

**BYLAWS**

**OF**

**NH SUSTAINABLE ENERGY ASSOCIATION  
d/b/a CLEAN ENERGY NEW HAMPSHIRE**

**RECOMMENDED AMENDMENT TO BYLAWS – March, 2020**

**APPROVED April 9<sup>th</sup>, 2020**

Bylaws of  
NH Sustainable Energy Association  
d/b/a Clean Energy New Hampshire

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**Bylaws of  
NH Sustainable Energy Association  
d/b/a Clean Energy New Hampshire**

ARTICLE 1

General Provisions

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3       Section 1.1 Name. The name of this corporation shall be NH Sustainable Energy  
4 Association d/b/a Clean Energy New Hampshire and shall herein be referred to as “the  
5 Association.”

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7       Section 1.2 Offices. The principal business office of the Association shall be in  
8 Concord, New Hampshire or such other location as determined by the Board of Directors. The  
9 Association may also have other offices at such other places as the Association may require.

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

ARTICLE 2

Statement of Purposes

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18 The purpose of the Association is to promote clean energy and technologies through education  
19 and advocacy to strengthen New Hampshire’s economy, protect public health, and conserve  
20 natural resources. The Association may, as permitted by law, engage in any and all activities in  
21 furtherance of, related to, or incidental to these purposes which may lawfully be carried on by a  
22 corporation formed under Chapter 292 of the New Hampshire Revised Statutes and which are  
23 not inconsistent with the Association’s qualification as an organization described in Section  
24 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code.

ARTICLE 3

Membership

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30       Section 3.1 Membership. Membership may be granted to any person, business,  
31 organization, political subdivision that (i) is interested in and agrees to support the purposes  
32 and activities of the Association; (ii) meets any additional criteria established for membership  
33 by the Board of Directors; and (iii) pays the Membership dues established by the Board of  
34 Directors. The Board may, in its discretion, grant honorary membership to any individual who  
35 has rendered outstanding service to the Association. All persons and entities granted  
36 membership in the Association shall be referred to herein collectively as “Members.”  
37



1           Section 4.7 Meetings by Telephone. One or more Directors may participate in any  
2 annual, regular or special meeting of the Board by means of telephone conference or similar  
3 communications equipment by which all persons participating in the meeting are able to hear  
4 each other at the same time. For purposes of establishing a quorum and duly authorizing Board  
5 actions, such participation shall constitute presence at such meeting.  
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7           Section 4.8 Action Without a Meeting. Any action required or permitted to be taken at  
8 any Board meeting may be taken without a meeting if a written consent, setting forth the action  
9 as taken, is granted by all of the Directors with respect to such subject matter. Such consent,  
10 which may be signed in counterparts, shall have the same force and effect as a vote of the  
11 Board of Directors and all documentation thereof shall be included in the records of the  
12 minutes of meetings of the Board of Directors. Meetings shall not be conducted by email or  
13 any other form of communication that does not enable all persons participating to hear each  
14 other at the same time.  
15

16           Section 4.9 Waiver of Notice of Meetings. Whenever any notice of a meeting is  
17 required to be given to any Director under the Articles of Agreement, these Bylaws, or the laws  
18 of New Hampshire, a waiver of notice in writing signed by the Director, whether before or after  
19 the time of the meeting, shall be equivalent to the giving of such notice.  
20

21           Section 4.10 Parliamentary Procedure. In the event of a conflict regarding the conduct  
22 of meetings of the Board of Directors, the latest edition of *Robert's Rules of Order* shall govern  
23 all matters of parliamentary procedure not governed by these Bylaws.  
24

25           Section 4.11 Committees. The Board of Directors may create such standing and  
26 special committees, task forces or working groups as it determines to be in the best interest of  
27 the Association. The Board of Directors shall determine the duties, powers, and composition of  
28 such committees, except that the Board shall not delegate to such committees those powers  
29 which by law may not be delegated. Each such committee shall, at the discretion of the Board,  
30 submit to the Board of Directors at such meetings as the Board may designate, a report of the  
31 actions and recommendations of such committees for consideration and approval by the Board  
32 of Directors. Any committee may be terminated at any time by the Board of Directors.  
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34           Section 4.12 Compensation. Directors shall not receive any salaries for their services  
35 as such on the Board, but Directors shall not be precluded from serving the Association in any  
36 other capacity and receiving reasonable compensation, subject to then-current New Hampshire  
37 law regarding pecuniary benefit transactions, conflicts of interest and disclosure.  
38

39           Section 4.13 Resignation. Any Director may resign by delivering a written resignation  
40 to the Association at its principal office or to the Chair or Secretary. Such resignation shall be  
41 effective upon receipt unless it is specified to be effective at some later time.  
42

43           Section 4.14 Removal. Any Director may be removed, with or without assignment of  
44 cause, by a vote of two-thirds of the entire Board of Directors at any meeting of the Board of  
45 Directors. No member of the Board shall be removed from office unless the notice of the

1 meeting at which removal is to be considered states such purpose and an opportunity to be  
2 heard at such meeting is given to the Director whose removal is sought.

