

THE NORTH TEXAS ASSOCIATION OF ENERGY ENGINEERS BYLAWS

Article I - Name

- Section 1. The name of the chapter shall be the North Texas Association of Energy Engineers.
- Section 2. The chapter shall serve the north Texas area.

Article II - Purpose

- Section 1. To promote the scientific and educational interests of those in the energy industry.
- Section 2. To provide educational and scholarship opportunities to students seeking a future in the energy industry.
- Section 3. To foster cooperative action in advancing the common purpose and activities of its members.
- Section 4. To provide opportunity for consideration of questions affecting the energy industry and to hold meetings for the presentation and discussion of energy-related subjects.
- Section 5. To cooperate with other industries, organizations, and governments on energy matters.
- Section 6. To affiliate with and promote the objectives of the Association of Energy Engineers, headquartered in Atlanta, Georgia.

Article III - Membership

- Section 1. A FULL MEMBER of the chapter shall be a person who has completed the membership application and paid dues for the year. Such a member shall be able to hold office and have full voting rights.
- Section 2. An ASSOCIATE MEMBER of the chapter shall be a person who has completed the membership application, but has not paid his/her dues for the year. Such a person will be listed in the chapter directory and placed on the e-mail list, but shall not be able to hold office or have any voting rights. He/She may serve on committees.
- Section 3. A STUDENT MEMBER of the chapter shall be a college/university/trade school student who has completed the membership application and paid the \$10 membership fee. Such a member shall have full voting rights.
- Section 4. Each member of the chapter is encouraged to become a member of the Association of Energy Engineers.
- Section 5. Membership in this chapter is from January through December and may be terminated at any time by voluntary withdrawal.
- Section 6. Any member may be suspended or terminated for cause by a 2/3 vote of the Officers and Board of Directors. Sufficient cause for such suspension or termination of membership shall be violating the chapter bylaws or any federal, state or local law.

Article IV - Dues

- Section 1. Annual dues for FULL MEMBERS shall be determined by the Officers and Board of Directors.
- Section 2. Annual dues become due on January 1st. Invoices will be sent to members of record by the first meeting of the year.
- Section 3. FULL MEMBERS who fail to pay their chapter dues by April 1 shall be notified by the secretary. In the case where payment is not made within the next succeeding thirty (30) days, the member shall, without notice and without hearing, be dropped from FULL MEMBERS status.
- Section 4. Persons who join the association as a FULL or STUDENT MEMBER must pay the full membership fee irrespective of the month in which they join.

Article V – Board of Directors

- Section 1. The Board of Directors shall have the supervision, control and direction of the affairs of the chapter.
- Section 2. The Board shall be comprised of the president, vice president, secretary, treasurer, immediate past president and six (6) elected Directors.
- Section 3. The six (6) elected Directors shall be elected for a term of two (2) years each, with Half of the elected Directors' terms ending each year.
- Section 4. Any member of the Board unable to attend a meeting shall notify the president or Secretary. If an Officer or a member of the Board is absent from three (3) consecutive Meetings for reasons which the Board determines to be insufficient, said member's resignation shall be deemed to have been tendered and accepted.
- Section 5. Officers or Board members shall not receive any compensation for their services. The Officers or Board may authorize reimbursement of expenses incurred by a member for chapter business.
- Section 6. Any director may resign by giving written notice to the president or secretary.
- Section 7. By vote, the Officers and Board shall fill any vacant unexpired term with a FULL MEMBER.

Article VI – Officers

- Section 1. The officers of this chapter shall consist of a president, vice president, secretary, treasurer and immediate past president.
- Section 2. Each elected officer shall take office on January 1st and shall serve a term of one year.
- Section 3. President - The president shall be the principal elected officer of the chapter and shall preside at meetings of the chapter and of the Board of Directors. The president shall be a member ex-officio, with the right to vote, on all committees except the nominating committee. The president is required to be a member of AEE. NTAEE shall reimburse the required AEE annual membership of the president.
Receipts shall be submitted to the treasurer for reimbursement.
- Section 4. Vice President - The vice president may be delegated by the president to perform the president's duties, in the event of the president's absence at a meeting. The vice president shall be responsible for obtaining speakers or tours for the regular meetings. The vice president is required to be a member of AEE and if possible, attend the World Energy Engineering Conference (WEEC). NTAEE shall reimburse up to \$800 toward his/her AEE annual membership and WEEC trip expense. Receipts shall be submitted to the treasurer for reimbursement.
- Section 5. Treasurer - The treasurer shall keep an account of all monies received and expended for the use of the chapter, and shall make disbursements authorized by the Officers and Board. The treasurer shall deposit all sums in the bank approved by the Officers and Board, and shall make a report at the monthly meetings or when called upon by the president. Funds may be drawn only upon the signature of the treasurer or others selected by the Officers and Board. The treasurer, with approval of the Board, may appoint one or more assistant treasurers to perform such duties as the treasurer may assign.
- Section 6. Secretary - The secretary's duties shall be to give notice of and attend all meetings of the chapter, to keep a record of all proceedings, to attest to documents and perform such other duties as are usual for the position and as may be duly assigned. The secretary shall notify via written communication any member who is past due on membership dues.
- Section 7. Past President – the past president shall give guidance to the Board and serve as Nominations Chair.

