

TEXAS ENERGY MANAGERS ASSOCIATION

CONSTITUTION AND BYLAWS OF THE TEXAS ENERGY MANAGERS ASSOCIATION

ARTICLE I

NAME

The name of the Association shall be "Texas Energy Managers Association," hereinafter referred to as the "Association" or "TEMA."

ARTICLE II

PURPOSES AND POWERS

Section I. Purposes

1. The purposes of the Association are:
 - (a) To promote the responsible use of public funds through energy management & sustainability.
 - (b) To establish the highest standards of ethics and efficiency in energy management & sustainability methods and practices for the needs of the State of Texas.
 - (c) To provide a consolidation of experience, knowledge and interest in the field of energy management & sustainability.
 - (d) To serve as an instrument for the dissemination of information related to energy management or the administration of energy management & sustainability.
 - (e) To share strategies for the financing and implementation of energy efficiency.
 - (f) To cooperate and/or affiliate with other energy related professional organizations in all areas of common interest.

Section II. Powers

1. The Association has all powers necessary, incident to or appropriate to the furtherance of its purposes, including but not limited to:
 - (a) Receipt and collection of dues.
 - (b) Acceptance of contributions.
 - (c) Acquisition of personal property, by purchase, gift, devise or lease.

ARTICLE III

MEMBERSHIP

Section I. Types

1. The State Board shall pass on the qualifications and acceptance of individuals and entities applying for membership as the Board determines to be in the best interest of the Association. Upon qualification, application and payment of prescribed annual dues, membership in the Association shall consist of the following types and descriptions:

(a) Public/Government Individual

A Public/Government Individual shall consist of any person permanently employed by a School District or a local, State or Federal government entity in the State of Texas, who is actively engaged in energy-related matters.

(b) Public/Government Group

A Public/Government Group shall consist of any School District or Government entity, as a body. Public/Government Group membership shall entitle the institution to appoint 3 individual members from its staff per year who shall become Individual Members.

(c) Corporate Individual

A Corporate Individual shall consist of any person who is actively engaged in energy management, but is not otherwise qualified for Public/Government or Private-Education/Health Memberships.

(d) Corporate Group

A Corporate Group shall consist of any company or entity that is actively engaged in energy management and sustainability, but is not otherwise qualified for the Public –Government or Private – Educational/Health Memberships. Corporate Group Memberships shall entitle the group to appoint 3 individual members from its staff per year.

(e) Honorary Members

An Honorary Member shall consist of any person who has rendered outstanding service to the Association, as determined by a majority vote of the State Board of the Association.

(f) Private-Educational/Health Individual

A Private – Educational/Health Individual Member shall consist of a privately-owned entity (educational or health) that performs a public service and/or is a non-profit organization.

(g) Private-Educational/Health Group

A Private-Educational/Health Group shall consist of a privately-owned entity (educational or health) that performs a public service. Private-Educational/Health Group membership shall entitle the institution to appoint 3 individual members from its staff per year.

(h) Student Member

A Student Member shall consist of any student who is currently enrolled in a college or university and is pursuing an undergraduate or graduate degree in the field of energy and/or education.

(i) Retired Member

A Retired Member shall consist of any person who has retired from a career in a School District or a local, State or Federal government entity in the State of Texas, who was actively

engaged in energy-related matters, and who is not subsequently employed by an entity that makes them eligible as an Associate Member.

Section II. Membership Privileges

Each individual or institution eligible to become a member and having paid the dues for the current year shall be entitled to the privileges of membership.

1. Public/Government Individual Members:
 - (a) May be an officer of the Association.
 - (b) May be a member of a Committee.
 - (c) May have voting privileges.
2. Corporate Individual & Group Members:
 - (a) May not be an officer of the Association.
 - (b) May be a member of a Committee.
 - (c) May not have voting privileges.
3. Honorary Members:
 - (a) May not be an officer of the Association.
 - (b) May be a member of a Committee.
 - (c) May not have voting privileges.
4. Public/Government Group Members:
 - (a) Appointees will become Individual Members and granted all the rights and privileges thereof.
 - (b) May be an officer of the Association.
 - (c) May be a member of a Committee.
 - (d) May have voting privileges.
5. Private – Educational/Health Individual & Group Members:
 - (a) May not be an officer of the Association.
 - (b) May be a member of a Committee.
 - (c) May not have voting privileges.
6. Student Members:
 - (a) May not be an officer of the Association.
 - (b) May be a member of a Committee.
 - (c) May not have voting privileges.
7. Retired Members
 - (a) May not be an officer of the Association.
 - (b) May be a member of a Committee.
 - (c) May have voting privileges.

