Bylaws of the North Texas Renewable Energy Group, Inc.

Adopted March 30, 2017
Amended February 11, 2018
Amended April 9, 2020

PREAMBLE

These bylaws are the basis of organization and function of the North Texas Renewable Energy Group, Inc. as drawn up by the forming committee and amended through the above date.

ARTICLE I - NAME

Section A: The name of this organization shall be the North Texas Renewable Energy Group, Inc. (“NTREG”). The geographical boundaries of this organization shall be Dallas/Fort Worth Metropolitan area and the surrounding counties.

ARTICLE II - PURPOSES

Section A: The North Texas Renewable Energy Group, Inc. is dedicated to education of citizens on the value of solar and renewable energy for their homes, businesses, and communities, and empower them to make informed decisions, and encourage them to connect with professional Texas solar businesses.

Section B: NTREG is a nonprofit organization operated exclusively for education and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. NTREG may seek affiliation with the Texas Solar Energy Society (“TXSES”) as a Strategically Affiliated 501(c)(3) for purposes of sharing information and activities to promote their common objectives. In such event, NTREG will execute an agreement that generally specifies their common interests and outlines any obligations that each organization makes to the other.

Section C: NTREG shall not engage in for-profit activities. No NTREG revenues shall inure to the benefit of any member of the Board of Directors or any other individual with the exception of reasonable compensation for services rendered. NTREG shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office to an extent that would disqualify it from tax exemption under section 501(c)(3) of the Internal Revenue Code. Notwithstanding any provision of these Bylaws, NTREG shall not engage in any activity not permitted by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).
ARTICLE III - MEMBERSHIP

Section A: Individual membership shall be open to any person who shares the purpose of NTREG as set forth under Article II and who submits payment of the designated dues, paid on a calendar year basis. Individuals who have not paid dues for the current calendar year will be considered Associate Members and do not have voting privileges and are not eligible for nomination to elected office with NTREG.

Section B: NTREG does not and will not discriminate against any individual desiring to be an NTREG member, NTREG Board Member, or attend an NTREG meeting, in regard to race, color, religion, national origin, age, sex, gender identity, sexual orientation, marital or familial status, physical or mental disability, or legal source of income.

Section C: Notwithstanding Sections A and B of this Article, the Board reserves the right to refuse to accept for Membership any individual (or to terminate the Membership of any individual) who they believe, based on evidence, is disruptive or endangers the safety and well-being of any other NTREG Member, and to refuse to accept for business membership (or to terminate the business Membership of any business) that in any way violates any other NTREG policy such as discrimination or harassment based on race ethnicity, gender, or sexual orientation, or that has engaged in unethical business practices.

ARTICLE IV - BOARD OF DIRECTORS AND OFFICERS

Section A: The affairs and activities of NTREG shall be governed by a Board of Directors consisting of a body of at least three (3) and no more than nine (9) members to serve as officers and directors, elected by NTREG members for a term of two years. The Board shall consist of:
   a) three (3) officers, the Chair, the Secretary, and the Treasurer,
   b) four (4) directors, the Membership Coordinator, the Event Coordinator, and two Program Coordinators (#1 and #2), and
   c) a maximum of two (2) at-large directors (#1 and #2).
In even years, the Chair, Treasurer, Membership Coordinator, Program Coordinator #2, and at-large director #2 shall be elected. In odd years, the Secretary, Event Coordinator, Program Coordinator #1, and at-large director #1 shall be elected. The officers shall be active members in good standing of NTREG. Three (3) Board members must have membership in TXSES and one (1) Board member must have membership in the American Solar Energy Society.

Section B: The CHAIR shall preside over all general meetings of this organization; represent NTREG in dealing with outside agencies; be ex-officio member of all committees; communicate to NTREG such matters and such suggestions as may tend to promote the welfare of NTREG; and transact business on behalf of NTREG or of the NTREG Board, acting at the direction of the Board. He/she shall have the power to call special meetings of the Board.
**Section C:** The SECRETARY shall attend all Board meetings and record all proceedings. Meeting Minutes shall be electronically disseminated to the Board following each meeting or significant vote. She/he shall perform such other duties as may be prescribed by the Board. In the event the Chair is unable to act, the Secretary shall perform the duties of the Chair until the Chair is able to act.

