

BYLAWS
of the
MID-ATLANTIC SOLAR ENERGY INDUSTRIES ASSOCIATION, INC.
A chapter of the Solar Energy Industries Association

ARTICLE I - NAME, LOCATION AND RELATIONSHIP TO SEIA

Section 1: Name

The name of this Chapter shall be the Mid-Atlantic Solar Energy Industries Association, Inc., a non-profit organization in the State of New Jersey. This Chapter is to be a duly constituted Chapter of the Solar Energy Industries Association, Inc.

Section 2: Offices

The principal offices of the Chapter shall be at such place as the Board of Directors may designate within the State of New Jersey.

Section 3: Relationship to SEIA

(a) This Chapter of SEIA shall consist of not less than ten (10) members. There are no limitations as to other types of membership in the organization.

(b) This Chapter may issue public statements in its own name. However, this Chapter shall issue no public statements purporting to have the approval of SEIA without first obtaining the written consent of the President or Executive Vice President of SEIA, except in the case of a direct quotation of an officially adopted and published statement of policy or other official document of SEIA.

(c) To facilitate the liaison between this Chapter and the national SEIA, this Chapter shall appoint a representative as the Chapter's liaison officer to function as the principal contact with the national office.

(d) The Bylaws of this Chapter shall not be inconsistent with the national Association's Bylaws. Upon being notified of a change in SEIA's Bylaws, the Chapter shall, if necessary, amend these Bylaws accordingly.

ARTICLE II - OBJECTIVES

Section 1: Scope

The objectives of the Chapter subscribed to by its members are regional in scope and generally supportive of the federal policy objectives of the Solar Energy Industries Association, Inc.

Section 2: Objectives

(a) To encourage and advance, through cooperative effort of participants in the solar industry of the application and public understanding of solar energy.

(b) To provide cooperation and liaison with other persons, organizations and institutions having an interest in the utilization of solar energy in a constructive and beneficial manner.

(c) To cooperate in and contribute towards an increased and broad understanding of the benefits and diversified applications of solar energy.

(d) To engage in any lawful activities that will encourage the efficient and economic progress of the solar

industry and participate in the effort to inform the public of the advantages of solar such as:
Collecting and disseminating trade statistics and other useful information;
Carry on and assist in research investigations and experiments;
Conduct conferences and produce publications;
Conduct trade promotional activities.

(e) To voluntarily extend assistance, financially or otherwise, and cooperate with organizations in the public and private sectors who are presently engaged in or interested in participating in solar activities and are in accord with the objectives and purposes outlined in the Bylaws.

ARTICLE III - DEFINITIONS

Whenever used in these Bylaws, the word Association shall mean the Solar Energy Industries Association, Inc. The word Chapter shall mean the Mid-Atlantic Solar Energy Industries Association, Inc. The term solar as used here, shall be defined as any device or operation which utilizes energy derived from the sun.

ARTICLE IV - MEMBERSHIP

The membership of this Chapter shall be composed of the categories of membership specifically mentioned herein and any other categories of membership that may, from time to time, be prescribed by the Board of Directors.

Section 1: Regular Members (Voting)

Membership in the Mid-Atlantic SEIA shall be open to corporations, sole proprietorships and partnerships engaged in renewable energy and allied businesses. Each such entity shall have one vote. Such members shall be accorded full rights and privileges of membership in the Association, including the right to vote, hold office and to chair committees.

Section 2: Associate Members - (Non-Voting)

An individual or organization who has an ancillary interest in solar energy, but which does not directly participate in solar as a commercial venture. The rights and privileges of the associate member are limited to non-voting participating on committees, participation at Association meetings at member rates and receipt of normal communications of the Association.

Section 3: Resignation

A member may resign at any time. Such resignation shall be in writing, addressed to the Board and delivered to the Chapter office and shall become effective at the time of receipt, or at a latter time as may be designated. Such resignation shall not be interpreted to relieve the member resigning from the payment of dues, assessments or other charges accrued if unpaid at the time of resignation.