Section III. Membership Term

1. The membership of the Association shall extend for twelve (12) full months from the date of acceptance into the Association, with the exception of Honorary membership, which is continuous. Membership acceptance will be notified in writing. Membership is automatically terminated by:

- (a) Death.
- (b) Resignation.
- (c) Non-renewal of prescribed dues.

Section IV. Proof of Membership

1. An appropriate certificate of membership shall be issued to each member.

Section V. Membership Dues

1. Annual dues are due and payable on or before the conclusion of the member's twelve-month membership year. A grace period of one (1) month will be allowed for renewal. Membership will be terminated if renewal dues have not been received by the end of the one month grace period, or 13 months after receipt of the previous year's dues.
2. Dues required for membership in the Association are set annually by the State Board, with the exception of Honorary Members, whose dues are complimentary. Annual dues will be announced to the membership no later than the end of October of each year.
3. Dues may be varied from year to year by vote of the State Board. The amount of dues so established shall become effective upon commencement of the next fiscal year. The fiscal year of the Association shall extend from January 1st to December 31st of each calendar year. Dues so established shall continue in force until changed by subsequent vote of the State Board.

ARTICLE IV

SPONSORS

Section I. Guidelines

1. The State Board may at their discretion allow sponsorship of the Association by outside agencies in accordance with the following guidelines.
 - a. All sponsors must first be approved by the State Board.
 - b. Sponsors may not endorse a particular product, but may present to the Association on a generic topic that would be of interest to the Association.
 - c. Sponsors shall not be granted full privileges of Membership, nor may they present themselves as Members.
 - d. The State Board may not endorse any Sponsor as an officer of the Association.

Section II. Types

1. State Level Sponsors: Organizations whose influence and expertise greatly promote the mission of TEMA shall qualify as State Level Sponsors. These sponsors will be carefully selected by committees, and will enjoy most of the benefits of membership, including attendance at meetings and having a voice in discussions. Sponsors may not vote.
2. Regional Level Sponsors: Organizations whose products, services or technologies may be of use to members shall qualify as Regional Level Sponsors. These sponsors may sponsor and attend a regional meeting in order to make a presentation in keeping with TEMA bylaws and guidelines. They may not attend all meetings. Sponsors may not vote.

ARTICLE V

OFFICERS

Section I. Titles and Terms

1. The elected officers of the Association, hereinafter referred to as the State Board, shall consist of a President, a Vice-President, a Treasurer, a Secretary and a Board member-at-Large. The Board shall consist of the State Board, the immediate Past-President and an elected representative from each approved region. Term of office shall be for a period of two (2) years or until their successors are duly qualified and elected. They shall assume office at 12:00 noon on the day following their election or appointment.

Section II. Duties and Powers

1. The President:
 - (a) Is the presiding officer at each meeting of the Association and of the State Board.
 - (b) Is a member of the State Board and Chairman thereof.
 - (c) Is a member ex-officio of all Committees.
 - (d) Shall direct the affairs of the Association.
 - (e) Shall convene the State Board from time to time.
 - (f) Shall appoint Committees, and designate the Chairman of each.
 - (g) Shall issue the call for all meetings.
 - (h) Shall render an annual report to the Association.
 - (i) Shall perform such other duties as are usually performed by the President of an organization and as may be prescribed by the Bylaws or assigned by the State Board.
 - (j) May incur and authorize such incidental expenses as may be necessary in the direction and operation of the affairs of the Association and its headquarters office.
 - (k) May organize the office of the Association as may be required.
 - (l) May assign duties to be performed by the Secretary, Treasurer or Board Member at Large of the Association which are not inconsistent with the Bylaws of the Association for such officers of organizations.
 - (m) May, with the approval of the State Board, appoint such Special Committees as deemed necessary and designate the Chairman thereof.

