

**Adopted May 19, 2021**

**BYLAWS  
OF  
AMERICAN SOLAR ENERGY SOCIETY  
A NONPROFIT CORPORATION**

**ARTICLE 1  
MEMBERS**

1.01 Membership. The American Solar Energy Society (the “Corporation”) is a Colorado nonprofit corporation and is the United States’ section of the International Solar Energy Society. Membership in the Corporation is open to the public and shall consist of one or more classes of members as established by the board of directors of the Corporation (the “Board”). Members shall be admitted following payment of the membership fee, if any, established by the Board. The Board shall designate the rights, preferences and privileges of each class of membership and may establish conditions applicable to each such class for continuing membership. Members may resign at any time, but resignation does not relieve the member from any obligations incurred, or commitments made, prior to resignation. Subject to the provisions of Section 7.01, the Board may suspend or expel a member, or terminate a member’s membership, at any time for any reason, with or without cause.

1.02 Annual Meeting. The Corporation shall hold an annual meeting of the members at such location, date, and time as shall be designated by the Board or the Chair, for the purpose of transaction of such business as may properly come before the meeting. If the annual meeting shall not be held on the day designated as provided herein or at any adjournment thereof, the Board shall cause such meeting to be held as soon thereafter as convenient. An annual meeting may be held in any location, within or outside of Colorado.

1.03 Special Meetings. Special meetings of the members, for any purpose or purposes, may be called by the Board or the Chair. The Corporation shall also hold a special meeting of the members in the event it receives one or more written demands for a special meeting signed and dated by members representing at least ten percent of all members and stating the purpose or purposes for which such special meeting is to be held. Special meetings shall be held at the principal office of the Corporation or at such other place as the Board or the Chair may determine.

1.04 Notice of Meeting. Notice of any annual or special meeting shall be provided in accordance with Section 7.05 at least 10 days prior to such meeting. Such notice shall be given by the Corporation in a fair and reasonable manner and shall state the time, date, and location of the meeting.

1.05 Waiver of Notice. A member may waive any notice of a meeting required by these bylaws before, at, or after the date or time of the meeting stated in the notice. Except as provided

in the next sentence, any such waiver must be in writing, signed by the member entitled thereto, and delivered to the Corporation for filing with the corporate records, but such delivery and filing shall not be conditions to its effectiveness. A member's attendance at or participation in a meeting waives any required notice to such member of the meeting unless, at the beginning of the meeting or promptly upon the member's later arrival, the member objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and does not thereafter vote for or assent to action taken at the meeting.

1.06 Conduct of Meetings. All meetings of members shall be conducted in accordance with the procedural rules set forth in the most recent edition of *Robert's Rules of Order* or as may otherwise be established by the Board.

1.07 Quorum Requirement. Except as otherwise provided by law or the articles of incorporation, one-half of one percent (0.5%) of the members entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of members. In the absence of a quorum at any meeting, a majority of the members present at such meeting may adjourn the meeting for a period not to exceed 70 days without further notice. Upon reconvening an adjourned meeting, if a quorum is present or represented at the adjourned meeting, then any business may be transacted which might have been transacted at the original meeting.

1.08 Manner of Acting. If a quorum is present at a meeting of members, action on a matter is approved if the votes favoring the action exceed the votes opposing the action, unless a greater number of affirmative votes is required by law, the articles of incorporation or these bylaws. Notwithstanding the foregoing, voting for the election of directors shall be governed by Section 2.03.

1.09 Voting and Proxies. Each member is entitled to one vote with respect to all matters upon which the members are entitled to vote, and all members shall vote together as a single class. Cumulative voting shall not be allowed. Subject to applicable provisions of law, a member may vote by proxy appointed by a writing signed by the member or the member's authorized agent and delivered to the Secretary of the Corporation. Subject to applicable provisions of law, members are entitled to vote with respect to (i) the election of Member Elected Directors, (ii) any amendment to these bylaws that would (A) reduce the proportion of directors that are Member Elected Directors below fifty percent (50%), or (B) add, change, or delete the quorum or voting requirements for actions taken by the members, and (iii) such other matters as determined by the Board in its sole discretion, and for no other purposes.

