

BY-LAWS OF THE KENTUCKY CHAPTER
of the American Solar Energy Society (ASES)

Preamble: These By-Laws are the basis of organization and function of the Kentucky Chapter of the American Solar Energy Society and have been drawn up at the direction of the Executive Committee of the organization.

ARTICLE I - NAME AND REGION SERVED

The name of this organization shall be the Kentucky Solar Energy Society (KySES). The geographical boundaries of this organization shall be the state of Kentucky.

ARTICLE II - PURPOSE

The purpose of the Kentucky Solar Energy Society is to promote the use of renewable energy resources, energy efficiency, and conservation in Kentucky through education, advocacy, networking, and demonstration of practical applications.

ARTICLE III - MEMBERSHIP

Section 1: Openness Membership shall be open to any individual, association, or corporation who shares the aims of the Society as set forth in Article II, makes timely payment of dues, and provides such identifying and contact information as required by these Bylaws. No fewer than 10% of KySES shall also be members of ASES. Membership is not restricted to Kentucky residents.

Section 2: Membership Classes There shall be such classes of membership as shall be determined by the Board.

Section 3: Voting All members in good standing as designated by the Membership Committee shall be entitled to one vote. By voting in annual elections and at the annual business meeting, members may elect and recall Directors of the Board, amend these Bylaws, establish dues, and express the Society's general policies by resolution.

Section 4: Termination A membership may be terminated for non-payment of dues and/or for other good causes as determined by the Membership Committee. The member shall be entitled to notice, a hearing and the right to appeal in a manner as determined by the Board. Reinstatement shall be based on criteria as determined by the Board.

ARTICLE IV - FISCAL YEAR AND DUES

The fiscal year of this Society shall be from July 1 to June 30. The dues of this Society shall be those fixed by the Board of Directors from time to time. These dues are to be used solely for the activities of, and must be consistent with the aims and purposes of, the Society.

ARTICLE V - GOVERNMENT

Section 1: Governance by a Board The affairs of this Society shall be governed by a body chosen from its membership which shall be called the Board of Directors (BOD).

Section 2: Size of Board The Board shall consist of at least five elected members and up to two at-large members to be appointed by the elected BOD. Appointed Board members serve at the pleasure of the elected Board.

Section 3: Initiation of the Board An initial Board shall be elected by secret paper ballot among Ky ASES Charter members (those who signed a petition or personal letter to ASES requesting the formation of the Kentucky Chapter of ASES) and those ASES members present at a meeting designated for the election of the Board. KySES Charter members may vote by mail or in person at the meeting. All others must be present at the meeting to vote.

Section 4: Board Term Board members shall serve a term of two years. The Board member terms shall be staggered so that half the board shall be elected each year. Initially, half of the Directors shall serve a two-year term and half a one-year term. Those Directors receiving the highest votes shall serve the longer terms. They shall start their terms of office on July 1 following their election. No Board Member shall serve more than three consecutive terms.

Section 4: Filling Vacancies The Board may at any time fill vacancies in the elective offices, with the person so named to hold office until the expiration of the normal term of office of the person replaced

Section 5: Removal from Board A Board Member or Officer may be removed for good cause shown by 2/3 vote of the Board voting for removal.

Section 6: Control and Limitations The Board shall have control over the affairs of the Society, subject to the limitations prescribed in the Articles of Incorporation of ASES.

Section 7: Number of Board meetings A minimum of one meeting of the Board shall be held each quarter. A simple majority of sitting Board members shall constitute a quorum. Reasonable notice of the time and place of such a meeting shall be given to members of the Board.

Section 8: Procedures General decision-making of the Board shall be based on majority votes. Robert's Rules of Order shall be parliamentary authority for procedure in all meetings and in all matters not covered in the By-Laws.

Section 9: Delegation of Duties The Board may delegate duties and responsibilities.

Section 10: Proxy Voting A Director, in the event of a notified absence from a scheduled Board meeting, may designate a proxy to vote in his/her place.

ARTICLE VI - OFFICERS

Section 1: Election of Officers The Officers of this Society shall be a Chairperson, Vice-Chairperson, Secretary, and Treasurer. Officers shall be elected by the Board of Directors. In case of a tie vote for an office, the Board shall resolve the tie by lot. Each shall hold office for one year or until his or her successor is elected. During the first quarter of the fiscal year (July 1 - September 30), the Board shall hold its first meeting and elect from among the Directors the above-named officers.

Section 2: Duties of the Chairperson The Chairperson shall preside at all general meetings of this organization; represent the Society in dealing with ASES and other outside agencies; be ex-officio member of all committees; communicate to the Society such matters and such suggestions as may tend to promote the welfare of the Society; and transact business on behalf of the Society or the Board, acting at the direction of the Board.

Section 3: Duties of Vice-Chairperson It shall be the duty of the Vice-Chairperson to perform such functions as may be delegated by the Chairperson and to act in the place of the Chairperson in the event of his/her inability to act.

Section 4: Duties of Secretary The Secretary shall perform such administrative duties as the Board may delegate. The Secretary shall issue notices of meetings, keep minutes of meetings and report and perform other duties as required by the Board.

Section 5: Duties of the Treasurer The Treasurer, subject to the Board, shall manage and administer the procedures, finances, and other routine business of Society Headquarters. He/she shall receive and record all payments of dues, assessments, contributions and other income. The Treasurer shall account for all items received and disbursements as may be made of funds assigned. He/she shall have custody of the Society funds and shall keep full and accurate accounts of receipts and disbursements. The Treasurer shall furnish, at the option of the Board, a surety bond in an amount determined by the Board, the premium for which shall be paid by the Society.