Section 4: Disqualification

Should a member at any time cease to meet membership qualifications, as defined in Article IV, Sections 1-3, membership may be terminated by a vote of the majority of the Board of Directors holding office at that time.

Section 5: Suspension or Termination

A membership may be suspended or terminated for violation of these Bylaws, or for conduct prejudicial to the interests of SEIA or this Chapter. Suspension or termination shall be considered at a duly

constituted meeting of the Board, and implemented by a vote of the majority of the Directors then holding office. At least fifteen (15) days before the meeting, the Secretary shall send to the member who is being considered for suspension or termination a notice of such meeting, together with a statement of charges by registered mail. Such member shall have the right to appear or be represented at said meeting. If suspended or terminated under this Section, the affected member may, within (15) days after notification of the Board's decision, file with the national Association's office a written appeal. Upon receipt of such an appeal, the Secretary shall promptly send to the Board of Directors, the appeal and a statement containing the reasons for the Board's action with a ballot for the members of the Board to sustain the Board's action. Votes received by the Chapter's office within thirty (30) days after issue shall be counted. The Board of Directors may reinstate a member without prejudice by a majority vote.

ARTICLE V - DUES AND FISCAL YEAR

Section 1: Dues

The annual dues of this Chapter shall be determined by the Board of Directors.

Section 2: Dues Delinquency

If a member is in arrears for more than ninety (90) days in the payment of dues, that member's rights in the Chapter shall cease upon notice from the Treasurer.

Section 3: Fiscal Year

The fiscal year of the Chapter shall be the calendar year commencing January 1 and ending December 31 of each year. An audit of the financial books and records may be made annually by a certified public accountant appointed by the Board or by an audit committee consisting of at least three members of the Chapter.

ARTICLE VI - MEETINGS OF THE MEMBERSHIP

Annual and special meetings shall be held at such places and at such times as the Board may deem appropriate

Section 1: Annual Meeting

During each fiscal year there shall be an annual meeting of the membership for the purpose of receiving committee reports and for the transaction of regular business of this Chapter. At least thirty days before the meeting, a notice of such meeting must be electronically sent via email to the membership and announced on the website.

Section 2: Special Meetings

Special meetings of the membership may be called by the Board of Directors at any time or may be called by the President upon written request of twenty percent (20%) of the corporate membership. The business to be transacted at such a meeting shall be stated in a notice to be written or electronically mailed to the membership at least ten (10) days in advance of such special meeting.

Section 3: Quorum

At least twenty percent (20%) of the corporate membership entitled to vote shall constitute a quorum at any annual or special meeting and appearing in person.

Section 4: Parliamentary Procedure

Unless otherwise provided, the vote of the majority shall prevail, provided that a quorum is present. Robert's Rules of Order shall govern all debates, when not in conflict with these Bylaws. On request any

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motions or resolutions offered at any meeting shall be furnished to the Secretary in writing before the question is presented.

Section 5: Chairman

The President shall serve as Chairman and preside at all membership meetings. In the absence of the President, a Director may temporarily assume the chair and invite a resolution nominating a Chairman of the meeting from among the Directors present.

ARTICLE VII - VOTING

Section 1: Representation

Each regular member, through its designated Voting Representative shall be entitled to vote upon all matters presented to the membership of the Chapter.

Section 2: Mail Vote

Whenever, in the judgment of the Board of Directors, a question arises which it believes should be put to vote by the active membership but does not warrant the necessity of a special meeting, the Directors may, unless otherwise required by these Bylaws, submit the issue to the membership in writing for a vote by mail, including physical mail or electronic mail. The question thus presented shall be determined according to a majority of the votes received by mail within ten (10) days after such submission to the membership, provided that in each case votes are received from at least twenty-five percent (25%) of the corporate membership. Any and all action as a result of the majority mail vote shall in each instance be binding upon this Chapter in the same manner as would be action taken at a duly called meeting.