1.10 Voting by Written Ballot. Any action that may be taken at any annual or special meeting of the members may be taken without a meeting by means of a written ballot, provided such written ballot is delivered to every member entitled to vote on the matter. A written ballot shall be deemed delivered to a member if such ballot and all accompanying information is available to the member through the Corporation's website and the member is notified of such availability in accordance with Section 1.04. Approval of any action, except for the election of directors pursuant to Section 2.03, by written ballot pursuant to this Section 1.10 shall be valid and effective when (1) the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting at which such action would otherwise be authorized or approved, and (2)

the number of votes for, or approvals of, such action exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot. A written ballot shall state each proposed action and provide an opportunity to vote for or against each proposed action. Solicitations for votes by written ballot shall (a) indicate the number of responses needed to meet the quorum requirements; (b) state the percentage of approvals necessary to approve each matter other than election of directors; (c) state the time by which a ballot must be received by the Corporation in order to be counted; and (d) be accompanied by written information sufficient to permit each person casting such ballot to reach an informed decision on the matter. For purposes of this Section 1.10 a written ballot shall include any written ballot in any hard copy or electronic medium, provided such ballot is retrievable in perceivable form. Written ballots need not be provided to or returned by each member in the same medium.

## **ARTICLE 2 BOARD OF DIRECTORS**

2.01 General Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board, except as otherwise provided by law, the articles of incorporation or these bylaws.

2.02 Number, Tenure, and Qualifications. The Board shall consist of no fewer than five (5) and no greater than nineteen (19) directors, each of whom shall be a natural person elected or appointed in accordance with Section 2.03. Unless the articles of incorporation fix the number of directors, the number of directors constituting the Board shall be determined from time to time by resolution of the Board. The terms of the directors shall be staggered such that approximately one-third of the directors shall be elected each year, and each director shall hold office for a period of three years or until his or her successor is appointed or elected and qualified, or until such director's earlier death, resignation, or removal; provided, however, that, the terms of the Corporation's initial directors and directors appointed by the Board in accordance with Section 2.06 to fill vacancies in the Board may be shortened by resolution of the Board to ensure the staggering of the Board in accordance with this Section 2.02. Directors must be members of the Corporation but need not be residents of the State of Colorado or the United States of America. No member of the Board may serve more than 2 consecutive terms as a director; former Board members must sit out at least a year before running for a director position again.

2.03 Nomination; Election and Appointment of Directors. Directors shall be elected annually by the Members and the Board, pursuant to remote or electronic ballot or other similar means, in lieu of election at the annual meeting of the Members. The Board shall each year propose to the Members for election the nominees for the director positions to be filled in such year. Upon receipt by the Board of the result of the Member vote for the election of directors, the Board shall vote to approve or reject, in whole and not in part, the directors elected by the Members. If the number of nominees for one or more directorships exceeds the total number of directorships for which such nominees may be elected, that number of such nominees equaling the number of directorships to which they may be elected, having the highest number of votes cast in favor of their election by the Members, respectively, shall be

elected to the Board to fill such directorships in accordance with this Section 2.03. The Board may adopt or establish such procedures as it deems necessary to facilitate the election or appointment of directors in accordance with this Section 2.03.

2.04 Resignation. Any director may resign at any time by giving written notice of resignation to the Chair, the Executive Director or the Secretary of the Corporation. Such resignation shall be effective when it is received by the Chair, the Executive Director or the Secretary of the Corporation, as the case may be, unless the notice of resignation specifies a later effective date. Unless otherwise specified in the notice of resignation, acceptance of such resignation shall not be necessary to make it effective.

2.05 Removal. A director of the Corporation may be removed at any time, with or without cause, in the manner prescribed by the Colorado Revised Nonprofit Corporations Act or any successor thereto.

