

Northeast Home Energy Rating System Alliance

Revised 12-1-07

Bylaws

1. Name and Location

- 1.1 Name. The name of the organization shall be Northeast Home Energy Rating Systems Alliance [AKA "NEHERS Alliance" and "Alliance"].
- 1.2 Offices. The principal offices of the Alliance shall be at such place as the Board of Directors may designate.

2. Type of organization

- 2.1 The Alliance is a professional association of the HERS industry in the Northeast United States operating as a Vermont Non-Profit Corporation.

3. Mission and Objectives

The mission of the Northeast HERS Alliance is to advance the quality of, to promote and advocate for, and to provide support for HERS ratings, Raters and Providers.

The mission shall be accomplished by the Alliance Board and membership through a set of strategic objectives, including but not limited to:

- 3.1 Sharing Information. Creating a forum for obtaining input from and sharing information among all HERS-related constituencies in the region.
- 3.2 Offering HERS Support. Offering centralized processes which may include but are not limited to: information dissemination, and basic and enrichment Rater training that promotes best practices.
- 3.3 Maintaining Standards.
 - 3.3.1 Establishing and enforcing nationally approved standards for ratings, Rater training, and quality control;
 - 3.3.2 Establishing and promoting standards for its membership that compliment and uphold the national standards established by RESNET; and
 - 3.3.3 Encouraging individuals and organizations in the Northeast to use HERS standards and policies at least as stringent as those promoted by the Alliance.
- 3.4 Expanding the Market for HERS ratings and reaching more customers by:
 - 3.4.1 Broadening our audiences throughout the shelter industry;
 - 3.4.2 Creating new opportunities for HERS Raters and Providers; and
 - 3.4.3 Expanding the region's access to energy efficiency financing tools.
- 3.5 Supporting a Quality National HERS industry.
 - 3.5.1 Supporting and supplementing the mission of RESNET; including addressing issues of the membership not otherwise addressed by RESNET.
 - 3.5.2 Working directly with national HERS industry rule makers to improve Rater training, QC initiatives, and Rater "best practices" that demonstrate a path to higher level of HERS standards and the growth of HERS programs nationally.
 - 3.5.3 Representing the interests of Alliance members to RESNET.
- 3.6 Advocating for HERS, RESNET standards and NEHERS Alliance policies to the public and to energy policy decision makers locally, regionally and nationally.

4. Membership

- 4.1 The Board of Directors shall provide for membership in the Alliance under such terms and conditions as may be determined by them from time to time, in addition to those specified in these Bylaws.
- 4.2 Classes of Membership. The Board of Directors may establish several classes of membership, each of which may have different eligibility requirements, benefits and be charged different membership fees.
- 4.3 Categories and Definitions of Membership. Alliance categories of membership include, but are not limited to the following:
 - 4.3.1 Certified HERS Rater: Individuals who have passed a nationally approved Rater certification test, have completed at least 5 ratings under a designated Supervisor, have been certified by an accredited HERS Provider, and are working for or within a defined relationship with a an accredited HERS Provider in the Northeast United States. Rater Members include those who join individually and those whose HERS Provider joins.
 - 4.3.2 HERS Provider: Organizations or companies providing HERS ratings who have become accredited under the national RESNET Mortgage Industry National Home Energy Rating Standards.
 - 4.3.3 HERS Program: Organizations, government agencies or companies that utilize or promote the use of HERS services and are interested in or dependent upon the availability of competent HERS Providers adhering to uniform standards.
 - 4.3.4 HERS Trainer: Organizations providing HERS rater training that are accredited under the national RESNET HERS Training Provider Standards.
 - 4.3.5 Associates: Allies that are not Programs or Providers and that are dependent upon, involved with, or supportive of the NEHERS mission.
- 4.4 Eligibility. Any individual, business, nonprofit organization, or public entity with an interest in the HERS industry that desires to participate in the mission of the Alliance, and agrees to the conditions of any appropriate membership agreement, shall be eligible for membership in the Alliance.
- 4.5 Honorary Memberships. The Board of Directors may also establish honorary memberships, which will have no voting rights or other rights to participate in the management of the business affairs of the association.
- 4.6 Duties and Privileges of Members in Good Standing.
 - 4.6.1 Membership in Good Standing. To retain a membership in good standing, Members must pay their dues by the annual renewal date and abide by Alliance policies and Bylaws.
 - 4.6.2 Definition. "Members in Good Standing" herein shall be called "Members."
 - 4.6.3 Meetings and Conference Calls. Any Member may attend Alliance meetings and conference calls. An electronic mailbox is required to receive notification of all official Alliance meetings.
 - 4.6.4 Petitioning the Board. Two or more Alliance members may petition the Board to formally consider an issue that affects Alliance members, bylaws, incorporation, or organizational structure.
 - 4.6.5 Member Voting Privileges.
 - 4.6.5.1 For each matter submitted to a vote at a meeting of members, each Member shall be entitled to one vote regardless of the size of the organization he/she represents.