ARTICLE VIII - BOARD OF DIRECTORS

Section 1: Authority and Responsibility

The governing body of the Chapter shall be its Board of Directors, which is merged with the Officers per Article IX Section 4. The Board shall maintain supervision, control and direction of the affairs of the Chapter, its committees and publications. It shall also determine the general policies, actively promote the Chapter's objectives and supervise the disbursement of the Chapter's funds and actions as necessary for the conduct of its business.

Section 2: Composition, Nomination and Election of the Officers/Directors by the Membership

The number of Directors to be elected to the Board shall be between nine and 11 members. The composition of which is six officers as stated in Article IX section 1, and three to five "At-Large" Directors. At least twenty (20) days prior to the first annual meeting following the adoption of these Bylaws, requests for nominations for Directors to the Board shall be sent to the membership by the President or Executive Director or Association Administrator. Directors shall be elected by the general membership by ballot, which may be physical or electronic. A list of candidates shall be sent to the voting membership by the Secretary or designee at least fifteen (15) days prior to the annual meeting, together with biographical information on each candidate. Polls shall be closed for mail ballots at the time of conclusion of voting at the Annual Meeting. Those candidates receiving the largest number of votes cast and attested to by a special committee of at least three other members appointed by the President shall be deemed elected, and the results shall be made known to the membership as soon as possible. Annually thereafter, the election shall be repeated.

Section 3: Terms of Office for Directors

The term of office for all officers shall be one year. The term of office for all at-large directors shall be two years. Term of office shall commence at the time of the annual meeting. Directors are eligible for re-

election.

Section 4: Meetings and Quorum

The Board of Directors shall hold at least one meeting per year other than that which shall be held during the annual meeting and may hold such other meetings at such places and at such times as may be directed by the Board. A majority of the Directors shall constitute a quorum.

Section 5: Conference Call Meetings

Members of the Board or any committee designated by the President may participate in any meeting of the Board or a Committee by a conference call. Participation in such meeting pursuant to this section shall constitute presence in person at such meeting.

Section 6: Absences

Any member of the Board who is unable to attend a meeting shall contact the Chapter's office and state the reasons for absence. If a Director is absent for three or more monthly meetings during a calendar year, this seat on the Board may be considered vacant upon majority vote of the board. The provisions of this section are for regularly scheduled Board meetings only and shall not apply to meetings called with less than fifteen (15) days-notice.

Section 7: President

The President shall preside at the meetings of the Board. In the absence of the President, a Vice President chosen by the Directors shall act as President. In the absence of the President and a Vice President, any Director may assume the presidency and invite a resolution nominating a president for the meeting from among the Directors present.

Section 8: Vacancies, Resignations and Removal

In case of a Board vacancy, the office shall be filled for the remainder of that term by appointment of the President with confirmation by a majority vote of the Board.

A Director may resign at any time. Such resignations shall be in writing and shall take effect at the time specified by the Director; or, in the event that no particular time is specified by the resigning Director, the Board of Directors may indicate a specific time. If at any time a board member is no longer employed by a member company, he/she will have a 90 day grace period to align with a member company as to not disrupt board service through a forced resignation.

A Director's term may be terminated when sufficient cause exists for such termination, including a Director's absence from the activities and/or purposes of the industry or Association. The Board of Directors may make charges against any Director. A Director may be represented by counsel upon any removal hearing. The decision of the Board shall be final and binding. The Board of Directors shall take such action according to its discretion, not contrary to law, and which it considers necessary for the interest of the Association.

ARTICLE IX - OFFICERS' TERMS, DUTIES AND RESPONSIBILITIES

Section 1: Officers' Terms

The officers of the Chapter shall be a President, a Secretary, a Treasurer, and three Vice-Presidents - one each for the states of New Jersey, Pennsylvania, and Delaware. The officers of the Chapter shall be elected by the membership. All officers shall serve a one year term and shall be eligible for re-election.

