

**BYLAWS
OF
EFFICIENCY FIRST, INC.
A Nonprofit Corporation**

**ARTICLE I
ORGANIZATION**

Section 1. The name of this organization shall be Efficiency First, Inc., (Herein after referred to as the Corporation). The Corporation is a nonprofit corporation organized under the laws of the District of Columbia, and, pending IRS determination, is a tax-exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1954, as amended.

Section 2. The office of the Corporation shall be located in the District of Columbia, City of Washington.

Section 3. The Corporation may also have offices at such other places as the Board of Directors may from time to time determine or the business of the Corporation may require.

**ARTICLE II
MISSION**

The mission of the Corporation is to promote the common business interests of persons engaged in home energy performance retrofitting for residential customers, improving the business conditions of the home energy performance retrofit industry and advocating on behalf of the home energy performance retrofit industry.

**ARTICLE III
SCOPE AND OBJECTIVES**

Section 1. The Corporation is open for membership by any individual engaged in a line of work described by Article II above. Associate level membership is also provided to any company, corporation, institution, association, or other business entity, or nonprofit organization, having activities or interests in the home energy performance retrofitting industry, and who are committed to funding the activities of Efficiency First, Inc. These activities may include manufacturing/marketing/design/installation of home energy performance retrofitting products, components, materials and services (including products and services supplied for the manufacturing of home energy performance retrofitting equipment), research and development in the field of home energy performance retrofitting, ownership and/or use of home energy performance retrofitting equipment, and general advocacy for the interests of this Corporation, as stated in Section 2 of this Article.

Section 2. With full recognition of the right of each Member and Associate to determine its own business policies, the Corporation shall promote the interests of its Members and Associates, in a manner which gives optimal recognition and representation to those interests.

ARTICLE IV
MEMBERSHIP

Section 1. Eligibility for Capital Circle Membership (“Circle”): To be Eligible for Circle Membership

- (a) Applicant must pay the dues required by the Corporation as a condition of membership.
- (b) Applicant must support the Corporation’s mission, objectives and principles as described in Articles II and III.
- (c) Capitol Circle members shall have full voting rights
- (d) Applicant must be organized, either under the laws of the United States or a state thereof or under the laws of a foreign country (if it is a corporation).
- (e)

Notwithstanding the foregoing general qualifications, Efficiency First, Inc., retains the right to limit Membership in the Corporation.

Section 2. Eligibility for Supporting Sponsor Membership (Supporting Sponsor): To be Eligible for Supporting Sponsor Membership:

- (a) Applicant must pay the dues required by the Corporation as a condition of membership.
- (b) Applicant must support the Corporation’s mission; objectives as described in Articles II and III.
- (c) Supporting Sponsor members shall have full voting right
- (d) Applicant must be organized, either under the laws of the United States or a state thereof or under the laws of a foreign country (if it is a corporation).

Section 1. Eligibility for Membership.

To be eligible for Membership in the Corporation an applicant must meet the following general qualifications:

- (a) Members shall be defined as ““Home Performance Contractor Members” & and “Energy Auditing Company Member”
- (b) Applicant must be organized, either under the laws of the United States or a state thereof or under the laws of a foreign country (if it is a corporation).
- (c) Applicant must pay the dues required by the Corporation as a condition of membership.
- (d) Applicant must support the Corporation’s mission, objectives and principles as described in Articles II and III.

- (e) Applicants qualifying as a “Home Performance Contractors” must be engaged in the business of home performance contracting.¹
- (f) Applicants qualifying as a “Energy Audit Company Members” must be engaged in the business of performance home performance audits based on diagnostics and building science, designed to inform the design of contracting work. Audits must be performed by a Building Performance Institute (BPI) Building Analyst Certified Professional or a Residential Energy Services Network (RESNET) qualified rater (or an approved equivalent).]
- (g) “Home Performance Contractors Members” and “Auditors” shall have full membership voting rights.

Notwithstanding the foregoing general qualifications, Efficiency First, Inc., retains the right to limit Membership in the Corporation.

