

# BYLAWS OF NEXT CLIMATE, INC

## ARTICLE I: NAME AND PURPOSE

*Name:* The name of the corporation shall be Next Climate, Inc. It shall be a nonprofit organization incorporated under the laws of North Carolina.

*Purpose:* Next Climate, Inc is organized exclusively for charitable, scientific and education purposes. The purpose of this corporation is

- to support and conduct non-partisan research, education, and informational activities to increase public awareness of climate change,
- to facilitate the adoption of energy-saving technologies, and
- to connect consumers with providers of energy-saving technologies that both mitigate climate change and save consumers money.

## ARTICLE II: MEMBERSHIP

*Membership:* Membership shall consist of the board of directors.

## ARTICLE III: BOARD OF DIRECTORS

*Board role, size, and compensation:* The board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the staff and committees. The board shall have up to 20, but not fewer than 3 members. The board receives no compensation other than reasonable expenses.

*Terms:* All board members shall serve two-year terms, but are eligible for re-election for up to five consecutive terms.

*Meetings and notice:* The board shall meet at least annually, at an agreed upon time and place. An official board meeting requires that each board member have email notice at least two weeks in advance.

*Board elections:* During the last quarter of each calendar year, the board of directors shall elect Directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws.

*Election procedures:* New directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next calendar year.

*Quorum:* A quorum must be attended by at least forty percent of board members for business transactions to take place and motions to pass. Attendance by video conference does count towards the quorum.

*Officers and Duties:* There shall be two officers of the board, consisting of a chair and treasurer. The board can appoint additional officers and assign duties as needed. The duties of the officers are

*The chair* shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting.

*The treasurer* shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

*Vacancies:* When a vacancy on the board exists mid-term, the chair must receive nominations for new members from present board members one week in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

*Resignation, termination, and absences:* Resignation from the board must be in writing and received by the chair. A board members shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

*Special meetings:* Special meetings of the board shall be called upon the request of the chair, or one-third of the board. Notices of special meetings shall be sent out by the chair to each board member at least two weeks in advance.

#### **ARTICLE IV: COMMITTEES**

*Committee formation:* The board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The board chair appoints all committee chairs.

*Executive Committee:* The board officers serve as the members of the Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

#### **ARTICLE V: EXECUTIVE OFFICERS AND STAFF**

*Chief Executive Officer:* The chief executive officer is hired by the board. The chief executive officer has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The chief executive officer may appoint or remove any staff or consultants for the Corporation and establish the rate of compensation for any such staff person or consultant. The chief executive officer will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary.

## **ARTICLE VI: AMENDMENTS**

*Amendments:* These bylaws may be amended when necessary by two-thirds majority of the board of directors. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements.

## **CERTIFICATION**

These bylaws were approved at a meeting of the board of directors by a two-thirds majority vote on March 23, 2012.

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Robert W. Pinder, Chair