**Section D:** The TREASURER shall be responsible for such administrative duties as the Board may delegate. Subject to the Board, the Treasurer shall manage and administer the finances of NTREG. She/he shall receive and record all payments of dues, assessments, contributions and other income. The Treasurer shall have custody of NTREG funds and shall keep full and accurate accounts of receipts and disbursements. The Treasurer shall account for all items received and disbursements made of the funds assigned. In the event the Chair and Secretary are both unable to act, the Treasurer shall perform the duties of the Chair until the Chair and/or Secretary is able to act. The TREASURER shall render to the Chair and the Board, at each Board meeting (or by e-mail prior to the meeting) and at other times when the Board so requires, an account of all his/her transactions as Treasurer and of the financial condition of NTREG.

**Section E:** The MEMBERSHIP COORDINATOR shall maintain a list of NTREG members in good standing (i.e. current on their dues) in cooperation with the NTREG Treasurer and the Executive Director of TXSES and other such duties as required by the Board. The Membership Coordinator is also responsible for sending renewal notices to current members via e-mail or phone and for keeping sign-in sheets (or delegating this task) for each NTREG meeting to facilitate soliciting new members. NTREG membership statistics will be reported at each Board meeting.

**Section F:** The EVENT COORDINATOR shall recruit and organize volunteers from the general membership for each event at which the Board has agreed to have an official NTREG presence and other such duties as required by the Board.

**Section G:** The PROGRAM COORDINATORS (2 positions) shall arrange the programming for NTREG meetings consistent with the purpose of NTREG as set forth in Article II. NTREG meetings will be held on the 2nd Saturday of the month unless agreed to by a simple majority of the Board no later than the NTREG meeting immediately preceding the meeting in question. Program Coordinators are responsible for ensuring the availability of an appropriate meeting location and any necessary AV equipment. Program Coordinators are not to offer local speakers monetary compensation, but out-of-town speakers may be reimbursed for reasonable transportation expenses with the prior approval of the Board.
Section H: A QUORUM for all meetings of the Board shall be no less than half of the current number of Board members. Members need not be present physically, but may participate in a Board meeting telephonically or electronically.

Section I: The Board may at any time fill any vacancies in the elective offices on an ad hoc basis, with the person so named to hold office until the next general election (irrespective of whether that term is staggered for one or two years).

Section J: The Board shall meet on an as needed basis, immediately before the general membership meetings whenever practicable. Reasonable notice of the time and place of such a meeting shall be given to members of the Board. Notice need not be given to non-Board members, but Board members may invite other NTREG members, or all NTREG members at each Board members’ prerogative. If a general member specifically asks for information regarding the next meeting of the Board, that information must be provided to the NTREG member who has so inquired. The Board may also conduct urgent business electronically or telephonically, including the tabulation of votes on motions or other business. All voting on motions (except for votes to amend or alter the Bylaws, see Article VII or votes to remove a Board member, see Article IV, Section L) shall be by simple majority vote.

Section K: Roberts "Rules of Order" may be invoked for procedure in all meetings and in all matters not covered in the bylaws, at the discretion of the Board. Strict Rules of Order should be invoked only during contentious debate or other circumstances that require formal rules to facilitate orderly discussion.

Section L: Any member of the Board unable to attend a Board meeting shall notify the Chair or Secretary. If a Board member is absent from three (3) consecutive meetings or three (3) meetings in a calendar year for reasons that the Board determines to be insufficient, the seat of said Board member shall be considered abdicated. At its discretion, the Board may elect to appoint another NTREG member in good standing to complete the term of the abdicated seat. By a two-thirds vote, the Board may remove a Board member for cause, including but not limited to, violations of NTREG’s Conflict of Interest Policy, breaches of fiduciary duties, or non-fulfillment of Board duties.