Section 3. **Eligibility for Associate Status.**

Associate Status (“Associate”): To be eligible for Associate Status, an applicant must meet the following general qualifications:

- (a) Associate members shall be defined as “Allied Supporters”
- (b) Associate Members do not have voting rights
- (c) Applicant must be organized, either under the laws of the United States or a state thereof or under the laws of a foreign country (if it is a corporation).
- (d) Applicant must support the Corporation’s mission and objectives and principles as described in Articles II and III.
- (e) Applicant must pay the dues required by the Corporation as a condition of Associate membership.
- (f) The Board shall have the authority to create categories of Associate Status.

Notwithstanding the foregoing general qualifications, Efficiency First, Inc., retains the right to limit Associate Status in the Corporation.

Section 4. **Application and Election to Active Membership or Associate Status**

Application for Membership or Associate Status in the Corporation shall be in writing on a form approved by the Board of Directors for that purpose. The application form shall be designed to elicit all information necessary to determine eligibility for Membership under Article IV, Sections 1 and 2. Copies of the application form will be provided to prospective applicants upon request. The Membership Committee of the Board of Directors will establish threshold guidelines for participation as a Member or as an Associate

¹ A individual contractor providing comprehensive whole house services as per US EPA guidelines, including before and after testing procedures, combustion safety, and a house-as-a-system approach utilizing multiple measures (see: Home Performance with Energy Star and Build Performance Institute for examples of best practices)

and make determinations on eligibility to join in either category. In cases of appeal, the Board of Directors' Membership Committee shall advise the Chairperson of its recommendation and the Chairperson shall transmit this recommendation to the Board of Directors or Executive Committee of the Corporation.

Section 5. **Representatives and Alternate Representatives.**

Each Member shall represent themselves in the business affairs of the Corporation. Each Associate shall designate in writing to the Secretary one person to serve as its non-voting Representative and one person to serve as its non-voting Alternate Representative, and may change such designations at any time by written notice to the Secretary.

Section 6. **Resignation.**

A Member or Associate may resign from the Corporation after fulfilling all of its obligations and by giving written notice to the Chairperson, who shall inform the Board of Directors of such resignation at its next meeting. Such resignation shall not relieve such Member or Associate of its obligation for all dues, assessments, or indebtedness due to the Corporation.

Section 7. **Expulsion of Members and Associates.**

A Member or Associate who shall: (a) be more than four months in arrears in the payment of any dues or assessments of the Corporation; (b) commit a substantial breach of any provision of these Bylaws, including, but not limited to, failing to meet the qualifications for Membership or Associate Status set forth in Article IV, Sections 1 or 2; or (c) refuse or neglect to comply with any lawful rule or practice duly adopted for the governance of the Corporation may have its Membership or Associate Status terminated by the Board of Directors. Any such termination of Membership or Associate Membership status shall occur only by an affirmative vote of two-thirds of the entire Board of Directors. The Board of Directors shall keep all deliberations related to expulsion proceedings confidential, except that if a Member or Associate Status has been terminated, the Corporation may make an appropriate announcement to that effect. This section of the Bylaws may not be amended at the same meeting where expulsion action is taken.

Section 8. **Reinstatement of Membership.**

Any application for reinstatement of Membership or Associate Status by a former Member or Associate shall be treated in accordance with the appropriate provisions of these Bylaws regarding new Members and Associates. No such applicant shall be reinstated until the applicant has discharged all past indebtedness to the Corporation.

Section 9. **Changes to Membership Structure.**

The Board of Directors shall have authority to develop guidelines for altering the role of Members and Associates. Any modification pursuant to this Section 8 shall be by a two-thirds majority vote of the entire Board of Directors.