2.06 Vacancies. Any vacancy occurring on the Board, including a vacancy resulting from an increase in the number of directors, may be filled by vote of a majority of the directors then in office, although less than a quorum, or by a sole remaining director. Any director appointed to fill a Member Elected Director position in accordance with this Section 2.06 shall hold office until the next time at which the members elect any Member Elected Directors, whether by written ballot or at the annual meeting of the members, at which point the members shall elect a director to fill such directorship, and until such director's successor shall have been elected and qualified, or until such director's earlier death, resignation or removal. Any director appointed to fill a Board Appointed Director position in accordance with this Section 2.06 shall hold office for the remainder of the term of such directorship, and until such director's successor shall have been elected and qualified, or until such director's earlier death, resignation or removal.

2.07 Meetings. The Board may hold regular or special meetings, within or outside of Colorado. The Board may determine, by resolution, the time and place for holding regular meetings without other notice than such resolution; provided that any director who is absent when such a determination is made shall be given notice of the determination. Special meetings may be called by or at the request of the Chair, the Executive Director or at least 25% of the directors then holding office and shall be held at the principal office of the Corporation unless otherwise specified in the notice of the meeting. Transactions at any of these meetings will be fully documented and shared with the entire Board.

2.08 Notice of Meeting. Notice of each meeting of the Board all directors at least 24 hours before the start of the meeting in accordance with Section 7.05. The method of notice need not be the same for each director. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting. All materials will be sent to the Board one week prior to the Board meeting.

2.09 Waiver of Notice. A director may waive any notice of a meeting required by these bylaws before, at, or after the date or time of the meeting stated in the notice. Except as provided in the next sentence, any such waiver must be in writing, signed by the director entitled thereto and delivered to the Secretary of the Corporation for filing with the corporate records, but such

delivery and filing shall not be conditions to its effectiveness. A director's attendance at or participation in a meeting waives any required notice to such director of the meeting unless, at the beginning of the meeting or promptly upon the director's later arrival, the director objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and does not thereafter vote for or assent to action taken at the meeting.

2.10 Quorum and Manner of Acting. Except as otherwise may be required by law, the articles of incorporation or these bylaws, a majority of the directors fixed in accordance with Section 2.02, present in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of the Board. Except as otherwise required by law, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

2.11 Proxies. For purposes of determining a quorum with respect to a particular proposal, and for purposes of casting a vote for or against a particular proposal, any director may be deemed to be present and to vote if the director has granted a signed written proxy to another director who is present at the meeting, authorizing the other director to cast the vote. The written proxy must describe the particular proposal, and vote to be cast, with reasonable specificity. In the event of a conflict with *Robert's Rules of Order*, these bylaws shall apply to proxy voting.

2.12 Conduct of Meetings. All meetings of the Board of Directors shall be conducted in accordance with the procedural rules set forth in the most recent edition of *Robert's Rules of Order* or as may otherwise be established by the Board.

2.13 Meetings by Telecommunication. One or more directors may participate in any meeting of the board of directors by, or the meeting may be conducted through the use of, any means of communication by which all directors participating can hear each other during the meeting. Such participation shall constitute presence in person at the meeting.

2.14 Action without Meeting. Any action by the Board, or by a committee thereof, may be taken without a meeting if each and every member of the Board, or of the committee, in a signed writing which describes the action to be taken either (a) votes for such action, or (b) (i) votes against such action or abstains from voting and (ii) waives the right to demand that action not be taken without a meeting. Action pursuant to this Section 2.14 is taken only if the affirmative votes for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the directors then in office were present and voted. For purposes of this Section 2.14, a writing includes any writing stored in any electronic medium and retrievable in perceivable form and such writing may be signed by the director or committee member's use of any letters, characters, or symbols executed by the director or committee member with an intent to authenticate the writing and the same shall be deemed such director's or committee member's signature. Action taken pursuant to this Section 2.14 will be effective when the last writing necessary to affect the action is received by the Corporation unless the writings describing the action taken specify a different effective date. Prior to receipt of the last writing necessary to affect the action, any director who has signed a writing pursuant to this Section 2.14 may revoke such writing by a signed and dated writing describing the action and stating that the director's prior vote with respect thereto is revoked. Action taken pursuant to this Section 2.14 has the same effect as action taken at a meeting of the Board and may be described

as such in any document.