(n) Shall approve all expenses incurred by the Association or by any officials of the Association before such obligations are paid; however, this authority may be delegated in writing to the Vice President or Treasurer.

2. The Vice-President:

- (a) Is a member of the State Board. He/she shall assist the President by providing guidance and counseling in matters involving the direction and operation of the Association.
- (b) The Vice-President shall exercise all the functions of the President elect in his/her absence.
- (c) Shall serve as a liaison to Vendor Sponsors to promote the general welfare of the Association.
- (d) Shall attend each and every session of the Association's meetings unless otherwise excused by the President.

3. The Secretary:

- (a) Is the recording officer of the organization and shall record each meeting's proceedings to prepare accurate minutes for submission at a subsequent meeting, officially signing same, and certifying one copy to the President.
- (b) Shall publish and distribute an annual membership list.
- (c) Is responsible for the program preparation and notification of the meeting of the Association. Shall have the power to modify or change the program if the best interests of the Association are served thereby, providing such changes do not conflict with the provisions of the Constitution and Bylaws.
- (d) Shall maintain records and present them at all meetings of the Association and of the State Board.
- (e) Shall keep a record of all official correspondence of the Association, serve all necessary notices after the same have been approved by the President, and make a full report in writing of the transactions by the Association at its regular meeting.
- (f) Shall, at the expiration his/her term of office, transfer to successor all papers, and other records and property belonging to the Association.
- (g) Shall attend each and every session of the Association's meetings unless otherwise excused by the President.
- (h) Is a member of the State Board.

4. The Treasurer:

- (a) Shall be the custodian of all funds and property of the Association.
- (b) Shall pay all bills, debts or claims approved by the President.
- (c) Shall have records present at all meetings of the Association and of the Executive Committee.
- (d) Shall cause a receipt to be issued for all funds received by the Association and its members.
- (e) Shall cause to be kept an accurate account of all receipts and disbursements of all monies, securities and other property of the Association and furnish a financial report to the State Board at each meeting.
- (f) Shall close and balance the Association's books as of December 31st each year, and immediately furnish the President and incoming President with a complete financial statement.
- (g) Shall render an annual report to the Association.

- (h) Shall attend each and every session of the Association's meetings unless otherwise excused by the President.
 - (i) Shall perform the duties usually performed by the treasurer of an organization and such duties as may be prescribed by the Bylaws or assigned by the President of the Association.
 - (j) Shall, at the expiration of his/her term of office, transfer to successor all monies, books, papers, and other records and property belonging to the Association.
 - (k) Is a member of the State Board.
5. The Board Member-at-Large
 - (a) Shall assist the State Board in any function assigned by the President.
 - (b) Shall attend each and every session of the Association's meetings unless otherwise excused by the president.
 - (c) Shall be a member of the State Board.
 6. The Immediate Past-President
 - (a) Shall serve as an experienced advisor to the State Board.
 - (b) Shall have the right to vote on matters before the State Board in the event of a tie vote of the Board.
 7. Chapter Representatives
 - (a) Shall assist the State Board in any function assigned by the President.
 - (b) Shall attend each and every session of the Association's meetings unless otherwise excused by the President.
 - (c) Shall have the right to vote on matters before the State Board.
 - (d) Shall act as a conduit of State Board actions and information to the Chapter represented.
 8. The State Board shall be vested with the power to act in the name of the Association between regular meetings on all matters pertaining to the welfare of the organization, provided same are not in conflict with the Constitution and Bylaws.
 9. The State Board may conduct meetings via telephonic conferencing, when necessary. Board decisions not requiring much deliberation may be conducted via email when preferable.

Section III. Board Election, Appointment and Voting

1. All officers shall be elected bi-annually by a majority vote.
2. The term of all officers will remain effective until such time as a letter of resignation from that elected Board member is received by the President or by an affirmative vote of a quorum to remove an officer at a regularly scheduled meeting, provided that written notice of such action(s) shall have been transmitted to the Association members 2 weeks prior to the date of the meeting said action(s) are to be considered for approval by voting.
3. Election of officers of the Association shall be held prior to December 31st of each election year. The election shall be under the supervision of the President or designee.