ARTICLE V

DUES AND CONTRIBUTIONS

Section 1. **Annual Dues.**

The Board of Directors shall determine the dues structure of the Corporation. Annual dues shall be for an entire fiscal year. Dues for each membership category shall be: "Capitol Circle" shall be \$10,000 per year/dues for "Capitol Circle" members, shall be pro-rated to \$5,000 after six (6) months of the fiscal year has passed and the member pledges to retain in the policy circle for an additional year; "Supporting Members" shall be \$1,000 per year; "Home Performance Contractors" and "Auditors" shall be \$250 per year dues for "Associates" shall be \$250 per year. Corporations may pay for the individual memberships of its staff at this rate. The dues for Associate Status will be set at a level to be determined by a majority of the entire Board of Directors. Annual dues will be adjusted from time to time by a majority vote of the Board of Directors.

Section 2. **Payment of Dues.**

Annual dues shall be payable to the Corporation in accordance with a method determined by the Board of Directors.

Section 3. **Late Payment of Dues.**

In the event that any Member or Associate shall fail to pay fully applicable dues for a period of four months from the date upon which payment is due, the Chairperson shall proceed in the manner provided in Article IV, Section 6, of these Bylaws.

Section 4. **Additional Market Advocacy Funds.**

The Corporation may create separate market advocacy funds for the purpose of supporting the Corporation's legislative and regulatory activities at the state and federal levels. These funds would support activities above and beyond the budgeted activities of the Corporation. Only Members in good standing may participate in a market advocacy fund.

Section 5. **Gifts.**

The Board of Directors may accept, on behalf of the Corporation, any contribution, gift, bequest or devise for the Corporation.

ARTICLE VI **BOARD OF DIRECTORS**

Section 1. **Composition.**

The property, affairs, activities and business of the Corporation shall be vested in its Board of Directors. The number of directors constituting the Board of Directors of the Corporation shall be a minimum of 11 members and shall be a maximum of 19 members of which an odd number shall be represented on the board. The composition for board members shall be a minimum of 50 percent "Home performance contractor members." The Nomination Committee will make recommendations to the Board of Directors for decisions on expansion of the number of Board members. As used in these Bylaws, the term "entire Board" or "entire

Board of Directors” shall mean the total number of Directors entitled to vote. Directors need not be residents of the District of Columbia and need not be employed by a Member or Associate of the Corporation; however they must qualify under a membership category.

Section 2. **Board of Directors Elections**

The Nominations Committee shall review petitions from “Members” for nomination to the Board of Directors and make recommendations to the Board of Directors the slate of candidates that will be voted on by the Board of Directors at the Annual Meeting for presentation to the membership for a confirmation vote. The Members shall confirm a slate, by a majority vote, the individuals to serve on the Board of Directors. The election of members of the Board of Directors may be conducted by written or electronic ballot. The newly elected board shall take over ten business days from the Annual Meeting

Section 3: **Board of Directors Elections outside the Annual Meeting**

In the event of a vacancy The Nominations Committee shall review petitions from “Members” for nomination to the Board of Directors and make recommendations to the Board of Directors the slate of candidates that will be voted on by the Board of Directors at an official meeting of the board.

Section 3. **Term**

The term of office for a director shall be three (3) years and approximately one-third of the directors will rotate off the Board each year. Initially, four members will be selected for three year terms; four members will be selected for two year terms, and three members will be selected for a one year term. All new appointments will then be for three year terms.

Section 4. **Duties of Directors**

Pursuant to such limitations specified in these Bylaws, the Board of Directors may: (a) hold meetings at such times and places as it deems proper; (b) admit Members and Associates and suspend or expel them by ballot, in accordance with these Bylaws; (c) appoint committees from the Directors then serving on the Board; (d) audit bills and disburse the funds of the Corporation; (e) print and circulate documents and publish articles; (f) carry on correspondence and communicate with other Corporations, including those interested in home energy performance retrofitting technology; (g) employ agents and advisors; (h) purchase, acquire, lease, transfer, or otherwise enter into arrangements involving real or chattel property; and (i) devise and carry into execution such other measures as it deems proper and expedient to promote the objectives of the Corporation and to best protect the interests and welfare of the Members and Associates.