2.16 Presumption of Assent. A director of the Corporation who is present at a meeting of the Board at which action on any corporate matter is taken is presumed to have assented to the action unless (i) the minutes of the meeting at which the action was approved indicate that such director did not assent to such action, or (ii) at the beginning of the meeting, or promptly upon arrival, the director objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting, or (iii) the director contemporaneously requests that the director's dissent or abstention to a specific action be entered in the minutes of the meeting, or (iv) the director files a written dissent with the person acting as the secretary of the meeting before the adjournment. Such right to dissent shall not apply to a director who voted in favor of such action.

2.17 Compensation. Directors shall not receive any stated salaries for their services as directors. By resolution of the Board, directors may receive a reasonable fixed sum for, and reimbursement of expenses of, attendance at each meeting of the Board or any committee thereof. Nothing herein shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

2.18 Committees of the Board. Subject to applicable provisions of law, the Board, by resolution adopted by a majority of all directors then in office, whether or not those directors constitute a quorum of the Board, may create one or more committees and appoint one or more members of the Board to serve on them. The provisions of these bylaws governing meetings, action without meetings, notice, waiver of notice, quorum and manner of acting, proxies and conduct of meetings of the Board shall apply to any committees so created and to the members appointed thereto. Each committee created by the Board shall have and may exercise the authority of the Board to the extent specified in the resolution creating such committee, except that no such committee shall have authority to take any of the actions specified in Section 7-128-206(4) of the Colorado Revised Nonprofit Corporation Act, or any successor provision thereof. The Executive Committee, the standing committee of the Board composed of the Board officers and chaired by the Chair, shall have the authority of the Board between the regular meetings of the Board, to manage the Board nomination process and evaluation and engagement of the Executive Director, and perform such other duties as delegated to it by the Board.

2.19 Advisory Boards. The Board may create one or more advisory boards and appoint individuals to serve on them, including without limitation a Board of Trustees. The Board may establish such advisory board's structure, purpose, powers, and procedures for acting, provided however that if any advisory board has any voting members who are not also directors of the Corporation, then such advisory board may not exercise any power or authority reserved for the Board under these bylaws, the articles of incorporation, or the Act. The Board may dissolve an advisory board, or expel individuals from such advisory boards, at any time for any reason, with or without cause. Individuals serving on advisory boards as such shall not receive any stated salaries for their services. By resolution of the Board, individuals serving on advisory boards may receive reimbursement of reasonable expenses incurred in connection with attendance at each meeting of the advisory boards. Nothing herein shall preclude any such individual from serving the Corporation in any other capacity and receiving compensation therefor.

## **ARTICLE 3 OFFICERS**

3.01 Appointment and Qualifications. The Corporation shall have such officers, with such titles, as may be appointed from time to time by the Board, including without limitation an officer or officers responsible for the duties specified in Sections 3.06 to 3.10. If authorized by these bylaws or by the Board, a duly appointed officer may also appoint other officers and assistant officers, with such titles, as such authorized appointing officer deems necessary or appropriate. All officers must be natural persons eighteen years of age or older.

3.02 Term of Office. Except as otherwise provided in Section 3.03, each officer shall hold office for the term specified in the officer's appointment or as otherwise specified by the Board, and, if applicable, until the officer's successor shall have been appointed and qualified, or until the officer's earlier death, resignation or removal.

3.03 Authority and Duties. The officers shall exercise such authority and perform such duties as determined from time to time by the Board or (with respect to officers appointed by an authorized appointing officer) by the persons appointing them; provided that, if any of the officers described in Sections 3.06 through 3.10 is appointed, the duties of such officers shall be as set forth in such Sections, as applicable; and provided further that the Board (subject to the officer's contract rights, if any, with the Corporation) may change the authority and duties (and the term of office) of any officer appointed by an authorized appointing officer. If and at all times during which the Corporation does not have an officer with the title of "Chair," all references in these bylaws to the "Chair" of the Corporation (other than those in Section 3.06) shall be deemed to refer to the officer or officers whose duties most correspond to the duties described in Section 3.06. If, and all times during which, the Corporation does not have an officer with the title of "Secretary," all references in these bylaws to the "Secretary" of the Corporation (other than those in Section 3.08) shall be deemed to refer to the officer or officers appointed by the board of directors to be responsible for the duties specified in Section 3.08. If and at all times during which the Corporation does not have an officer with the title of "Executive Director," all references in these bylaws to the "Executive Director" of the Corporation (other than those in Section 3.10) shall be deemed to refer to the officer or officers whose duties most correspond to the duties described in Section 3.10.