- 4.6.5.2 All HERS Raters, regardless of whether they join as individuals or join under their Provider, are entitled to one vote.
- 4.6.5.3 HERS Providers, Trainers and Programs are entitled to one vote each in addition to the individual Rater votes of each of their Certified HERS Raters. The individual representing the member HERS Provider may only cast one vote, and cannot cast votes as both a Provider and a Rater.
- 4.6.5.4 During a formal election of Directors, Members are entitled to vote only for Directors within the same membership category.
- 4.6.5.5 Members vote for Bylaws changes, the Board of Directors and other matters that the Board decides to put before the membership.
- 4.6.6 Committees. Members may volunteer or be asked to serve on Committees and Task Forces.
- 4.6.7 Brand Protection. Members shall work to protect the integrity and recognition of the RESNET and NEHERS Alliance names and logos.
- 4.6.8 Resignation. Any Member may resign by filing a written resignation with the Board of Directors.
- 4.6.9 Expulsion or Disciplinary Action. Any Member may be expelled for due cause as determined by a two-thirds vote of the Board of Directors. Failure to pay dues, fees, or assessments, or to meet the criteria for membership in good standing after an initial notification of delinquency or failure to maintain eligibility for membership, is presumed to be adequate reason for expulsion and does not require advance notice to the Member or vote by the Board. Any Member proposed for expulsion for other reasons, including conduct not in accordance with the NE HERS Alliance policies, is given a) advance written notice including the reason for the proposed expulsion, b) the opportunity to contest the proposed expulsion in writing to the Board of Directors, and, c) if expelled, the final written decision of the Board. The expelled Member may appeal the Board's decision in writing to a three-Member panel appointed by the President. The decision of the Appeals Panel is final. The Board of Directors may take other Member disciplinary actions, including, but not limited to, reprimand or suspension, in accordance with policies and procedures adopted by the Board from time to time.
- 4.6.10 Continuing Obligations. Resignation, reprimand, suspension, or expulsion does not relieve a Member from liability for dues, fees, or assessments or other obligations accrued and unpaid as of the effective date of such actions.

5. Dues

- 5.1 Setting dues amounts. Dues, fees, and assessments are determined by a vote by the Board of Directors. Dues may be based on, but not limited to, the size, dollar, or rating volume of the company, organization or entity. Some activities over and above the basic purposes of the organization will be charged "fee for service" and not included in the basic membership dues.
- 5.2 Member Payment. Members are required to pay dues appropriate for their category of membership and within the annual renewal period.
- 5.3 Delinquency. Any Member who is delinquent in paying dues, fees, or assessments for a period of sixty (60) days shall be notified of such failure and suspended as a Member, and all Member rights and privileges shall cease. If all dues, fees, and assessments are not paid within the succeeding sixty (60) days, the delinquent Member is automatically expelled from the Alliance.
- 5.4 Refunds. No fees, dues, or assessments shall be refunded.