Section 5. **Meetings of the Board.**

The Board of Directors shall hold a minimum of three meetings annually, with one meeting reserved as the Annual Meeting during which time the budget will be approved and the strategic plan, outlining the activities of the organization, is updated. The election of new members to the Board of Directors shall be conducted as outlined in Section 2 of this Article VI. Meetings of the Board of Directors are open to the public as defined in Article 9, Section 9. Associate members are not entitled to vote in the Board of Directors election. Any Executive Committee member may call a meeting or adjust a regularly scheduled meeting time, provided that reasonable notice for the new meeting time is given and that a reasonable rationale prompted the decision to modify the meeting time.

Section 6. **Quorum and Voting.**

A vote can be held at any duly noticed meeting of the Board of Directors. A majority of the entire Board of Directors shall constitute a quorum for the transaction of business. In calculating a quorum and in recording votes, only those directors who are current in payment of dues shall be included. Current is defined as having paid pro-rated dues for the quarter in which the vote is being taken or within 45 days of invoice issuance thereof. Acceptable forms for registering votes include voting when physically present or present by teleconference at a meeting with a quorum, email, fax, or other electronic means designated as acceptable by the Executive Committee. The affirmative vote of a majority of the entire Board of Directors, regardless of the number of Directors present at a meeting, shall constitute the action of the Board of Directors except for specific actions as specified otherwise in these Bylaws. If a quorum is not present, no formal actions or votes can be undertaken.

Section 7. **Vacancies.**

Whenever any vacancy occurs on the Board of Directors by death, resignation or otherwise, it shall be filled by affirmative vote of a majority of the Members in a special election.

Section 8. **Removal of Directors.**

A Director may be removed either with or without cause, at any time, by an affirmative vote of two-thirds of the entire Board. Missing three consecutive meetings in a row is grounds for removal of a Director by a simple majority vote of the Board. The vacancy created by affirmative vote of a majority of the Members in a special election.

Section 9. **Written Consent Without a Meeting.**

Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting, if the entire Board or voting committee members consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the Members of the Board or of the committee shall be filed with the minutes of the proceedings of the Board or of the committee.

Section 10. **Special Voting.**

As otherwise provided in these Bylaws, formal actions regarding the Corporation's (1) Annual Budget; (2) Election of Officers; (3) Dues; (4) Contracts; (5) Changes to the Corporation Manual; or (6) closing the attendance of Board meetings each require a majority vote of the entire Board of Directors for passage. Formal actions regarding (1) Amendments to Bylaws; (2) Acceptance or expulsion of Members or Associates; (3) Selection of or changes to key personnel; (4) Amendments to the Articles of Incorporation; or (5) Exemptions from term limitations for Officers each require a two-thirds majority vote of the entire Board of Directors.

Section 11. **Conflict of Interest**

Any Board member of the Organization shall disclose in writing to the Secretary any conflict of interest which he/she believes may arise in connection with his service as a board member of the Organization. No contract or other transaction between the Organization and any other corporation, firm, association, or other

entity in which one or more of its Board members are directors or officers, or have a substantial financial interest, shall be either void or void-able for this reason alone. However in the event of said circumstances any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board or any recognized committee, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion, lobbying and voting on said item.

ARTICLE VII ANNUAL CALENDAR

Section 1: Section 1: Annual Meeting

The annual meeting, which shall include the election of the Board of Directors, shall be held between thirty (30) – one hundred twenty days (120) from the close of the prior fiscal year.

Section 2: Board Meetings

The board shall meet once each quarter either in person, via phone or live Internet chat. The chair can call a board meeting at any other time by submitting in writing (electronic or mail permitted) by notifying the Secretary, Executive Director and all Board members.

Section 3: Notice

Notice. An official Board meeting requires that each Board member have written notice two weeks in advance. The three quarterly meetings shall be noticed during the Annual Meeting.

Section 4: Fiscal Policies

The fiscal year of the board shall be January 1 to December 31.

Section 5: Membership Renewal

Membership renewal shall be rolling. Each member shall renew their membership between eleven (11) and thirteen (13) months from their date of joining or from previous membership renewal.