3.04 Removal and Resignation. Any officer appointed by the Board may be removed at any time, with or without cause, by the Board. Any officer appointed by an authorized appointing officer as provided in Section 3.01 may be removed at any time, with or without cause, by the Board, the Chair, the Executive Director, or the appointing officer. Any officer may resign at any time by giving written notice of resignation to the Board or (if the resigning officer is not that officer) to the Chair, the Executive Director, the Secretary, or the appointing officer. Such resignation shall be effective when it is received by the Board, Chair, Executive Director, Secretary, or appointing officer as the case may be, unless the notice of resignation specifies a later effective date. Unless otherwise specified in the notice of resignation, acceptance of such resignation shall not be necessary to make it effective. An officer's removal does not affect the

officer's contract rights, if any, with the corporation and an officer's resignation does not affect the corporation's contract rights, if any, with the officer. The appointment of an officer does not itself create contract rights.

3.05 Vacancies. A vacancy in any office, however occurring, may be filled for the unexpired portion of the term by the Board or, if an authorized officer appointed the officer, by the appointing officer.

3.06 Chair. The Chair, if any, will act as Chair of the Board and shall preside at all general meetings of the Corporation. The Chair shall (i) be a non-voting, observing member of all committees of the Board other than the Nominating Committee (on which the Chair may serve as a voting member), if any, (ii) represent the Board in dealing with outside agencies, (iii) communicate to the members on behalf of the Corporation or the Board, and (iv) perform all duties incident to the office of Chair and such other duties prescribed by the Board. The Chair may sign deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized, unless this power is prohibited by these bylaws, the articles of incorporation, or applicable law.

3.07 Vice Chair. In the absence of the Chair or in the event of the Chair's death, inability, or refusal to act, the Vice Chair, if any, shall perform all duties of the Chair. When acting as Chair, the Vice Chair shall have all the powers of, and be subject to all the restrictions upon, the Chair. The Vice Chair shall perform other duties assigned by the Chair or by the Board.

3.08 Secretary. The Secretary, if any, shall: (i) keep the minutes of the proceedings of the members and of the Board in one or more books provided for that purpose or in any electronic medium that is retrievable in perceivable form; (ii) see that all notices are given in accordance with these bylaws or as required by law; (iii) be custodian of the corporate records and of the seal of the Corporation, if any; (iv) keep a register of the postal and electronic addresses furnished by each member; and (v) in general perform all duties incident to the office of Secretary and such other duties as assigned by the Chair or by the Board.

3.09 Treasurer. The Treasurer, if any, shall: (i) have charge and custody of and be responsible for all funds and securities of the Corporation; (ii) receive and give receipts for monies due and payable to the Corporation from any source whatsoever, (iii) deposit all monies received in the name of the Corporation in the banks, trust companies or other depositories selected in accordance with Article IV of these bylaws, and (iv) in general perform all of the duties incident to the office of Treasurer and other duties assigned by the Chair or by the Board.

3.10 Executive Director. The Executive Director, if any, is the general manager and chief executive officer of the Corporation, subject to the supervision of the Chair and the Board. The Executive Director shall (i) be a non-voting member of the Board (unless specifically excluded by the Board from an executive session), entitled to participate in all meetings and deliberations of the Board and to receive all communications of the Board, (ii) supervise and control the business and affairs of the Corporation, (iii) be responsible for the employment and supervision of staff, (iv) report to the Board on the activities of the Corporation, (v) provide information on the financial condition of the Corporation to the Board and the Treasurer, and (vi) perform other



duties assigned by the Board.

