

BYLAWS

ARIZONA SOLAR ENERGY CENTER

ARTICLE 1

NAME AND LOCATION

Section 1: Name. The name of the Association shall be the Arizona Solar Center, Inc., a nonprofit corporation in the State of Arizona.

Section 2: Location. The principal offices of the association shall be at such place as the Board of Directors may designate within the State of Arizona.

ARTICLE II

OBJECTIVES

Section 1: Scope. The objectives of the Association subscribed to by its member are statewide in scope.

Section 2: Objectives.

1. To promote, foster and advance, through cooperative action of the members of the solar industry of the State of Arizona, the economic application and public understanding of solar energy.
2. To provide cooperation and liaison with other persons, organization and institutions having an interest in the conversion of solar energy for useful purposes.
3. To cooperate in and contribute towards the enhancement of widespread understanding of the various applications of solar energy.
4. To engage in any lawful activities which will enhance the efficient and economic progress of the solar industry and inform the public of its scope and character, such as, but not limited to, collecting and disseminating trades statistic and other useful information; to carry on and assist in research investigations an experiments; to conduct conferences and produce publications; and to conduct trade promotion activities.
5. To voluntarily extend aid or assistance, financial or otherwise, and to cooperate with such private or governmental bodies, corporations, associations, institutions societies, agencies or persons as are now or may hereafter be engaged in whole or in part in furtherance of the objectives and purposes herein named.

ARTICLE III

DEFINITIONS

Whenever used in these Bylaws, the word Association shall mean the Arizona Solar Energy Industries Association, Inc. Solar energy shall mean anything utilizing or operated by energy derived from the sun.

ARTICLE IV

MEMBERSHIP

The membership of the Association shall consist of the classes of membership specifically mentioned herein and any other classes of membership that may, from time to time, be prescribed by the Board of Directors.

Section 1: Active Members (Voting). Any company, corporation or business entity directly participating in solar energy as a commercial venture is eligible for corporate membership. Those members classified in the contractor category must show evidence that they are appropriately licensed. Active Members shall be accorded full rights and privileges of membership in the Association, including the right to vote, hold office and to chair committees.

Section 2: Members (Non-voting). An individual who has an ancillary interest in solar energy, but who does not directly participate in solar as a commercial venture. The rights and privileges of the Associate Member are limited to non-voting participation on committees, participation at Association meetings at member rates, and receipt of normal communications of the Association.

Section 3: Affiliate Members (Non-voting). An individual who has an employee of an active member is eligible for affiliate membership. The rights and privileges of the Affiliate Member are limited to non-voting participation on committees, participation at Association meetings at Member rates, and receipt of normal communications of the Association.

Section 4: Honorary Members (Non-voting). An individual who has made significant contributions either to the Association or to the field of solar energy may be nominated by any member and elected by the Board to Honorary Membership. Honorary Members shall be exempt from payment of any dues and shall have no vote but shall be entitled to receipt of the regular communications of the Association.

Section 5: Resignation. A member may resign at any time. Such resignation shall be in writing, addressed to the Board and delivered to the Association office and shall be effective at the time of receipt or at a later time as may be designated. Such resignation shall not be deemed to relieve active members of the payment of dues, assessments or other charges accrued or unpaid at the date of resignation.

Section 6: Supervision and Expulsion. A member may be suspended or expelled for violation of these Bylaws, or for conduct prejudicial to the interests of the Association. Suspension or expulsion shall be effected at a duly constituted meeting of the Board, by the vote of the majority of the Directors then holding office. At least fifteen (15) days before the meeting, the Secretary shall send to the affected member by registered mail, a notice of such meeting and a statement of

charges. The affected member shall have the right to appear or be represented at said meeting. If suspended or expelled under this section, the effected member may, within fifteen (15) days after notification of the Board action, file with the Association office a written appeal. Upon receipt of such an appeal, the Secretary shall promptly send to the Board of Directors the appeal and a statement containing the reasons for the Board's action with a ballot for the members of the Board to indicate whether or not to sustain the Board's action. Votes received by the Association office within thirty (30) days after issue shall be counted. The Board of Directors may reinstate a member without prejudice by a majority vote.

ARTICLE V

DUES AND FISCAL YEAR

Section 1: Dues. The annual dues of the Association shall be determined by the Board of Directors.

Section 2: Dues Delinquency. If a member is in arrears for more than ninety (90) days in the payment of dues, that member's rights in the Association shall cease upon notice from the Treasurer.