Section 6: Duties

During the annual meeting the following shall take place:

- a) The board election shall take place

OUTGOING BOARD

- b) The outgoing board shall approve all reports submitted by the Secretary
- c) The Secretary shall submit an official report or records kept
- d) The Treasurer shall, in coordination with the finance committee submit closing financial statements for the prior year

INCOMING BOARD

- e) The board shall approve the current year budget
- f) The chair shall submit dates of quarterly meetings
- g) Additional duties as needed

ARTICLE VIII.
OFFICERS, EXECUTIVE COMMITTEE, PRESIDENT AND STAFF

Section 1. **Composition**

The Executive Committee of the Board of Directors shall consist of the Officers. The Officers shall include (a) the Chairperson of the Board, who shall also be the President, (b) the Vice-Chairperson, (c) the 2nd vice-chairperson/policy chairperson (d) the Secretary and (e) the Treasurer. All Members of the Executive Committee shall serve without compensation.

Section 2. **Nomination and Election of Executive Committee Members**

The Board of Directors shall elect the Officers from its ranks, by the affirmative vote of a majority of the entire Board. Candidates are to be nominated at a meeting of the Board for this purpose and may be nominated by any Director serving at that time on the Board of Directors.

Section 3. **Duties of the Executive Committee**

The Executive Committee shall be empowered to act on behalf of the Board concerning any matter, whenever the Board is not in session. The Executive Committee shall develop the direction of the Corporation and work with the staff between Board meetings to provide guidance. The Executive Committee shall report to the Board on its actions at the next regular or special meeting of the Board, or by written communication. A majority of the Executive Committee shall constitute a quorum for the transaction of business. Meetings of the Executive Committee may be called by any Member of the Executive Committee. The Executive Committee shall oversee all securities and bank accounts and shall have authority to transfer funds for the income account to the operating account as needed to meet operating expenses. The Executive Committee shall exercise surveillance over any and all investments of the Corporation.

Section 4. **Term of Office**

The term of office for Officers shall be for two years. An Officer may not serve for more than one consecutive term (2 years) in the same position, with the exception of the interim board; however, this term limit can be waived for an individual Officer upon a two-thirds majority vote of the entire Board, in accordance with Article VI, Section 9. An officer is not limited in the number of non-consecutive terms he/she may serve.

Section 5. **Duties of the Chairperson**

The Chairperson is the chief elected officer of the Corporation. The Chairperson shall preside at all meetings of the Corporation, the Board of Directors, and the Executive Committee, and he/she shall perform such other duties as may be required or permitted by these Bylaws, or as the Board may from time to time direct. He/she shall appoint all Special Committees, subject to the approval of the Board, as the need for such may arise.

Section 6. **Duties of the Vice Chairperson**

The Vice Chairperson shall preside at all meetings of the Corporation, the Board, or the Executive Committee in the absence of the Chairperson. He/she shall also perform such other duties as the Chairperson or Board may from time to time direct. Upon the death, resignation, removal, or incapacity to act of the Chairperson, the Vice Chairperson shall succeed to the Chairpersonship for the unexpired portion of the Chairperson's term.

Section 7. **Duties of the 2nd Vice-Chairperson**

The 2nd Vice-Chairperson shall be known as the Policy-Chairperson. The policy chairperson shall serve as the chair of the Capitol Circle. The policy chairperson shall serve as chair of the Policy Committee. He/she shall also perform such other duties as the Chairperson or Board may from time to time direct. Upon the death, resignation, removal, or incapacity to act of the Chairperson, the Vice Chairperson shall succeed to the Chairpersonship for the unexpired portion of the Chairperson's term.

Section 8. **Duties of the Secretary**

The Secretary shall keep or cause to be kept the minutes of all Board meetings and shall have charge of all Corporation files. He/she shall receive and retain the minutes of all meetings of the Corporation and all Standing and Special Committees. The Secretary shall have such additional authority, powers and duties as are appropriate and customary for the offices of Secretary, and as the Board of Directors may prescribe from time to time.