3.11 Bonds. The Board may require any officer or agent of the Corporation to execute to the Corporation a bond in such sums and with such sureties as shall be satisfactory to the Board, conditioned upon the faithful performance of such person's duties and for the restoration to the Corporation of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to the Corporation.

3.12 Compensation. Officers may receive such compensation for their services as may be fixed by the Board or by any officer authorized by the Board to fix compensation of other officers. No officer shall be prevented from receiving compensation by reason of the fact that he or she is also a director of the corporation. Appointment as an officer shall not of itself create a contract or other right to compensation for services performed by such officer.

#### **ARTICLE 4 CONTRACTS, LOANS, CHECKS AND DEPOSITS**

4.01 Contracts. The Executive Director may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, subject to the Board's right to approve any contract, agreement or instrument that creates a financial obligation in excess of \$1,000, or such other sum as the Board may from time to time determine by resolution, on the part of the Corporation. The Board may authorize any other officers or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be general or confined to specific instances.

4.02 Borrowing by the Corporation. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by the Executive Director and by a resolution of the Board. Such authorization may be general or confined to specific instances.

4.03 Loans to Officers and Directors Prohibited. In addition to any restrictions imposed by the articles of incorporation or applicable law, the Corporation shall not make any loans to an officer or director.

4.04 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by the Executive Director, or officer or agent of the Corporation determined by resolution of the Board.

4.05 Deposits. All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in banks, trust companies or other depositories selected by the Executive Director and/or the Board.

4.06 Gifts. The Executive Director may accept on behalf of the Corporation any contribution, gift, bequest or devise, provided the acceptance does not violate the articles of incorporation or these bylaws.

## **ARTICLE 5 INDEMNIFICATION**

5.01 Right to Indemnification. The Corporation shall indemnify each of its directors to the fullest extent permitted by law (including without limitation in circumstances in which, in the absence of this Section 5.01, indemnification would be discretionary under the laws of Colorado or limited or subject to particular standards of conduct under such laws), and each of its officers to the fullest extent, and in the same conditions, that the Corporation is permitted to indemnify its directors (hereinafter, for purposes of this Article V, individually referred to as a “party”) against all expenses, liabilities and losses (including without limitation expenses of investigation and preparation, fees and disbursements of counsel, accountants and other experts, judgments, fines and amounts paid in settlement) incurred in, relating to or as a result of any action, suit or proceeding (collectively referred to herein as a “proceeding”) to which such person may be involved or made a party by reason of serving or having served as a director or officer of the Corporation or, at the request of the Corporation, as a director, officer, manager, member, partner, trustee, employee, fiduciary, functionary or agent of any other corporation, limited liability company, partnership, joint venture, trust, association, employee benefit plan or other entity or enterprise.

5.02 Advance of Expenses. In the event of any proceeding in which a party is involved or which may give rise to a right of indemnification under Section 5.01, following written request to the Corporation by the party, the Corporation shall pay to the party, in the case of directors to the fullest extent permitted by law (including without limitation in circumstances in which, in the absence of this Section 5.02, advance of expenses would be discretionary under the laws of Colorado or limited or subject to particular standards of conduct under such laws), and in the case of officers to the fullest extent and on the same conditions to which the Corporation is permitted to provide an advance of expenses to its directors, amounts to cover expenses incurred by the party in, relating to or as a result of such proceeding in advance of its final disposition.

5.03 Settlements. The Corporation shall not be liable under this Article V for any amounts paid in settlement of any proceeding effected without its written consent. The Corporation shall not settle any proceeding in any manner that would impose any personal penalty or limitation on a party without the party’s written consent. Consent to a proposed settlement of any proceeding shall not be unreasonably withheld by either the Corporation or the party.

5.04 Burden of Proof. If under applicable law the entitlement of a party to be indemnified or advanced expenses pursuant to this Article V depends upon whether a standard of conduct has been met, the burden of proof of establishing that the party did not act in accordance with such standard shall rest with the Corporation. A party shall be presumed to have acted in accordance with such standard and to be entitled to indemnification or advance of expenses (as the case may be) unless, based upon a preponderance of the evidence, it shall be determined that the party has not met such standard. Such determination and any evaluation as to the reasonableness of amounts claimed by a party shall be made by the Board or such other body or persons as may be permitted by law.

