

# **BY-LAWS OF THE**

## **THE HOME PERFORMANCE ALLIANCE OF CONNECTICUT, INC.**

### **ARTICLE 1: NAME**

**1.1 The name of the corporation (hereinafter called “the corporation”) is THE HOME PERFORMANCE ALLIANCE OF CONNECTICUT.**

### **ARTICLE 2: PURPOSE**

Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Connecticut Revised Statutes (or its corresponding future provisions).

This corporation’s primary purpose shall be (1) to educate consumers, contractors and policy makers about the benefits of energy efficiency; (2) to develop and implement energy efficiency programs on a local and state level, and (3) to assist in national and regional efforts to do the same.

### **ARTICLE 3: BOARD OF DIRECTORS**

**3.1 General Powers.** The business and affairs of the corporation shall be managed under the direction of the board of directors.

**3.2 Number, Tenure, and Qualifications of Directors.** Unless otherwise provided in the articles of incorporation, the Board of Directors of the corporation shall be not less than five (5) nor more than fifteen (15), and shall be an odd number. The Board of Directors shall consist of four (4) officers, a Chairman, Vice Chairman, Treasurer, and Secretary, and any additional at-large members. The term of office of Directors shall be two (2) years. A Director may be reelected no more than two (2) consecutive terms. A Director may be re-elected after a term absence. An officer and committee chairperson must be a representative from a home performance business.

**A.)** During the first three years of the life of the corporation, in order to assure continuity of membership on the board, the initial Directors shall be divided into two groups for the purposes of their terms of office. The first group shall serve for a one year term, the second group for a two year term. At the conclusion of each of the initial Director’s term of office, as designated in this paragraph, a Director shall be selected in accordance with these Bylaws and shall assume a two year term as defined above. Nothing in these Bylaws should be construed to preclude the selection of an initial Director to a subsequent two year term.

**B.)** New Directors selected for the board during the first three years of the life of the corporation shall be assigned by the Secretary to one of the two groups of Directors described in subparagraph A. Such assignment shall be by the drawing of lots, with the result that for every two new Directors, one shall be placed within each of the two groups, and their terms shall expire accordingly.

**3.3 Regular Meetings of the Board of Directors.** Regular meeting of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. No other notice of the date, time, place, or purpose of these meetings is required. Any such regular meeting may be conducted through use of any means of communication by which all Directors participating may simultaneously hear each other during

the meeting.

**3.4 Special Meetings of the Board of Directors.** Special meetings of the Board of Directors may be called by or at the request of the Chairman, the presiding officer of the Board or by a majority of the Directors then in office. Special meetings shall be held at the time and place to be determined by the Board of Directors. Any such special meeting may be conducted through use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting.

**3.5 Notice of, and Waiver of Notice for, Special Directors' Meetings.** Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director personally or by telephone or by mail not less than two (2) days prior to the special meeting. Notice shall be given by the Director(s) who called the meeting. If mailed, the notice of any Director meeting shall be deemed to be effective at the earlier of:

(1) When received;

(2) Five (5) days after deposited in the United States mail, addressed to the Director's address of record, with postage thereupon prepaid; or

(3) The date shown on the return receipt if sent by registered or certified mail, return receipt requested, and the receipt is signed on or on behalf of the director. Any Director may, at any time, waive notice of any meeting. Except as provided in the next sentence, the waiver must be in writing, signed by the Director entitled to the notice, and filed with the minutes or corporate records. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where Director attends a meeting for the express purpose of objecting to the transaction of any business and at the beginning of the meeting (or promptly upon the Director's arrival) objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

**3.6 Directors' Quorum and Action.** A quorum at a board meeting shall be a majority of the number of Directors prescribed by the Board, or if no number is prescribed, a majority of the number in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of the Directors present, except as otherwise provided in these Bylaws. Where the law requires a majority vote of the directors in office to establish committees, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, or to dissolve, or for other matters, such action is taken by that majority as required by law.

**3.7 Directors, Manner of Acting.** The act of the majority of the Directors present at a meeting at which a quorum is present when the vote is taken shall be the act of the Board of Directors unless the Articles of Incorporation or these Bylaws require a greater percentage.

Unless the Articles of Incorporation provide otherwise, any or all Directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

A Director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless:

- (1) The Director objects at the beginning of the meeting (or promptly upon the Director's arrival) to holding it or transacting business at the meeting;
- (2) The Director's dissent or abstention from the action taken is entered in the minutes of the meeting; or
- (3) The Director delivers written notice of the Director's dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

**3.8 Directors' Action Without a Meeting.** Unless the Articles of Incorporation provide otherwise, any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if all the Directors take the action, each one signs a written consent describing the action taken, and the consents are filed with the records of the corporation. Action taken by consent is effective when the last director signs the consent, unless the consent specifies a different effective date. A signed consent has the effect of a meeting vote and may be so described in any document.