Section 9. **Duties of the Treasurer**

The Treasurer shall oversees the financial condition of the Corporation and will chair the Finance Committee of the Board of Directors. The Treasurer shall have such additional authority, powers and duties as are appropriate and customary for the offices of Treasurer, and as the Board of Directors may prescribe from time to time.

Section 10. **Duties of the Executive Director**

Section a: APPOINTMENT The Board of Directors may appoint with a majority vote an Executive Director who shall be the chief operating officer of the Corporation. The Executive Committee shall place a name before the board for the position of Executive Director. He/she shall be employed (with or without compensation) by and be responsible to the Board.

Section b: DUTIES The Executive Director has day-to-day responsibility for the Council, including carrying out the Council's goals and Board policy. The Executive Director will attend all Board meetings, report on the progress of the Council, answer questions of Board members and carry out the duties described in the job description. The Board can designate other duties as necessary.

Section c: VACANCY In the event of a vacancy of the Executive Director by death, resignation, or otherwise, it shall be filled by affirmative vote of a majority of the Members in a special meeting. In the event of a vacancy the Executive Committee shall have the power to name an interim-director. The interim director cannot serve pass the next annual board meeting.

Section 11. **Organization Finances**

The Executive Director shall have the authority with limited power to pay expenses and

- i. The Executive Director can approve expenses under \$400 by him/herself
- ii. The Executive Director can enter into a contract of \$5,000 or less with the consent of the Chair or with the consent of two members of the Executive Committee.
- iii. A contract or expense requiring \$5,001 shall be approved by the entire board with the exception of staff compensation *see Section 11*.

Section 12. **Compensation of the President and Other Employees**

The Executive Committee shall fix the compensation of the Executive Director. The Executive Director, in consultation with the Executive Committee shall fix compensation for all other employees.

Section 13. **Bonding**

The Board of Directors, at its discretion, may bond any Officer, Representative, Alternate Representative or employee with an adequate bond for the faithful performance of his/her duties.

Section 14. **Removal of Officers**

An Officer may be removed either with or without cause, at any time, by an affirmative vote of two-thirds of the entire Board.

**ARTICLE IX.
RECORDS KEEPING**

Section 1. **Corporate Records**

The Secretary shall be responsible for keeping all corporate records and for filling annual corporate renewal documents. The Secretary in Association with the Treasurer shall be responsible for filing tax documents Federal, State and local.

Section 2. **Minutes and Elections**

Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

Section 3. **Financial Records**

The financial records of the Council are public information and shall be made available to the membership, Board members and the public.

**ARTICLE X.
STANDING AND SPECIAL COMMITTEES**

Section 1. **Standing Committees**

The Executive Committee, the Membership Committee, the Finance Committee and any other committee so designated by the Board of Directors shall be a Standing Committees of the Corporation.

Section 2. **Membership Committee**

The Membership Committee shall review applications for Membership in the Corporation, and provide their recommendations regarding such applications to the Board. The Membership Committee may also recommend people or organizations for Honorary Memberships. The Membership Committee will also perform such other duties as may be given to it by the Board of Directors.

Section 3. **Finance Committee**

The Finance Committee shall review the monthly financial statements of the Corporation with the President. It will be responsible for compliance with federal, state and local regulations and in commissioning the annual audit.

Section 4. **Policy Committee**

The Policy Committee shall be chaired by the 2nd Vice Chairperson of the Executive Committee and may consist of additional sub-committees. Policy Committee is responsible for recommending Efficiency First policy positions to the Board for adoption, and for acting to support these positions at the Federal, state, and local level. The Policy Committee is authorized to interpret existing policy and represent Efficiency First and advocate consistent with established policy.

Section 5. **Nominations Committee**

The Nominations Committee shall review petitions for nomination to the Board of Directors and Executive Committee and make recommendations to the Board of Directors the slate of candidates that will be voted on by the Board of Directors for presentation to the membership for a vote.