6. Meetings

- 6.1 Format for Meetings. The Alliance may vote and otherwise transact business face-to-face or through electronic means such as email, internet, fax, and telephone. All meetings of any format shall be announced at least five days prior to the meeting to all eligible meeting parties prior to the meeting coming to order. The meeting notice shall include, at a minimum, the

following information: the entire agenda of the business that is to be transacted during the meeting and the date and time of the meeting. During such meetings, any duly noticed business may be transacted so long as all communication is distributed to all parties and so long as such communication can demonstrate the presence of a quorum. The five day required notice may be waived by a majority of the Board when deemed appropriate.

6.2 Quorum.

6.2.1 Members Meeting. A majority of Members of the Alliance shall constitute a quorum at a meeting of the Members. If less than a quorum of the Members is present at a meeting, a majority vote of the Members present may adjourn the meeting from time to time without further notice. At such meeting at which a quorum shall be present, any business may be transacted. The Members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

6.2.2 Committee Meeting. The members of a committee present for a meeting shall constitute a quorum for that committee.

6.3 Proxy. Proxy representation and voting is not permitted.

6.4 Majority Vote. All decisions requiring a membership vote shall be made by a majority of the votes cast by members regarding the proposed action, except in the case of a proposal to revise the bylaws as described in Section 9.

6.5 Annual Meeting. An annual meeting of the members may be held in conjunction with the annual RESNET Conference, or any other national or regional event or phone conference as determined by the Board of Directors.

7. Board of Directors

7.1 Directors. A Board of Directors, elected by the membership, has authority and is responsible for the supervision, control, and direction of the Alliance.

7.2 Composition. The Board of Directors consists of nine (9) members, from the Provider, Rater, Trainer, Program, and Associate membership categories. Each Director serving in a specific membership category shall advocate for the category of members he or she represents. No more than two individuals can run for the Board from the same organization and no more than one individual from the same organization can run in the same membership category. The majority of Board members must be representatives of accredited HERS Providers that have home energy ratings, residential energy efficiency, or renewable energy as their main business concern.

7.2.1 Electing Directors. Members may only vote for Directors within the same membership category.

7.3 Executive Committee: An executive committee may be established by the Board to allow certain decisions to be made expediently.

7.4 Officers. The officers of the Board consist of a President, Vice President, Treasurer and Secretary

7.4.1 Election and Term of Office. The Officers of the Alliance shall be elected annually by the Board of Directors at the first meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as is convenient. Each Officer shall hold office until his/her successor shall have been duly elected or until his/her death or until he or she shall resign or shall have been removed in the manner hereinafter provided.

7.4.2 Removal. Any Officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment, the best interests of the Alliance would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

- 7.4.3 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by a majority vote by members of the Board of Directors for the unexpired portion of the term.
- 7.4.4 President. The President shall be the chief executive officer of the Alliance and, when present, shall preside at all meetings of Members and of the Board of Directors. The President or his/her delegate shall have general responsibility for the business, affairs and property of the Alliance; shall sign such papers as may be required by the office; may submit an annual report of the operations of the Alliance to the Board of Directors at its annual meeting; may make such other reports and recommendations to the members of the Alliance at annual or special meetings concerning the work and affairs of the Alliance which are desirable for their information and guidance; may require such reports from the Vice President, Secretary, Treasurer or any Member of the Alliance engaged in any special project for the Alliance; and shall perform such duties as are normally incident to the Office of President. The President may sign, with the Secretary or other proper Officer of the Alliance thereunto authorized by the Board of Directors, any checks, deeds, mortgages, contracts, bonds or other instruments which the Board of Directors has authority to execute, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other Officer or agent of the Alliance; or shall be required by law to be otherwise signed or executed. The President shall perform all such other duties as shall be prescribed by the Board of Directors from time to time.
- 7.4.5 Vice President. The Vice President shall perform such duties and shall have such powers as may from time to time be assigned by the Board of Directors or the President. The Vice President shall serve in the absence of the President.
- 7.4.6 Secretary. The Secretary or a staff member designated by the Board shall: (a) keep the minutes of the Members' meetings and of the Board of Directors meetings, in one or more books (hard copy or electronic) provided for that purpose; (b) see that all notices are duly given in accordance with these Bylaws or as required by law; (c) be the custodian of the official Alliance records; (d) keep contact information of each Member which shall be furnished to the Secretary by such member; (e) sign with the President, or Vice President, certificates for members of the Alliance, the issuance of which shall have been authorized by resolution of the Board of Directors; (f) maintain records of attendance; and (g) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.
- 7.4.7 Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds of the Alliance and deposit all such funds in such banks, trust companies or other depositories, in accordance with the provisions of these Bylaws; (b) receive and give receipts for monies due and payable to the Alliance from any source whatsoever; (c) sign such documents as shall require the signature of the Treasurer; and (d) in general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned. The Treasurer shall keep full and accurate records of all financial transactions of the Alliance and provide an annual report to the Board of Directors on all income and expenses of the Alliance, and report to the Board at other times when requested by the Board of Directors.
- 7.4.8 Additional Powers. The Board of Directors may at any time impose or confer upon any officer such other duties or powers as in its discretion it deems necessary or appropriate as allowed by law.
- 7.5 Voting Privileges. Each Director has one vote regardless of the size of the organization he/she represents.
- 7.6 Election. Prior to the annual meeting of the Alliance, an election shall be held to choose one half of the Board of Directors and, if necessary, to fill any other vacancies. Alliance members vote for Directors in the same Member category. The timeline to be used for annual elections is show in Appendix 1.