**3.9 Removal of Directors.** The removal of a Director may be with or without cause, by a vote of two-thirds (2/3) of the general voting membership present. The call for removal of a Director may be advanced by any voting member, but may not be voted on until the next meeting.

**3.10 Vacancies.** Vacancies on the Board of Directors shall be filled by a majority vote of the general membership. Nominations for vacancies on the Board of Directors shall open at the next member meeting following a vacancy. Nominations shall be submitted to no later than 2 weeks in advance of the member meeting following the opening of the nomination period and shall be published to the membership no later than 1 week in advance of the member meeting following the opening of the nomination period. The vacancies will be filled by a majority vote of the general membership at the member meeting following the opening of the nomination period.

**3.11 Action by Consent.** Any action required or permitted by law to be taken at a meeting of the board may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors.

**3.12 Changes to Directors Companies.** If a Director changes companies during their term it results in removal of that Director, creating a vacancy on the Board of Directors.

**3.13 Companies Represented on the Board.** No member company may be represented more than once on the Board. Board make up: a minimum of 4 (four) seats on the Board will be held by home performance companies that are privately held and are registered as a Connecticut business, 1 (one) seat will be held by a representative of the Community Action Agency network of CT, unless there are no nominees for the seat.

#### **ARTICLE 4: OFFICES**

**4.1 Business/Principal Office.** The principal office of the corporation shall be located at any place within the state of Connecticut as designated in the corporation's most current Annual Report filed with the Connecticut Secretary of State. The corporation may have such other offices, either within or without the state of Connecticut, as the board of directors may designate or as the business of the corporation may require from time to time.

**4.2 Registered Office.** The registered office of the corporation shall be located within Connecticut and

may be, but need not be, identical with the principal office. The address of the registered office may be changed from time to time.

## **ARTICLE 5: MEMBERSHIP**

**5.1 Members.** Members are defined as dues-paying corporations or organizations. Any member corporation or organization may have multiple dues-paying individual members, however, the member corporation or organization shall be allotted only one vote. Any one member may not have more than one vote.

**5.2 Classes and Voting.** Membership in the Association shall be divided into two (2) classifications: General Members and Supporting Members. Each class of Members shall have such rights, privileges and obligations conferred upon them by the Association's certificate of incorporation and these bylaws. A Member shall be in good standing upon meeting the eligibility criteria for membership set forth in the Association's certificate of incorporation and upon payment of all dues presently outstanding.

*General Membership:* General Membership shall be available to any business primarily engaged in home performance contracting in the State of Connecticut. Each General Member shall be entitled to one vote on each matter submitted to a vote of the members.

*Supporting Membership:* Supporting membership is available to any individual, company or organization that wants to support the efforts of HPACT. Supporting Members shall not be entitled to vote.

**5.3 Termination of Membership.** Membership may be terminated by the Board of Directors after giving the member at least fifteen (15) days written notice by first class or certified mail of the termination and the reasons for the termination, and an opportunity for the member to be heard by the Board, orally or in writing, not less than five (5) days before the effective date of the termination. The decision of the Board shall be final and shall not be reviewable by any court.

**5.4 Annual Meeting.** The annual meeting of the members shall be held on a date to be determined by the Board of Directors.

**5.5 Special Meetings.** Special meetings of the members shall be held at the call of the Board of Directors, or by the call of at least seventy-five (75%) of the voting members by demand signed, dated, and delivered to the corporation's Secretary. Such demand by the members shall describe the purpose for the meeting.

**5.6 Notice of Meeting.** Notice of all meetings of the members shall be given to each member at the last address of record, by post or email, at least seven (7) days before the meeting, or by means other than post or email at least thirty (30) but not more than sixty (60) days before the meeting. The notice shall include the date, time, place, and purposes of the meeting.

**5.7 Voting.** A majority of the members represented and voting is the act of the members, unless these Bylaws or the law provide differently. Any topic subject to vote by the general membership must be added to the agenda and communicated to the general membership at least seven (7) days in advance of the next meeting.

**5.8 Proxy Voting.** Proxy voting shall be allowed with written or electronic signature of the member and advance notice. Proxies shall be sent out no later than three (3) days prior to the vote, and returned by the

time appointed for the vote to be taken.

**5.9 Action by Consent.** Any action required or permitted by law to be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the actions to be taken or so taken, shall be signed by all the members.

**5.10 Member in Good Standing.** Members in Good Standing are members that have paid their membership dues for the current 12 month membership period. Members in Good Standing enjoy all of the benefits of membership according to their membership class.

**5.11 Members in Arrears.** Members in Arrears are members who have not paid their renewal membership dues by thirty days after the expiration of their last membership period. Members in arrears will be provided multiple email and phone notices of their status. Members in Arrears enjoy all of the benefits of Members in Good Standing.

