



## **BYLAWS of the MID-ATLANTIC SOLAR & STORAGE INDUSTRIES ASSOCIATION, INC.**

### **ARTICLE I – NAME AND LOCATION AND AFFILIATION**

#### **Section 1: Name**

The name of this Association shall be the Mid-Atlantic Solar & Storage Industries Association, Inc., a non-profit organization (501-c6) organized in the State of New Jersey (MSSIA).

#### **Section 2: Offices**

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

#### **Section 3: Affiliation**

The Association holds an Associate Chapter level status with The American Solar Energy Society, an association of solar professionals and advocates in the United States.

### **ARTICLE II - OBJECTIVES**

#### **Section 1: Scope**

The objectives of the Association subscribed to by its members are regional in scope, covering the states of New Jersey, Pennsylvania and Delaware.

#### **Section 2: Objectives**

1. Advance the deployment of solar energy and energy storage in our states as rapidly as possible.
2. Facilitate the deployment of solar energy and energy storage systems at the least possible cost to ratepayers, while delivering the maximum possible value as a public good.
3. Create a diverse market where solar energy and energy storage serve all market segments, create opportunities for the growth of local businesses, and create local jobs.

### **ARTICLE III - DEFINITIONS**

Whenever used in these Bylaws, the word “Association” shall mean the Mid-Atlantic Solar & Storage 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 Association 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.

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### **Section 1: Regular Members (Voting)**

Membership in MSSIA shall be open to corporations, limited liability companies, sole proprietorships and partnerships engaged in renewable energy and allied businesses. Each such entity shall have one vote. Such members shall have the right to vote, hold office and to chair committees.

### **Section 3: Resignation**

A member may resign at any time. Such resignation shall be in writing, addressed to the Board and delivered to the Association office and shall become effective at the time of receipt, or at a later 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 this Association. 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 MSSIA'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 Association'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 Association 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 Association shall cease upon notice from the Treasurer or Association administrator.

### **Section 3: Fiscal Year**

The fiscal year of the Association 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 Association.

## **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

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### **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 Association. 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 or by phone.

### **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 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 Association.

### **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 Association 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 Association 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 Association, its committees and publications. It shall also determine the general policies, actively promote the Association's objectives and supervise the disbursement of the

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Association'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 fifteen (15) 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, Association Administrator 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 two years. The term of office for all at-large directors shall be two years. Terms 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 Association'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

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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 by the votes of a majority of the Board 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 Association 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 Association shall be elected by the membership. All officers shall serve a two-year term and shall be eligible for reelection.

### **Section 2: Duties and Responsibilities of the Officers**

**President:** The President shall preside at all meetings of members of the Association, meetings of the Board of Directors, and meetings of the Executive Committee, and shall act as spokesperson for the Association.

**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 Association 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 Association. 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 Association 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 Association and perform such other services as may be assigned to him/her 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 Association.

### **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 Association, 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 a biannual basis in accordance with the rules set for Officers and will serve a two-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 Association: 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 Association shall have a seal containing the name, 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 Association the Board shall, after paying or making provision for the payment of all the liabilities of the Association, dispose of all the assets of the Association. 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 Association shall indemnify and save harmless each Director or Officer, now or hereafter serving the Association 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 Association, including the cost of reasonable settlements made with the approval of a majority of the Directors of the Association (other than those involved) even though less than a quorum. In addition, the Association 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 Association 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 Association, and any other such appointment.

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## **ARTICLE XIV - STATE DIVISIONS**

The members of each of the States which form the Mid-Atlantic Solar & Storage Industries Association may, with approval of a majority of the Board, 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 & Storage Industries Association (e.g., Pennsylvania Solar & Storage Industries Association) on their letterhead, public communications, and the like, and use the Association logo as their logo.

## **ARTICLE XV - MISCELLANEOUS**

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

This Association does not afford any pecuniary gain, incidentally or otherwise, to its members. There shall be no personal liability of members for Association obligations.

### **Section 2: Power to Acquire and Hold Property**

The Association shall be authorized to acquire by grant, gift, purchase, devise, bequest, and to hold and dispose of such property as the Association 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 Director, any Officer or Officers, agent or agents of the Association, 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 Association. 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 Association shall be signed by such Officer (s) or agent (s) of the Association and in such manner as shall from time to time be determined by resolution by the Board.

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

### **Section 4: Bonding**

The Treasurer and/or the Executive Director and any other person entrusted with the handling of funds or property of the Association may, at the discretion of the Board, furnish at the expense of the Association, 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 Association 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 Association.

**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 XVI, Section 1, 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 Association. Written notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each Voting Member within the time and in the manner set forth in these Bylaws for notice. 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.