4. The right to vote and hold office shall be limited to Voting Members, whose dues are paid for the current year and who meet the active status requirement specified in the Constitution and Bylaws.

Section IV. Board Vacancies

1. Should any vacancies occur among the elected officers other than that of President which is filled by the succession of Vice-President to the office of President, these vacancies shall be filled for the remainder of the term by appointment by the President and confirmed by a vote of the State Board.

ARTICLE VI

AFFILIATED ASSOCIATIONS AND COMMITTEES

1. The State Board may establish any entities deemed necessary to the Association's mission, and may appoint or remove officers or board members of the affiliated entity. Such entity may not operate without the consent and approval of the State Board in matters including but not limited to amendments to the entity's organizational documents.
2. Entities intending to become regional chapters of the Association must adopt these Bylaws and be recognized by the State Board. Recognized regional chapters may hold elections to select regional executive officers.
3. At any time during his/her term of office, the President, with the approval of the State Board, may appoint any special Committee deemed necessary by the President, to carry on the work of the organization. All Members may serve on Special Committees.

ARTICLE VII

MEMBERSHIP VOTING

Unless otherwise set forth herein, all votes cast shall be controlled by a majority.

Section I. Voting Members

Voting Members are members in good standing who have been given the right to vote in Article III, Section II. Voting Members may vote in person, electronically, via postal mail or by proxy executed in writing by the member.

Section II. Quorum

1. A quorum for all regular scheduled meetings shall consist of fifteen percent (15%) of the Voting Members of the Association, and a quorum for committee meetings shall consist of a majority of the committee members. A quorum for a special meeting of the Association shall consist of twenty-five percent (25%) of the Voting Members.

Section III. Voting by Proxy

1. A member vote by proxy on any matter must be executed in writing and may be conducted by mail, by facsimile transmission, by electronic message, or by any combination of those methods.
2. Unless otherwise provided by the proxy, a proxy is revocable and expires 11 months after the date of execution. A proxy may not be irrevocable for longer than 11 months.

ARTICLE VIII

OWNERSHIP OF PROPERTY

Section I. Membership Property Interest

1. Membership in this Association shall not vest any member with any right, title or interest in or to the funds, property or other assets of the Association, now owned and possessed, or that may be acquired, and each member hereby expressly waives any right, title or interest in or to the property and funds of the Association.

Section II. Property Trust

1. The title to all property, funds and other assets of this Association shall at all times be vested in the State Board of the Association in trust for the joint use of the membership of the Association, but no member shall have any severable proprietary right, title or interest therein.

Section III. Property Dissolution

1. In the event of the dissolution of the Association, its property shall be distributed as follows: All property shall be liquidated; all debts of the Association shall be paid, and any excess funds shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE IX

ANNUAL MEETING

1. The date and place of the annual meeting and any additional meetings shall be determined by the State Board.

ARTICLE X

INDEMNIFICATION

1. The Association indemnifies any and all of its directors or officers or former directors or 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 Association, except in relation to matters as to which such director or officer shall be adjudged in such action, suit or proceedings 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 by negligence and misconduct.

ARTICLE XI

RULES OF PROCEDURE

1. In all meetings of the Association or State Board, these articles shall govern procedure.

ARTICLE XII

AMENDMENTS

1. These Articles may be amended by the affirmative vote of two-thirds (2/3) majority of the Voting Members voting at any regular or special meeting of the Association, provided written notice of such amendment(s) shall have been transmitted to the Association members 2 weeks prior to the date of the meeting said amendment(s) are to be considered for approval by voting.

ARTICLE XIII

EFFECTIVE DATE

Adopted originally __ February 6, 2009 __ by resolution of the State Board.

(Amended December 15, 2010 by more than a two-thirds majority vote of the membership.)

(Amended December 15, 2011 by more than a two-thirds majority vote of the membership.)

The effective date of this constitution and bylaws shall be December 15, 2011