

Solar Guild, Inc.

Official Bylaws

Amendments Adopted by Unanimous Vote of all Directors

January 13, 2011

Additional Amendments Adopted by Majority Vote of Directors

May 8, 2014 and September 20, 2018

Our Mission Statement

To increase the use of solar energy by providing hands-on training and experiential learning opportunities for Solar Guild members in the context of installing solar energy systems for community based projects.

I. Name

1. The name of the Organization shall be the Solar Guild.

II. Board of Directors

1. The Board of Directors shall serve without pay and consist of a minimum of four members.
2. The general values and ideals of Board members shall be in sympathetic accord with the vision and mission statements and guiding principles of this organization.
3. Board members shall be elected by the active members at the annual meeting in December and shall serve a one year term beginning January 1st. Special elections can be held with with a one week prior notice to fill vacancies as needed. Persons elected mid-term shall serve until the end of that calendar year.

III. Officers

1. The Officers of the board shall consist of a minimum of Chair, Vice Chair, Secretary, Treasurer and any other positions as created, nominated and elected by the Board.
2. Officers will serve a term of up to one year or the next election.
3. (a) The Chair shall preside at all Board meetings, appoint committee members, act as Primary contact person permitted to speak on behalf of the organization, and perform other duties as associated with the office. (b) The Vice-Chair shall assume the duties of

the Chair in case of the Chair's absence. (c) The Secretary shall be responsible for the meeting minutes, will post them to the website within two weeks from the date of the meeting and will notify the board once posted. (d) The Treasurer shall keep record of the organization's budget and prepare financial reports as needed.

IV. Committees

1. The Board may appoint standing and ad hoc committees as needed.

V. Meetings

1. Board meetings shall be held annually.
2. Special meetings may be held at any time when called by the Chair or a majority of Board members.
3. Agendas shall be provided to all members at least three days in advance.

VI. Voting

1. (a) A quorum constitutes a minimum of five board members. (b) In absence of a quorum, no formal action shall be taken, except to adjourn the meeting to a subsequent date.
2. Passage of a motion requires a simple majority (i.e., one more than half the members present).
3. Votes may be taken via email in between meetings, so long as the vote is then readdressed and adopted at the next official meeting, assuming that it was passed unanimously.

VII. Conflicts of Interest

1. 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, 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 themselves and will vacate their seat and refrain from the discussion and voting on said item.

VIII. Fiscal Policies

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

IX. Amendments

1. These by-laws may be amended by a two-third vote of Board members present at any meeting, provided a quorum is present and provided a copy of the proposed amendment(s) are provided to each Board member at least one week prior to said meeting, unless each Board member states via email, or in person that they have had sufficient time to peruse the proposed amendments, even though it has been less than a week.
2. The Articles of Incorporation of this organization may be amended by a two-third vote of Board members present at any meeting, provided a quorum is present and provided a copy of the proposed amendment(s) are provided to each Board member at least one week prior to said meeting, unless each Board member states via email, or in person, that they had sufficient time to peruse the proposed amendments, even though it has been less than a week.
3. In the event of the amendment to the Articles of Incorporation of this organization, the Non-Profit Corporation Articles of Amendment should be executed by the Chairman of the Board of Directors or an officer of the corporation.

X. Compensation

1. A conflict of interest policy will be adopted by the Board and will be strictly adhered to when establishing compensation of any kind.
2. All compensation arrangements will be approved by the Board in advance of paying compensation and the dates and terms of said arrangements will be documented in writing within the meeting minutes and kept on file.
3. For votes on compensation arrangements, it will be noted in writing within the meeting minutes the decision made by each individual who voted on said motion, as well as an abstentions from voting due to conflict of interest.
4. Compensation arrangements will be established by comparison with compensation paid by similarly suited taxable or tax- exempt organizations, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations. The information used to determine the level of compensation in each case, and its source, will be recorded in writing and kept on file.

XI. Dissolution

1. In the event of dissolution, the Board will assign any and all current assets to an organization(s) with a similar and sympathetic vision and mission statement. The accepting organization(s) must be agreeable to receipt of assets. Assets will be considered to be cash on hand, tools, equipment and other items of worth.