Article VII – Committees

- Section 1. The president, subject to approval by the Board, shall annually appoint such standing,

special and subcommittees as may be required by the Bylaws or as the president may find necessary.

Section 2. During the month of August the Board shall appoint a nominating committee of three (3) FULL MEMBERS, lead by the past president, to nominate candidates for office.

Article VIII – Meetings

Section 1. Board – Board meetings of the chapter shall be held prior to the regular meetings. A quorum of the Officers and Board must be present to conduct the business of the Board. A quorum of the Board is six (6) or more Officers or Board members.

Section 2. Regular - Regular meetings of the chapter shall be held on the 3rd Thursday of each month. Notice of the time and place shall be communicated to each member. Membership is not required for attendance at a regular meeting.

Section 3. Special - Special meetings of the chapter may be called by the President. Notice of any special meeting shall be communicated to each FULL MEMBER at least ten (10) days in advance with the statement of time and place and information as to the subject or subjects to be considered.

Section 4. Regular or Special Meeting Quorum – Ten percent (10%) of the chapter’s FULL MEMBERS shall constitute a quorum. In the absence of a quorum, the Board of Directors shall act for the chapter.

Section 5. The presiding chapter officer shall determine the order of business. A suggested itinerary includes:

- a. call to order
- b. reading of the previous meeting minutes
- c. receiving communications or letters
- d. reports of officers
- e. reports of committees
- f. old business
- g. new business
- h. meeting agenda
- i. adjournment

Section 6. The order of business may be altered or suspended at any meeting by a majority vote of the FULL MEMBERS present.

Article IX – Nominations, Elections & Voting

Section 1. The nominations committee shall notify the secretary, in writing, at the September meeting of the names of the candidates it proposes. The Secretary shall communicate the names of the nominees to the FULL MEMBERS at the September meeting.

Section 2. Independent nominations - Nominations for elected offices may be made, endorsed with the names of not less than five (5) FULL MEMBERS of the chapter, by the October meeting.

Section 3. Ballots will be sent at least ten (10) days prior to the November meeting to all FULL MEMBERS and be available at the November meeting to all FULL MEMBERS. Votes are due at the end of the November meeting.

Section 4. Announcement of officers and board will be made before the December meeting. Installation will be at the December meeting.

Section 5. Whenever, in the judgment of the Officers or Board, a question should be put to a vote of the FULL MEMBERSHIP, a minimum ten (10) day notice shall be communicated to the FULL MEMBERSHIP.

Section 6. An email vote by the Officers and Board may take place for a pending item between meetings. The vote must take place via the “Reply All” feature whereby all votes cast are public to the Board members. The results should be published in the minutes

for that month's meeting by the secretary.

Article X - Fiscal Year

Section 1. The fiscal year shall commence on the first day of January and shall end the last day of December.

Article XI - Seal

Section 1. The chapter may have a seal of such design as the Board of Directors may approve.

Section 2. The seal shall be reserved for the sole use of the chapter.

Article XII - Indemnification

Section 1. The Chapter will provide indemnification of any and all of its present or former directors and officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been directors or officers of the chapter except in relation to matters as to which such director or officer shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

Article XIII - Use of Chapter Funds

Section 1. The chapter shall use its funds only to accomplish the Purpose as specified in Article III of the Chapter Bylaws.

Article XIV - Amendments

Section 1. The authority to make amendments to the bylaws shall be vested in the Officers and Board of Directors, subject to a 2/3 vote approval of the FULL MEMBERS.

Article XV - Authorization

Section 1. The chapter shall not enter into any contracts binding the Association of Energy Engineers.

Section 2. No member of the chapter shall enter into any contract in the name of the chapter without the written consent and authorization of the Officers and Board of Directors. Authorization shall be given by a majority vote.

Section 3. The chapter shall cooperate with the national Association of Energy Engineers in its request for reports on activities, meetings, and other data.

Article XVI - Dissolution

Section 1. Dissolution of the chapter shall be by a unanimous vote of the Board of Directors. Upon dissolution, the chapter shall notify the national Association of Energy Engineers and pay all outstanding debts. Any fund balance shall be forwarded to the Association of Energy Engineers' Scholarship fund.

Validated: 4/17/99

Revised: 1/17/2013 by NTAEE Officers, Board and Committee Chairs

7 /20 /2021 passed by 98% of member votes to approve Article VI president and vice president AEE membership and WEEC trip expense reimbursement