Section 6. **State Organizations Committee**

The State Organizations Committee shall oversee and review state charters. The Committee shall make recommendations on negotiating membership arrangements, approve state chartering, and determine corporate status and other related items to the formation and management of state chapters.

Section 7. **Other Committees**

The Board of Directors may fix such other Standing or Special Committees as it deems appropriate from time to time. Members of such committees shall serve at the pleasure of the Board and shall have only those powers specifically delegated to them by the Board. Committee chairs shall be elected by the affirmative vote of a majority of the voting committee members, subject to the approval of the Board.

Section 8. **Removal of Committee Members; Vacancies**

Any Committee member may be removed for due cause by an affirmative vote of two-thirds of the entire Board of Directors. Except as provided in these Bylaws, in the event of the death, resignation, removal or incapacity to act of any Committee member elected to fill such a vacancy shall begin at the time of his/her election and qualification, and he/she shall hold office during the unexpired term of his/her predecessor.

Section 9. Conflict of Interest

Any committee member of the Organization shall disclose in writing to the Secretary any conflict of interest which he/she believes may arise in connection with his/her service as a committee member of the Organization. No contract or other transaction between the Organization and any other corporation, firm, association, or other entity in which one or more of its Committee members are directors or officers, or have a substantial financial interest, shall be either void or void-able for this reason alone. However in the event of said circumstances any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Committee or any recognized committee, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Committee to voluntarily excuse him/herself and will vacate his/her seat and refrain from discussion, lobbying and voting on said item.

**ARTICLE XI.
GENERAL**

Section 1. Interest in Corporation Funds and Property

Any Member who shall resign, or whose Membership in the Corporation shall have been terminated for any reason, shall relinquish and forfeit any interest in any funds or other property belonging to the Corporation, including market advocacy funds.

Section 2. Nonprofit Character; Nonliability of Members

The Corporation shall not afford any pecuniary gain, incidentally or otherwise, to its Members. There shall be no personal liability of Members, Directors, Officers or Honorary Members for Corporation obligations. The Corporation shall maintain suitable insurance for Directors and Officers. Directors, as such, shall not receive any salaries or fees for their services but may be reimbursed for travel or other expenses.

Section 3. Confidentiality of Sales and Voting Information

The Chairperson shall cause the sales and voting information of Members to be kept confidential by the Corporation's staff and accountants, to the extent permitted by law. Members shall not be entitled to obtain the sales information of other Members, but any Member may obtain the names and addresses of the other Members.

Section 4. Contracts

The Board may authorize any Officer(s) or agent(s) of the Corporation, including, but not limited to, its Chairperson, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation. The Board may make such an authorization upon the affirmative majority vote of the entire Board, and such authority may be general or confined to specific instances.

Section 5. **Seal, Letterhead and Logo**

The Board shall adopt a seal containing the name of the Corporation and the place and year of its incorporation, to be in such form and to be used in such manner as the Board shall direct. The seal shall be placed in the custody of the Secretary or his/her designee. The Board shall also adopt a letterhead.

Section 6. **Notice**

Whenever under the provisions of these Bylaws, notice is required to be given, it shall not be construed to be limited to personal notice. Effective notice may be given in writing, by first class mail, postage prepaid, by facsimile, telegram, telex, cable, electronic mail, or other written means, addressed to such recipient at the address designated for such purposes, or if none is designated, at the recipient's last known address. Notice shall be deemed effective and given at the time at which the notice shall be deposited with the U.S. mails or effectively transmitted by any other means.

Section 7. **Minutes**

Minutes shall be kept of all meetings, including meetings of the Board of Directors, the Executive Committee and other committees. All minutes shall be forwarded to and reviewed by the Secretary.

Section 8. **Participation by Telephone**

Meetings of the Board of Directors, and any committees thereof may be conducted, in whole or in part, by telephone or other appropriate electronic means, provided, however, that the persons participating by electronic or other means can communicate with all of the other participants, have access to the same information as the other participants, and can otherwise participate effectively in the affairs of the meeting.