Section 2: Duties and Responsibilities of the Officers

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President: The President shall preside at all meetings of members of the Chapter, meetings of the Board of Directors, and meetings of the Executive Committee; he shall act as spokesman for the Chapter.

Vice Presidents: The Vice Presidents shall be responsible for the orderly and businesslike conduct of business assigned to them by the President, and shall bear primary responsibility for conducting the business pertaining to their state of the State Divisions

Secretary: The Secretary shall be the custodian of the seal and records of the Chapter and shall perform such duties and exercise such powers as may be prescribed by the Board or President. The routine duties of the Secretary may be delegated in whole or in part to the administrative staff.

Treasurer: The Treasurer shall be familiar with the financial policies, investment policies and accounting procedures, and control the financial reporting of the Chapter. The Treasurer shall consult with the staff executive and independent auditors on such matters as he deems desirable in order to make a full and complete report at such times as the Board of Directors may desire.

Section 3: Administration and Management

The administration and management of the Chapter may be in a salaried staff head, employed or appointed by, and directly responsible to, the Board of Directors. This person shall have the title of Executive Director or such other title as the Board shall from time to time designate. This person shall coordinate all activities of the Chapter and perform such other services as may be assigned to him by the Board. He/she shall employ and may terminate the employment of members of the staff as may be necessary to carry out the work of the Chapter.

Section 4: Consolidation of Board and Officers

For reasons of operating efficiency, the functions and powers of the Board of Directors and the Officers of the Chapter, as described in Articles VIII and IX respectively, shall be consolidated into a single governing body. The resulting merged body may be referred to as the "Board of Directors" or "Officers" synonymously, and will hold all authority, responsibilities, and obligations of the original bodies as defined in Articles VIII and IX. Individual members serving on the consolidated body may be referred to as "Officers" or "Directors" synonymously during their term of office. The Officers will be elected on an annual basis in accordance with the rules set for Officers, and will serve a one year term commencing with the annual meeting. Management of membership, vacancies, and terminations to the merged body will be according to the rules defined for the Board of Directors in Article VIII.

ARTICLE X - COMMITTEES

Section 1: Standing Committees

There shall be the following standing committees of the Chapter: Executive, Policy, Membership, and Program Committee.

Section 2: Executive Committee

Committee Position: The Executive Committee shall consist of the officers of the Association then in office and may include a past President upon resolution by the Board of Directors.

Authority: The Executive Committee shall have and exercise all the authority granted to the Board of Directors, except the right to adopt or amend the Bylaws or the Articles of Incorporation.

Section 3: Appointment of other Committees

The President, subject to the approval of the Board of Directors, may annually create committees or

subcommittees as may be desired, or as he or the Board may find necessary.

ARTICLE XI - SEAL

The Chapter shall have a seal containing the name of the Association and the place and year of incorporation, which shall be in the custody of the Secretary or his designee.

ARTICLE XII - DISSOLUTION

In the event of the dissolution or final liquidation of the Chapter the Board shall, after paying or making provision for the payment of all the liabilities of the Chapter, dispose of all the assets of the Chapter exclusively for the purposes of the Solar Energy Industries Association in such manner, or to such other organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organization under Section 501 (c) of Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board shall determine. The Board of Directors shall have no power to amend, rescind, alter or repeal any provision of this Article.

ARTICLE XIII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Insofar as permitted by law, the Chapter shall indemnify and save harmless each Director or Officer, now or hereafter serving the Chapter whether or not then in office, except in relation to matters in which such Director or Officer shall have been guilty of gross negligence or bad faith, from and against any and all claims, liabilities, penalties, forfeitures and fines, to which he may be or become subject by reason of his becoming a Director or officer of the Chapter, including the cost of reasonable settlements made with the approval of a majority of the Directors of the Chapter (other than those involved) even though less than a quorum. In addition, he shall reimburse each Director or officer for all legal or other expenses reasonably incurred in the defense of such proceedings to enforce or collect any such claim, liability, penalty, forfeiture or fine, or shall assume the burden of such defense, whichever the Chapter shall elect to do.

