Standing Committee Chair. Duties shall be reviewed by the outgoing chair with the newly elected chair.

Article IX - Committee

Section 1. The president, subject to the approval of the Board of Directors, shall annually appoint such standing and special subcommittees as may be required by the bylaws or as they may find necessary.

Section 2. Nominations Committee. During the month of September of each year, the Board of Directors shall appoint a nominating committee of three (3) persons to nominate candidates for office. The committee shall notify the secretary, in writing, at least thirty (30) days before the date of the annual meeting, of the names of the candidates it proposes, and the secretary shall mail or e-mail a copy thereof to the last recorded address of each member at least twenty (20) days before the annual meeting.

Section 3. Independent Nominations. Nominations for elected office may also be made by members of the chapter if received by the secretary thirty (30) days prior to the annual meeting.

Article X - Mail or E-Mail Vote

Section 1. Whenever, in the judgment of the Board of Directors, any question should be put to a vote of the active membership, and when it deems it inexpedient to call a special meeting for such purpose, the directors may send such a matter to the membership in writing by mail or e-mail for vote and decision, and the question thus presented will be determined according to a majority of the votes received by mail or e-mail within thirty (30) days after such submission to the membership. Any and

all action taken in pursuance of a majority mail or e-mail vote will be reviewed at a duly appointed meeting.

Article XI - Fiscal Year

The fiscal year shall commence on the first day of January and shall end on the last day of December.

Article XII - Seal

The chapter shall have a seal of such design as the Board of Directors may adopt.

Article XIII - Indemnification

The chapter may, by resolution of the Board of Directors, provide the indemnification of the chapter of any and all of its directors or officers or former directors or officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been directors or officers of the chapter, except in relation to matters as to which such director or officer shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

Article XIV - Use of Chapter Funds

The chapter shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of the chapters.

Article XV - Amendments

The authority to make amendments shall be vested in the Board of Directors, subject to the approval of the members in good standing at a special or regular meeting and the Association Board of Directors.

Article XVI - Authorization

Section 1. The chapter shall not enter into any contracts binding the Association without prior written approval of the Association Board of Directors. It shall be understood that the chapter is an extension of the Association and members shall act accordingly. The chapter must seek specific approval for the use of the Association of Energy Engineers' name in written approval of the Association Board of Directors.

Section 2. No members of the chapter shall enter into any contracts in the name of the chapter in dealings with others without the written consent and authorization of the chapter's Board of Directors.

Section 3. The chapter shall cooperate with the Association of Energy Engineers in compliance with its request for reports on activities, meetings and budgets.

Article XVII - Dissolution

Section 1. If a Chapter does not file as annual Chapter Operations Report, or if a Report is filed but reveals that the Chapter has not met these minimum requirements to remain a Chapter in good standing:

1. A minimum of three meetings the previous year,
2. A minimum of ten AEE members in good standing,
3. All Chapter officers AEE members in good standing,

the Chapter will be notified that it may be granted a period of six months to come into compliance, provided a written request to be allowed to do so is submitted by one or more Chapter members. If no such request is received, the Chapter shall be dissolved. If a request is received and granted, the Chapter shall be considered on probation. If at the end of the probationary period, satisfactory progress is being made without yet reaching the minimum requirements, an extension of another six months may be requested. If no extension is requested, the Chapter shall be dissolved. If an extension is granted and at the end of the extended probationary period, the Chapter still has not come into compliance, the Chapter shall be dissolved. When a Chapter is dissolved, that Chapter's name shall be removed from the official roster of AEE Chapters, including the Chapters listing on the AEE website. If the Chapter does come into compliance, its probation status will be removed and it shall be declared a Chapter in good standing. The probation status will be an internal, not a public, designation.

Section 2. Dissolution of the chapter shall be by a unanimous vote of the Board of Directors. Upon dissolution, the chapter shall notify the Association of Energy Engineers and pay all outstanding debts. Any fund balance shall be forwarded to the Association of Energy Engineers or to the AEE Foundation.

I, Mark Nieman, certify that I am the current elected and acting President of the
Print Name Print Office

Pacific Northwest Chapter, and the above bylaws are the bylaws of this chapter as adopted by
Print Chapter Name

the Chapter's Board of Directors.

EXECUTED on this 17th day of Sept., 2020.