- 7.6.1 Nomination Process.
- 7.6.1.1 Nomination Committee. A nominating committee (the “Committee”), appointed by the Board officers and approved by the Board, shall select a slate of Director candidates representing the expiring Director terms and any vacancies. Candidates must be current members that are in good standing and have paid all applicable dues. The Committee shall present the Director candidates (including at least one alternate Director candidate in each Member category) to the Board for its approval, and shall then present the candidates to the members in accordance with these Bylaws and policies and procedures adopted by the Board. The Committee shall be comprised of five Members, none of whom shall be nominated for a current vacancy on the Board, and shall include two current Directors. The Committee term is one year. One of the Board members shall be appointed as Chair of the Committee.
- 7.6.1.2 Petitions. Any Alliance Member may submit a petition to the Nominating Committee for a Director candidate, signed by at least six members in good standing. Each petition shall present only one candidate. To be considered valid, petitions shall be received by the Nominating Committee according to the dates set forth in the election timeframe in Appendix 1. Upon receipt of a valid petition, the Nominating Committee shall add the petitioned candidate’s name to the Director ballot.
- 7.6.2 Director Ballot. Members deemed in good standing as of October 1 will be eligible to vote for Board positions within their membership category. The Nominating Committee shall nominate candidates for the Board of Directors. The Committee shall announce these candidates at the November Board of Directors Meeting and any others nominated by a valid petition. Ballots will be sent by email or US mail to the members. Ballots returned within the prescribed voting period will be counted as valid votes. Members may write in candidates for the Director positions within their membership category.
- 7.6.3 Election Results. The Board shall appoint at least two Inspectors of Elections to count Director ballots. The Director candidates receiving the most votes for the open Director positions in each Member category available out of the total number of ballots marked and returned shall be elected, subject to verification by the Inspectors of Elections. Tie votes will be resolved by a vote of all nine Directors at the time of election; each Director shall have one vote, including any director who might be included in the tie.
- 7.7 Term of Office. Directors shall serve staggered terms of two years, except in the first year in which half the Directors shall serve one year terms. Directors shall take office at the Board meeting held in conjunction with the annual meeting. Directors may serve up to six consecutive years. Subsequent terms can be served after at least one year vacancy.
- 7.8 Vacancies. If a vacancy occurs on the Board for any reason, the position may be filled by the Board (preferably with a Member from the same membership category) until the next annual election, at which time the person filling the vacancy may be eligible for nomination as a candidate to stand for election for the remainder of the term of such position, if any. Service to fill a vacant position on the Board with a term remaining of less than one year shall not count toward the limitations on eligibility to serve as a Director.
- 7.9 Board Powers and Responsibilities.
- 7.9.1 Quorum. A majority of the current Board of Directors constitutes a quorum.
- 7.9.2 Publicizing Board Activity. Board meeting agendas must be made public prior to all Board meetings, and minutes showing Board decisions will be published following all Board meetings.
- 7.9.3 Hiring Staff. The Board may hire staff and consultants and enter into contracts as appropriate to accomplish the Alliance mission.