5.05 Notification and Defense of Claim. Promptly after receipt by a party of notice of the commencement of any proceeding, the party shall, if a claim for indemnification in respect thereof may or will be made against the Corporation under this Article V, notify the Corporation in writing of the commencement thereof, provided, however, that delay in so notifying the Corporation shall not constitute a waiver or release by the party of any rights under this Article V. With respect to any such proceeding: (a) the Corporation shall be entitled to participate therein at its own expense; (b) any counsel representing the party to be indemnified in connection with the defense or settlement thereof shall be counsel mutually agreeable to the party and to the Corporation; and (c) if the Corporation admits that such party would be entitled to indemnification under this Article V in connection with such proceeding, the corporation shall have the right, at its option, to assume and control the defense or settlement thereof, with counsel satisfactory to the party. If the Corporation assumes the defense of the proceeding, the party shall have the right to employ its own counsel, but the fees and expenses of such counsel incurred after notice from the Corporation of its assumption of the defense of such proceeding shall be at the expense of the party unless (i) the employment of such counsel has been specifically authorized by the Corporation, (ii) the party shall have reasonably concluded that there may be a conflict of interest between the Corporation and the party in the conduct of the defense of such proceeding, or (iii) the Corporation shall not in fact have employed counsel to assume the defense of such proceeding. Notwithstanding the foregoing if an insurance carrier has supplied directors and officers liability insurance covering a proceeding and is entitled to retain counsel for the defense of such proceeding, then the insurance carrier shall retain counsel to conduct the defense of such proceeding unless the party and the Corporation concurs in writing that the insurance carrier's doing so is undesirable.

5.06 Payment Procedures; Enforcement. The Corporation shall promptly act upon a party's written request for indemnification or advance of expenses. The right to indemnification and advance of expenses granted by this Article V shall be enforceable in any court of competent jurisdiction if the corporation denies the claim, in whole or in part, or if no disposition of such claim is made within sixty days after the written request for indemnification or advance of expenses is made. If successful in whole or in part in such suit, the party's expenses incurred in bringing and prosecuting such claim shall also be paid by the Corporation.

5.07 Other Payments. The Corporation shall not be liable under this Article V to make any payment in connection with any proceeding against or involving a party to the extent the party has otherwise actually received payment (under any insurance policy, agreement or otherwise) of the amounts otherwise indemnifiable hereunder. A party shall repay to the Corporation the amount of any payment the Corporation makes to the party under this Article V in connection with any proceeding against or involving the party, to the extent the party has otherwise actually received payment (under any insurance policy, agreement or otherwise) of such amount. In the event of any payment under this Article V, the Corporation shall be subrogated to the extent of such payment to all of the rights of recovery of the indemnified party, who shall execute all papers and do everything that may be necessary to assure such rights of subrogation to the Corporation.

5.08 Liability Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, fiduciary or agent of the Corporation or

who is or was serving at the request of the Corporation as a director, officer, manager, member, partner, trustee, employee, fiduciary, functionary or agent of any other corporation, limited liability company, partnership, joint venture, trust, association, employee benefit plan or other entity or enterprise against any liability asserted against and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article V.

5.09 Other Rights and Remedies. The rights to indemnification and advance of expenses provided by this Article V shall be in addition to, and shall not be in limitation of, any other rights a party may have or hereafter acquire under any law, provision of the articles of incorporation, any other or further provision of these bylaws, vote of the members or directors, agreement or otherwise. The Corporation shall have the right, but shall not be obligated, to indemnify or advance expenses to any employee, fiduciary or agent of the Corporation not otherwise covered by this Article V to the fullest extent permitted by law. Unless otherwise provided in any separate indemnification arrangement, any such indemnification or advance of expenses shall be made only as authorized in the specific case by the Board.