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4 Section 4.15 Vacancies. Any vacancy occurring in the Board of Directors due to death,  
5 resignation, removal, or disqualification of a Director shall be filled by the majority vote of the  
6 Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term  
7 of his or her predecessor in office.

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10 ARTICLE 5

11 Officers

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14 Section 5.1 Officers. The Officers of the Association shall be a Chair, Vice-Chair,  
15 Treasurer, and Secretary of the Board of Directors, an Executive Director of the association  
16 serving ex officio, and such other Officers as may be elected in accordance with the provisions  
17 of this Article.

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19 Section 5.2 Election. The Officers of the Association shall be elected annually by the  
20 Board of Directors at the annual meeting. Each Officer shall hold office until a successor has  
21 been elected and qualified.

22  
23 Section 5.3 Vacancies. A vacancy in any office because of death, resignation, removal,  
24 disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion  
25 of the term.

26  
27 Section 5.4 Removal. Any Officer may be removed from their role as an Officer or as  
28 a member of the Board of Directors, or both, with or without assignment of cause, by a vote of  
29 two-thirds of the entire Board of Directors at any meeting of the Board of Directors. No  
30 Officer shall be removed from office unless the notice of the meeting at which removal is to be  
31 considered states such purpose and an opportunity to be heard at such meeting is given to the  
32 Officer whose removal is sought.

33  
34 Section 5.5 Chair. The Chair shall preside at all meetings of the Board of Directors.  
35 The Chair, or other proper Officer or agent of the Association authorized by the Board of  
36 Directors, may sign any deeds, mortgages, bonds, contracts, or other instruments which the  
37 Board of Directors has authorized to be executed. The Chair shall perform all duties as may be  
38 prescribed by the Board of Directors from time to time.

39  
40 Section 5.6 Vice-Chair. The Vice-Chair shall assist the Chair in the discharge of the  
41 duties of Chair as the Chair may direct and shall perform such other duties as may be assigned  
42 from time to time by the Chair or the Board. In the absence of the Chair or in the event of the  
43 Chair's inability or refusal to perform his or her duties, the Vice-Chair shall perform the duties  
44 of the Chair and, when so acting, shall have all the powers of the Chair.





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ARTICLE 7

Books and Records

The Association shall keep at its principal office 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 United 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

1 misconduct or a knowing violation of the law, or (iii) for any transaction from which the  
2 Officer or Director derived an improper personal benefit.

3 Unless otherwise expressly authorized by the Board, pursuant to RSA 508:16, the  
4 Directors and Officers shall not be liable for bodily injury, personal injury and property damage  
5 if the claim for such damages arises from an act committed in good faith and without willful or  
6 wanton negligence in the course of an activity carried on to accomplish the purposes of the  
7 Association.

8 ARTICLE 11

9 Indemnification

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

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

26 This Article constitutes a contract between the Association and the indemnified  
27 Officers, Directors, and employees. No amendment or repeal of the provisions of this Article  
28 which adversely affects the right of an indemnified Officer, Director, or employee under this  
29 Article shall apply to such Officer, Director, or employee with respect to those acts or  
30 omissions which occurred at any time prior to such amendment or repeal.

31 ARTICLE 12

32 Conflicts of Interest

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34 Should any item come before the Board that might result in a Director having or  
35 appearing to have a conflict of interest either by occupation, place of residence, other holdings,  
36 subject matter, or any other interest, the Director shall make his/her personal interest known to  
37 the Board as soon as he/she recognizes a possible conflict and, if it is determined by the Chair  
38 that a conflict of interest exists, shall refrain from participating in the Board's discussion,  
39 deliberations, and voting on all matters regarding the issue.

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2 In addition to the conflict of interest provisions of these Bylaws, the Board shall adopt a  
3 Conflicts of Interest Policy for addressing “pecuniary benefit transactions” in conformity with  
4 New Hampshire RSA 7:19-a, as amended. Every new member of the Board will be advised of the  
5 Conflicts of Interest Policy upon entering the duties of his or her office and shall immediately and  
6 annually thereafter sign a statement disclosing such information as is requested relating to potential  
7 conflicts of interest, and acknowledging an understanding of an agreement to abide by such policy.  
8 The Board will comply with all requirements of New Hampshire law in this area.

9 ARTICLE 13

10 Tax-Exempt Status

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

17 ARTICLE 14

18 Amendments to Bylaws

19 Notice of an intention to call a vote upon, and the complete text of, any proposed  
20 amendment to the Bylaws shall be provided to all members of the Board of Directors at least 10  
21 days in advance of any annual, regular, or special meeting of the Board of Directors at which  
22 such amendment shall be considered. The Bylaws may be amended only upon a two-thirds vote  
23 of the entire Board of Directors. Unless otherwise provided in an adopted amendment, all  
24 amendments to these Bylaws shall become effective immediately upon adoption.

25 (End of Bylaws)