- 7.9.4 Committees and Task Forces. The Board may establish committees comprised of members and Board members as appropriate. The Board or the Executive Director also may establish Task Forces.
- 7.9.5 Policies and Procedures. The Board of Directors may establish policies and procedures that are consistent with these Bylaws. Robert's Rules of Order shall govern unless otherwise provided for by the Certificate of Incorporation, the Bylaws, or applicable law of the state of incorporation.
- 7.9.6 Approval and Signing of Checks. Two approvals are required for checks above \$150 and for any checks made payable to a signatory for any dollar amount. The President and/or other designees of the Board, exclusive of the Treasurer, may be approvers and/or signatories. Checks of more than \$500 shall require Board approval.
- 7.10 Board Meetings
 - 7.10.1 Board meetings may be included in or separate from the Alliance regular conference calls. Issues may be voted on by the Board in a meeting if they were included in the published agenda.
 - 7.10.2 The Board shall meet at least quarterly.
 - 7.10.3 Any Members may attend conference calls and Board meetings with the exception of executive sessions as determined by the Board.
- 7.11 Resignation. Any Director may resign at any time by delivering written/electronic notice of such resignation to the Board, and such resignation shall become effective upon receipt or on the date specified therein, whichever is later, and acceptance of the resignation by the Board of Directors shall not be necessary to make the resignation effective. If any Director shall accrue more than two (2) consecutive unexcused absences from regular meetings of the Board of Directors, the Director may be presumed to have resigned and a replacement may be elected according to these Bylaws, if the remaining members of the Board of Directors deems such action appropriate.
- 7.12 Removal for cause. After at least seven (7) days notice has been given to all members:
 - 7.12.1 A Director may be removed for adequate reason by a two-thirds vote of the Board of Directors, with the Director in question not participating in the vote.
 - 7.12.2 Any Director may be removed for cause by the affirmative vote of a majority of all of the votes entitled to be cast for the election of that Director., Any Director subject to removal may not be removed before written charges specifying the alleged basis for removal have been filed with the Secretary of the Alliance, with a copy served to that Director. The Director must be given the opportunity, at a meeting of Members, to be heard on the subject of the charges prior to the removal vote.
- 7.13 Compensation. Directors do not receive compensation for their services related to their duties on the Board, but may be reimbursed for pre-approved expenses as authorized by a vote of the Board. Board members may also be retained to provide professional services to the Alliance and shall be compensated as authorized by a vote of the Board. As per the laws of the state of Vermont, no more than 49% of Board members may be compensated for Alliance services during any 3-month period.
- 7.14 Conflict of Interest. Directors shall excuse themselves from voting on matters in which he/she has a direct financial interest. Any direct or indirect financial interest in a matter shall be disclosed by Board members to the Board prior to any vote on the matter and the Board shall determine whether the members in question shall be permitted to vote.

8. ADMINISTRATION

- 8.1 Executive Director or Communications Coordinator. The Board may retain an Executive Director or Communications Coordinator to be responsible for the day-to-day operation of the Alliance , who shall provide organizational and managerial assistance to the Board of Directors and/or Executive Committee. Under the direction of the Board of Directors, the Executive

Director or Communications Coordinator shall conduct research and development, information transfer and communications activities as may be necessary to further the purposes of the Alliance. The Executive Director shall attend meetings of the Board and of committees of the Board and provide planning, management, logistical and technical support for the Board of Directors and/or Executive Committee and/or other Committees. The Executive Director or Communications Coordinator, as directed by the Board may engage other staff or outside consultants to assist in carrying out the functions of the Alliance and may from time to time contract for services, as the situation warrants. The Executive Director or Communications Coordinator shall have the authority to solicit and coordinate members' solicitation of funds for projects and programs of the Alliance and with Board approval shall have the authority to sign any contractual agreements as shall pertain to the day-to-day management of the programs and staff of the Alliance with Board approval. He or she may serve as an ex-officio member of the Board of Directors or may be a member of the Board of Directors, as authorized by a vote of the Board.