Section 6: Vacancies A vacancy in the Office of the Chair shall be filled by the Vice-Chair. A vacancy of any other officer shall be filled by appointment of the Board to serve until the next annual election.

ARTICLE VII - NOMINATIONS AND ELECTIONS

Section 1: Timing of Elections Elections for members of the Board of Directors shall be held annually during the final quarter of the fiscal year (April 1 - June 30) in a manner and at a time to be fixed by the Board of Directors.

Section 2: Soliciting Nominations The Board of Directors shall solicit nominations from members no later than 30 days before the opening of elections (or 60 days before the election). Write-in candidates shall be permitted.

Section 3: Election Timing and Means The Annual Election shall be conducted by secret written ballot, distributed to all Society members in good standing at the time of the mailing. Ballots shall clearly state that they must be returned within 30 days of mailing. Elected members shall assume their responsibilities on July 1 following the election. Ballots shall be returned to the Secretary, unless this person has been nominated for re-election, in which case the Board shall designate some other Director not nominated for re-election to receive the ballots. The deadline for voting shall coincide with the date of the Annual Meeting, such that votes can be tallied and winners announced at that meeting.

Section 4: Largest Count and Tie votes In the election of the Board members, the individuals receiving the largest number of votes shall be deemed elected. In the case of a tie vote for an office to be filled by the voting members, the Board shall resolve the tie by lot.

Section 5: Board Eligibility Requirement Upon election, all Board members must be active, dues paying members of both this Society and of ASES.

ARTICLE VIII - COMMITTEES

Section 1: Executive Committee From its own membership the Board shall appoint an Executive Committee which shall be composed of not fewer than three members of the Board and shall have and may exercise between meetings of the Board such powers as may be delegated by the Board.

Section 2: Other Committees The Board may appoint any other committees as it wishes.

ARTICLE IX - MEETINGS

Section 1: Annual Meeting There shall be an Annual Meeting of the members of this organization at a time to be designated by the Board. At this meeting the Officers of the Society shall report to the membership the state of affairs of the Society. This report shall be provided to any member of the Society upon written request. Notice of this meeting shall be communicated to members of the Society no later than thirty (30) days preceding the meeting date. Members attending the annual business meeting shall constitute a quorum for all business conducted.

Section 2: Special Meetings Other special meetings of the membership of the Society may be called by the Board upon written notice to all members not later than ten days preceding the meeting date. Meetings of the Board may be called upon request of three or more of the Board, the period of notice to be determined by the Board.

Section 3: Openness All meetings of the Society, Board, and its committees shall be open to attendance, without voice or vote, by any Society member, except that the Board or its committees may convene in private session for the consideration of any sensitive matter, provided that any vote or final action is taken in open session.

ARTICLE X - AMENDMENTS

Amendments to these bylaws may be made by a majority of the votes cast at the annual business meeting of the membership. In order to be considered at the annual business meeting, proposed amendments must be received by the Secretary at least 60 days prior to the date set for the annual business meeting. The Secretary shall then include notice of the proposed amendments in the notice of the annual business meetings to the members.

ARTICLE XI - AFFILIATION WITH ASES & DISSOLUTION

Section 1: Affiliation with ASES and Reporting KySES shall be affiliated as a Chapter of the American Solar Energy Society, Inc. It shall maintain the requirements for such affiliation as prescribed in Article XII of the By-Laws of ASES. Thereby, KySES agrees to keep ASES headquarters informed annually of its membership (with both mail and e-mail addresses unless specifically restricted by the named individual), officers, and all significant activities and events, including modifications of these By-Laws.

Section 2: Preference for Small Geographic Regions It is the understanding of KySES and ASES that each shall attempt to help organizations similar to KySES to form when such formation will benefit a majority of ASES members in the geographic region being considered, through reduced travel time or for similar reasons. Sub-chapters or regional groups that are affiliated with KySES are similarly encouraged, and shall abide by the same rules and procedures regarding ASES affiliation and reporting as the parent chapter covered by these By-laws.

Section 3: Dissolution of the Society A special meeting of the membership may be called by the Board of Directors, with at least 30 days notice to members, to vote on dissolution of the society. A vote of 2/3 of members present at this special meeting shall be required to dissolve the society.

Section 4: Asset Distribution In the event of the dissolution of the Kentucky Chapter of the American Solar Energy Society, all of the chapter's assets shall revert to one or more 501c3 non-profit organization(s) whose mission is consistent with that of ASES, to be used in a manner consistent with the Chapter's purpose.

Section 5: Territory Modifications and Conflict Resolution Modifications to KySES' territory may be initiated by the ASES Board should at least 20 ASES members in the then-extant Kentucky Solar geographic territory petition for such action. In the case of an unresolved territorial dispute, an independent poll of impacted ASES members shall be conducted by the ASES Board. The ASES Board shall be the arbiter in any such dispute.

Section 6: Final Decisions to be made by the ASES Membership Any ASES Board action related to KySES following the ASES Board Acceptance of these By-Laws may be rescinded by a majority vote at any subsequent meeting of the ASES membership at its Annual Meeting, provided notice of the proposed vote is given as provided in the ASES by-laws.

ARTICLE XII - APPROVAL OF BYLAWS AND EFFECTIVE DATE

Section 1: Approval of Bylaws These bylaws shall be voted on and approved by the temporary Executive Committee established on January 30, 2007 at the organizing meeting of the Kentucky Chapter of ASES. They will become effective when approved by the committee and signed by the committee Secretary. Any amendments after the effective date shall be made in accordance with the procedures outlined in Article X of these bylaws. The Executive Committee shall be disbanded upon the initial election of the Board of Directors.

Section 2: Effective Date: These bylaws became effective on May 22, 2007.

Signature: _____

Title: _____