Section 9. **Open Meetings**

All meetings of the Corporation shall be open unless closed by a majority vote of the entire Board or the Executive Committee, depending on whether the subject meeting is a Board or Executive Committee meeting.

Section 10. **Equality**

The Organization shall not discriminate membership or leadership positions based upon race, gender, sexual orientation, physical handicap, national origin, economic class or by any other means.

The Organization shall make best effort to encourage diversity among membership and leadership.

Section 11. **Distribution of Assets upon Dissolution**

In the event of any dissolution of the Corporation, any surplus funds or other assets on hand shall be distributed in accordance with the relevant provisions of all applicable laws, including the District of Columbia Nonprofit Corporation Act and the Internal Revenue Code of 1986, or their successor statutes.

Article XII.
INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify and hold harmless each person who has been, is now or shall hereafter be a Director or Officer of the Corporation, or any of its divisions or classes, from and against any and all claims and liability, whether the same are settled or proceed to judgment, to which such person shall have become subject by reason of his/her having heretofore or hereafter taken or omitted to take an action by him/her as such Director or Officer, and shall reimburse each such person for all legal and other expenses (including the cost of settlement reasonably incurred by him/her in connection with any such claim, liability, suit, action or proceeding; provided, however, that no such person shall be indemnified against, or be reimbursed for, any claims, liabilities, costs or expenses incurred in connection with any claim or liability, or threat or prospect thereof, based upon or arising out of his/her own willful misconduct in the performance of his/her duties as such Director or Officer; and, provided further, that during the pendency of any proceeding based on such claim or liability, the Corporation shall pay the expenses incurred in defense thereof upon receipt of an undertaking by the person seeking the advance to repay such amounts if he/she is found to have engaged in willful misconduct. The determination of all questions as to the existence of willful misconduct, and as to the right to indemnity and reimbursement hereunder and the reasonableness of such costs and expenses may be made, and shall be final and conclusive if made, by the Board of Directors of the Corporation acting at a meeting at which any interested Directors are not counted for quorum purposes and do not participate in the vote. The rights accruing to any person under the provisions of this Article shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such person in any case even though not specifically herein provided for. The Corporation shall have the power to purchase and maintain insurance to indemnify: (a) itself or any obligation which it incurs as a result of the indemnification of any person under the provisions of this Article or the provisions of any law; (b) any person in an instance in which he/she may be indemnified by the Corporation under the provisions of this Article, or the provisions of any law; or (c) any person in all instances, regardless of whether such indemnification is permitted by law, provided, however, that such contract or insurance satisfies the requirements imposed by law.

Article XIII.
RULES AND REGULATIONS

The Board of Directors may adopt and amend, upon an affirmative majority vote of the entire Board, from time to time a Corporation Manual containing rules and regulations to carry these Bylaws into effect and to provide for the executive management of the Corporation, provided that the Corporation Manual shall not be inconsistent with the provisions and requirements of these Bylaws. A copy of the Corporation Manual will be provided to any Member or prospective Member upon request.

Article IVX.
AMENDMENTS

Section 1. **To the Bylaws**

The Board of Directors may alter, amend or repeal any of these Bylaws by the affirmative vote of two-thirds of the entire Board of Directors. Notice of intention to move a proposed amendment of these Bylaws, along with a copy of the proposed amendments, shall accompany the notice of the Board of Directors meeting and shall be sent in accordance with the notice provisions of Article IX, Section 6.

Section 2. **To the Articles of Incorporation**

Should an amendment to the Articles of Incorporation be deemed necessary, the entire Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at an annual or special meeting of Members having voting rights. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member entitled to vote at such meeting within the time and in the manner set forth in these Bylaws for notice of a regular or special meeting of the Members. The proposed amendment shall be adopted upon receiving the affirmative vote of at least two-thirds of the votes entitled to be cast by Members. If the proposed amendment is adopted, Articles of Amendment shall be executed and filed in accordance with the laws of the District of Columbia.

Secretary

A TRUE RECORD