8.2 Indemnification. Directors, Officers, and other authorized employees or agents of the Alliance shall be indemnified against claims for liability arising in connection with their positions or activities on behalf of the Alliance to the full extent permitted by law.

8.3 Finances

8.3.1 Fiscal Year. The fiscal year for the Alliance shall be set by the Board of Directors.

8.3.2 Dues. The Board of Directors may establish a set amount of dues and a process for collecting them.

8.3.3 Management of Financial Affairs. The Board of Directors shall establish a budget and a process for developing it, raising funding, and determining how its money is to be spent.

8.3.4 Loans. No loans shall be contracted on behalf of the Alliance and no evidence of indebtedness shall be issued in its name unless by the Board of Directors. Such authority may be general or confined to specific instances.

8.3.5 Monies, Securities Funds and Assets. The monies, securities and other valuable assets of the Alliance shall be deposited, except for such cash as the appropriate officers shall reasonably consider necessary for the immediate requirements, in such federally insured depositories as the Board of Directors may from time to time designate. All deposits shall be made in the name of the Alliance.

8.4 Information Dissemination.

8.4.1 NE HERS Alliance Listserve. The Alliance shall maintain an electronic list of members and his/her electronic mailboxes, through which the majority of Alliance communications may be disseminated. The Alliance shall consider this list proprietary and shall not sell it or distribute it to others without Board and membership approval.

8.4.2 NE HERS Alliance Website. The Alliance shall maintain a public internet website that provides information on Alliance programs, policies, announcements, etc. as the Board of Directors deems appropriate.

8.4.3 U.S. Mail. The Alliance may disseminate official Alliance information and membership communications through the U.S. Mail as the Board of Directors deems appropriate.

9. **Amendments**

9.1 To change the Bylaws, there must be approval by a) a majority of the Board of Directors, plus b) a two-thirds of the membership casting their vote on the proposed change.

10. **Dissolution of the Alliance**

10.1 The Alliance may be dissolved by the affirmative vote of two-thirds of its Members provided a notice to all members was made at least 30 days prior to the vote. In the event of any dissolution or final liquidation, the remaining assets of the Alliance shall be applied as follows:

all liabilities and obligations of the Alliance shall be paid, satisfied and discharged, or provision shall be made; any assets held on the condition that such assets be returned, transferred or conveyed upon dissolution shall be disposed of in accordance with such requirement; all remaining assets of every nature and description whatsoever shall be distributed to organizations which qualify as exempt under the provisions of 501(c)(3) of the Internal Revenue Code of 1986, as amended, or its successor provisions, and which are concerned with promoting energy-related research, education or the public interest.

11. Severability

11.1 Any determination by a court that any provision of these Bylaws is for any reason inapplicable, illegal or ineffective shall not affect or invalidate any other provision of these Bylaws.

12. Miscellaneous

12.1 Gender Reference. Words of the male gender shall include the female gender and words of the female gender shall include the male gender.

12.2 Discrimination. The Alliance shall not discriminate based on gender, race, nationality, class, economic status, ethnic background, sexual orientation, age, physical ability, or cultural and religious backgrounds.

APPROVED BY THE BOARD OF DIRECTORS THIS 1ST DAY OF December , 2007.

APPENDIX 1 Table showing Board election timeframe

Timing	Task
on or before October 1	Appointment of Nominations Committee;
on or before November 1	Candidates are presented to Board
on or before November 15	Candidates are presented to membership, invitation for petitioning
November 30	Deadline for petition submittals
on or before November 30	Appointment of at least two Inspectors of Elections to count Director ballots.
on or before December 7	Membership standing of petitioned candidates is verified
on or before December 7	Final slate of candidates is presented to membership, voting begins
December 15	End of voting period
on or before January 2	Results of vote announced to membership
on or before January 15	First meeting of new Board (outgoing Board members are also encouraged to participate), Officers are elected, priorities are established