5.10 Applicability; Effect. The rights to indemnification and advance of expenses provided by this Article V shall be applicable to acts or omissions that occurred prior to the adoption of this Article V, shall continue as to any party entitled to indemnification under this Article V during the period such party serves in any one or more of the capacities covered by this Article V, shall continue thereafter so long as the party may be subject to any possible proceeding by reason of the fact that the party served in any one or more of the capacities covered by this Article V, and shall inure to the benefit of the estate and personal representatives of each such person. Any repeal or modification of this Article V or of any Section or provision hereof shall not adversely affect any rights or obligations then existing. All rights to indemnification under this Article V shall be deemed to be provided by a contract between the Corporation and each party covered hereby.

5.11 Severability. If any provision of this Article V shall be held to be invalid, illegal or unenforceable for any reason whatsoever (a) the validity, legality and enforceability of the remaining provisions of this Article V shall not in any way be affected or impaired thereby, and (b) to the fullest extent possible, the remaining provisions of this Article V shall be construed so as to give effect to the intent of this Article V that each party covered hereby is entitled to the fullest protection permitted by law.

## **ARTICLE 6 CHAPTERS AND DIVISIONS**

6.01 Establishment of Chapters and Divisions. ASES encourages the formation of Chapters to strengthen the work of ASES at the state and other local levels (e.g., regions of a state, universities). The Board approves the creation, and potential deactivation, of Chapters following the guidelines provided in these bylaws, the ASES Chapter Handbook and the ASES Student Chapter Handbook At the discretion of the Board, ASES may create and maintain Technical

Divisions.

## **ARTICLE 7 MISCELLANEOUS**

7.01 Nondiscrimination. The officers, trustees, directors, committee members, employees, members and persons served by this Corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin and sexual orientation and physical ability.

7.02 Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board and committees having any of the authority of the Board. Records may be stored in any electronic medium provided they are retrievable in perceivable form.

7.03 Fiscal Year. The fiscal year of the Corporation shall end on the last day of December in each calendar year.

7.04 Corporate Seal. The corporate seal of the corporation, if any, shall contain the name of the corporation and the words "Seal" and "Colorado." The seal may be used by causing it or a facsimile thereof to be impressed, affixed, manually reproduced or rubber stamped with indelible ink.

7.05 Manner of Giving Notice; Effectiveness. Whenever notice is required by these bylaws, the articles of incorporation, or the Act, the notice shall be in writing (unless oral notice is reasonable under the circumstances). Notice shall be given in the following manner and have the following effect:

(a) Notice may be given in person, by telephone, telegraph, teletype, electronically transmitted facsimile, e-mail or other form of electronic communication; by first class, certified or registered mail; by private courier; or in any other manner permitted by law. For the purposes of this section 7.05(a), inclusion of notice in any routine publication of the Corporation mailed to the members shall constitute notice by mail.

(b) If written, notice shall be effective the earliest of: (i) the time of electronic transmission, (ii) the date received, (iii) five days after deposit in the United States mail (addressed to the address that appears in the Corporation's current record and with first class postage prepaid), and (iv) the date shown on the return receipt, if mailed by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. Oral notice is effective when communicated.

(c) If three successive notices are given by the Corporation to a member and are returned as undeliverable, no further notices to the member are necessary until another address for the member is provided to the Corporation.

7.06 Rules and Procedures. The Board of Directors may adopt written rules and procedures (“Rules and Procedures”) to govern the conduct of the business and affairs of the Corporation not otherwise governed by the Corporation’s articles of incorporation or these bylaws, provided such Rules and Procedures are consistent with the articles of incorporation, these Bylaws, and the laws of the state of Colorado and the United States of America.

7.07 Amendments. Subject to the provisions of Section 1.09, any provision of these bylaws may be altered, amended or repealed and new bylaws may be adopted by the Board without the approval of the members.

### **CERTIFICATE**

I hereby certify that the foregoing Bylaws, consisting of 14 pages, including this page, constitute the Bylaws of the American Solar Energy Society adopted by the Board of Directors of the Corporation as of May 19, 2021.



Paulette Middleton  
Secretary