**5.12 Membership Suspension.** Unless otherwise directed by the Board of Directors, members that fail to pay their yearly dues to the Treasurer will have their Membership Suspended. Suspended Members cannot attend member meetings and lose all privileges and benefits of membership. A Suspended Membership can be reinstated once the Treasurer receives the dues payment for the year of membership. The Membership Suspension of a Directors membership due to failure to pay membership dues will result in that Directors immediate ejection from the Board of Directors, creating a vacancy on the Board.

## **ARTICLE 6- DUES**

**6.1 Dues.** Annual dues shall be fixed from time to time by a majority vote of the members of the board at a meeting at which a quorum is present, provided each member of the board has received notice that the board will vote on fixing dues at that meeting; provided, however, that dues may be fixed at any Annual Meeting of the board without prior notice of intent to fix dues. The board at the time of fixing said dues shall also specify the method and time of payment. The board shall determine the time within which a Member must pay dues before such Member shall forfeit membership for non-payment of dues. The board may in its sole discretion waive the whole or any part of the dues of a Member or extend the time for payment.

## **ARTICLE 7: COMMITTEES**

**7.1 Other Committees.** The Board of Directors may establish such committees as it deems necessary and desirable. Such committees may be advisory committees, formed to direct recommendations to the Executive Director on issues such as corporation membership, finances, education and outreach, and corporation marketing.

**7.2 Composition of Committees Exercising Board Authority.** Any committee that exercises any authority of the Board of Directors shall be composed of two (2) or more Directors, elected by the Board of Directors by a majority vote of the Directors prescribed by the Board, or if no number is prescribed, of all Directors in office at that time.

**7.3 Quorum and Action.** A quorum at a Committee meeting exercising Board authority shall be a majority of all Committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Directors present.

**7.4 Limitations on the Powers of Committees.** No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its directors or officers; may approve dissolution, merger, or the sale, pledge or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; nor may adopt, amend, or repeal the Articles of Incorporation, Bylaws, or any resolution by the Board of Directors.

## **ARTICLE 8: OFFICERS**

**8.1 Titles.** The officers of this corporation shall be the Chairman, Vice Chairman, Secretary, and Treasurer, who are also members of the Board of Directors.

**8.2 Election.** The general membership shall elect the officers to serve two (2) year terms. An officer may be reelected no more than two (2) consecutive terms. An officer may be reelected after a one-term absence.

**8.3 Vacancy.** In the event of a vacancy in the office of Chairman, the officer acting as Vice Chairman shall be promoted to Chairman. Vacancies in any other office shall be filled from within the Board of Directors by a majority vote of the Board of Directors not later than the first regular meeting of the Board of Directors following the vacancy.

**8.4 Other Officers.** The Board of Directors may elect or appoint other officers, agents and employees, as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

**8.5 Chairman.** The Chairman shall be the chief officer of the corporation and shall act as the Chair of the Board. The Chairman shall have any other powers and duties as may be prescribed by the Board of Directors.

**8.6 Vice Chairman.** The Vice Chairman shall preside at meetings of the Board of Directors in the absence or at the request of the Chairman. The Vice Chairman shall perform any other duties as requested and assigned by the Chairman and the Board of Directors.

**8.7 Secretary.** The Secretary shall share responsibility with another non-officer member of the Board of Directors for all recordkeeping and tracking all corporate funds. The Secretary shall perform, or cause to be performed the following duties: (a) authentication of the records of the corporation; and (b) any other duties as may be prescribed by the Board of Directors.

**8.8 Treasurer.** The Treasurer shall share responsibility with a designee of the Board of Directors for keeping a full and accurate account of all financial records of the corporation. The Treasurer shall perform, or cause to be performed, the following duties: (a) deposit of all monies and other such valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; (b) disbursement of all funds when proper to do so; (c) making financial reports as to the financial condition of the corporation to the Board of Directors; and (d) any other duties as may be prescribed by the Board of Directors.

**8.9 Eligibility for Nomination.** Only Full Dues paying General Members in Good Standing may be elected to the Board of Directors.

#### **ARTICLE 9: CORPORATE INDEMNITY**

This corporation will indemnify to the fullest extent not prohibited by law any person who is made or threatened to be made a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a director or officer of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act (or its corresponding future provisions) with respect to any employee benefit plan of the corporation. No amendment to the Article that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. The corporation shall interpret this indemnification provision to extend to all persons covered by its provision the most liberal possible indemnification, substantially, procedurally, and otherwise.

#### **ARTICLE 10: FISCAL YEAR**

The fiscal year of the corporation shall consist of the 12 month period ending on October 31<sup>st</sup>.

#### **ARTICLE 11: AMENDMENTS TO BYLAWS**

These Bylaws may be amended or repealed, and new Bylaws adopted, by the Board of Directors by a majority of vote of Directors present, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least seven (7) days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment. The requirement for at least seven (7) days notice may be waived by the Board of Directors by a two thirds (2/3) majority vote of all sitting Directors.