The foregoing rule of indemnification shall not be exclusive of other rules to which any such person may, nor hereafter be entitled to, as a matter of law, and shall also apply to duly appointed Chairmen of Committees, Counsel for the Chapter and the Executive Vice President of the Chapter.

ARTICLE XIV - STATE DIVISIONS

The members of each of the States which form the Mid-Atlantic Solar Energy Industries Association shall be entitled to form a Division of the Association in order to carry out such business which is related to the business of the Association and unique to that State. The State Divisions shall use the name (name of State) Solar Energy Industries Association (e.g., Pennsylvania Solar Energy Industries Association) on their letterhead, public communications, and the like, and use the Association's chapter logo as their logo.

ARTICLE XV - MISCELLANEOUS

Section 1: Non-Profit Character, Non-Liability of Members

This Chapter does not afford any pecuniary gain, incidentally or otherwise, to its members. There shall

be no personal liability of members for Chapter obligations.

Section 2: Power to Acquire and Hold Property

The Chapter shall be authorized to acquire by grant, gift, purchase, devise, bequest, and to hold and dispose of such property as the Chapter shall require, subject to such limitation as may be prescribed by law, for the benefit of the members and not for pecuniary profit.

Section 3: Contracts, Checks, Deposits and Funds

Contracts. The Board may authorize its Executive Vice President, any Officer or Officers, agent or agents of the Chapter, in addition to the officer 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 Chapter. Such authority may be general or confined to specific instances.

Checks, Drafts, etc. All checks, drafts or orders for payment of money, notice of other evidence of indebtedness issues in the name of the Chapter shall be signed by such Officer (s) or agent (s) of the Chapter and in such manner as shall from time to time be determined by resolution by the Board.

Deposits. All funds of the Chapter shall be deposited from time to time to the credit of the Chapter at such bank or trust company or other depositories as the Board may select.

Section 4: Bonding

The Treasurer and/or the Executive Vice President and any other person entrusted with the handling of funds or property of the Chapter may, at the discretion of the Board, furnish at the expense of the Chapter, a fidelity bond approved by the Board at such sum as the Board shall prescribe.

ARTICLE XVI - AMENDMENTS TO THE BYLAWS AND ARTICLES OF INCORPORATION

Section 1: By the Membership

These Bylaws may be altered, amended or repealed by a majority of the voting members of the Chapter present and voting at any duly called meeting of members, provided that copies of any proposed amendments be electronically mailed at least ten(10) days before the date of such meeting. The ten(10) day notice may be waived at a duly called meeting provided the members attending vote by a two-thirds majority that the amendment is procedural in nature and/or is necessary to the efficient and expedient conduct of the business of the Chapter

Section 2: By the Board of Directors

Subject to the rights of the membership to adopt, amend, or repeal these Bylaws as provided in Article XV, Seal, the Board of Directors may adopt or amend any of these Bylaws unless specifically stated otherwise.

Section 3: Amendments to the Articles of Incorporation

Should an amendment to the Articles of Incorporation be deemed necessary, the Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at an annual or special meeting of the members of the Chapter. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Voting Member within the time and in the manner set forth in these Bylaws for notice and proposed due date shall be forwarded to Solar Energy Industries Association national office. The proposed amendment shall be adopted upon receiving the affirmative vote of at least two-thirds of the votes entitled to be cast by members present or represented by proxy at such meeting. If the proposed amendment is adopted, the Board shall direct that Articles of Amendment be executed and filed in accordance with the laws of New Jersey.

ARTICLE XVII - EFFECTIVE DATE OF BYLAWS

These Bylaws shall become effective and in force at the time of their acceptance by the Board of Directors.