ARTICLE V - NOMINATIONS AND ELECTIONS

Section A: Elections shall be held annually during the first quarter of the year at a time to be determined by the Board during the last quarter of each year.

Section B: Nominations shall be generated by a Nominating Committee. The Nominating Committee shall consist of at least two (2) members, at least one of which shall be a current member of the Board. It shall be their duty to present a slate of nominees for election to the Board. Self-nominations are also encouraged. NTREG members interested in nominating themselves to hold a Board office should notify at least one member of the Nominating Committee.
**Section C:** The Secretary or another NTREG member designated by the Board shall be responsible for emailing the names of each nominee and their biographical information to the general membership. All Ballots must be cast during the meeting in the first quarter of the year chosen for elections by the Board, or prior to the meeting via email for those unable to cast a ballot in person at the meeting. Ballots may only be cast by members in good standing as of the date of the election.

**Section D:** The nominees receiving the largest number of votes shall be deemed elected, subject to the conditions of Article IV Section A. Each member shall cast only one vote for each open position. In case of a tie vote, the Board shall resolve the tie with a simple majority vote.

**Section E:** Elected Board members shall assume their responsibilities at the first Board meeting following their election to office.

**ARTICLE VI - COMMITTEES**

**Section A:** The Board shall establish and dissolve standing and special committees for such objectives as it may set from time-to-time as deemed necessary. The Board may add, remove, or replace members of any committee at any time. Special Committees members may be Board members, general NTREG members in good standing, NTREG Associate Members, or any individual chosen by the Board to serve on a committee.

**ARTICLE VII - AMENDMENTS**

**Section A:** The bylaws may be altered, amended, or repealed, and new bylaws may be adopted by the Board of Directors, with the exception of provisions addressing the topics listed in Section B and requiring ratification by members of NTREG.

**Section B:** Any proposed bylaw change or amendment addressing the following topics, after approval by the Board of Directors, must be ratified by a vote of NTREG members: (a) Setting or changing the authorized number of directors. (b) Increasing or extending the terms of directors. (c) Repealing, restricting, creating, expanding, or otherwise changing the voting rights of members.

**Section C:** At least five (5) days prior to any meeting of the Board of Directors at which any changes to the bylaws will be considered, an officer of the Board shall send to all members of the Board the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. For any provisions requiring ratification by the general members (Section B), the Secretary shall send, through any combination of regular mail and e-mail, a notice that contains the same information, and shall allow two weeks from the date of the notice for the receipt of votes. Ratification of a proposal will require approval by two-thirds (2/3rds) of the members voting on that proposal.
ARTICLE VIII - INDEMNIFICATION

NTREG may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to NTREG as provided by the provisions of the Code governing indemnification. As the bylaws of NTREG provide, the Board may define the requirements and limitations for NTREG to indemnify directors, officers, or others related to NTREG.

ARTICLE IX - FINANCIAL ADMINISTRATION

Section A: The fiscal year of the Corporation shall be January 1 to December 31 but may be changed by resolution of the Board.

Section B: All checks over the amount of $100.00 drawn on the funds of the Corporation must be signed by the Treasurer and approved by the Board.

Section C: The Board of Directors shall approve any contract that creates a financial obligation on behalf of the Corporation in advance of acceptance of the contract.

Section D: Requests for reimbursement over $100.00 by any member of the Board of Directors, officer, or agent must be submitted within 3 months of the date the expense is incurred. The request for reimbursement must be accompanied by receipts and any other supporting documents matching the amount requested for reimbursement.

CERTIFICATION

I hereby certify that these bylaws were adopted by the Board of Directors of the North Texas Renewable Energy Group, Inc. at its meeting held on April 9, 2020.

____________________________
Eric Pratt, Secretary

/s/

Bylaws of the North Texas Renewable Energy Group, Inc. Page 6 of 6