Section 3: Fiscal Year. The fiscal year of the Association shall be the calendar year commencing on January 1 and ending December 31 of each year. An audit of the financial books and records shall be made annually by a certified public accountant appointed by the Board, or by an Audit Committee consisting of at least three (3) members of the chapter.

ARTICLE VI

MEETINGS OF THE MEMBERSHIP

Annual and special meetings shall be held at such places and at such times as the Board may deem appropriate but the annual meeting must be held on or before April 30th.

Section 1: Annual Meeting. During each fiscal year there shall be an annual meeting of the membership for the purpose of receiving committee reports and for the transaction of regular business of the Association. At least thirty (30) days before the meeting, a notice of such meeting shall be mailed to each member at the latest known address.

Section 2: Special Meeting. Special meetings of the membership may be called by the Board at any time or may be called by the President upon written request of twenty percent (20%) of the voting membership. The business to be transacted at such a meeting shall be stated on such a notice mailed to the membership at least thirty (30) days in advance of such special meeting.

Section 3: Quorum. At least ten percent (10%) of Members entitled to vote at any annual or special meeting, appearing in person, shall constitute a quorum.

Section 4: Parliamentary Procedure. Unless otherwise provided, the will of the majority shall prevail, provided that a quorum is present. Robert's Rules of Order shall govern all debates, when not in conflict with these Bylaws. On request, any motions or resolutions offered at any meeting shall be furnished to the Secretary, in writing, before the question is put.

Section 5: Chairman. The president shall serve as Chairman and preside at all membership meetings. In the absence of the President, the Vice President shall preside. In the absence of the President and Vice President, a Director may temporarily assume the chair and invite a resolution nominating a Chairman of the meeting from among the Directors present.

ARTICLE VII

VOTING

Section 1: Representation. Each Active Member, through its designated Voting Representative shall be entitled to vote upon all matters presented to the membership of the Association.

Section 2: Mail Vote. Whenever, in the judgement of the Board of Directors, any questions shall arise which it believes should be put to a vote of the Active membership and when it deems it inexpedient to call a special meeting for such purpose. the Directors may, unless otherwise required by these Bylaws, submit such a matter to the membership in writing by mail, for vote and decision, and the questions thus presented shall be determined according to a majority of the votes received by mail within fifteen (15) days after such submission to the membership, provided that in each case, votes of at least twenty-five percent (25%) of Active Members shall be received. Any and all action taken in pursuance of a majority mail vote, in each case, shall be binding upon the Association in the same manner as would be action taken at a duly called meeting.

ARTICLE VIII

BOARD OF DIRECTORS

Section 1: Authority and Responsibility. The governing body of the Association shall be its Board of Directors. The Board shall have supervision, control and direction of the affairs of the Association, its committees and publications; it shall determine the general policies, shall actively promote the Association directives, and shall supervise the disbursement and regulations as are necessary for the conduct of its business.

Section 2: Nomination and Election of the Directors by the Membership. The number of Directors to be elected to the Board shall be not less than five (5) or more than nine (9), with exact - always odd - number (5-7-9) designated by the Board of Directors. Directors shall be elected by the voting members at the annual meeting. At least one month prior to the annual meeting, the President shall appoint, with Board approval, five (5) voting members to a nominating committee. The committee will nominate one member for each vacancy on the Board and present such nominations to the membership at the annual meeting. Nominations for Board members may be made from the floor.

Section 3: Terms of Office. The Term of office for all Directors shall be three (3) years. The initial Board of Directors will divide into 1-, 2- and 3-year terms according to the number of votes received. A Director may be elected immediately for no more than one additional term. Term of office shall commence at the first Board meeting following the election. In the event that the term of the immediate past President as a member of the Board of Directors terminates

with his term of office, then he shall be a non-voting member of the Board for one year from the date of such termination.

Section 4: Meetings and Quorum. The Board of Directors shall hold at least one meeting per year other than that which shall be held at the annual meeting and may hold such other meetings at such places and at such times as may be directed by the Board. A majority of the Directors constitute a quorum. At least fourteen (14) days notice is required for Board of Directors meetings not planned for at the conclusion of the last regularly scheduled meeting of Directors.

Section 5: Meetings by Telephone. Members of the Board or any committee designated by the President may participate in any meetings of such Board or committee by telephone. Participation in such meeting pursuant to this section shall constitute presence in person at such meeting.

Section 6: Absences. Any member of the Board who is unable to attend a meeting shall contact any officer and state the reasons for his absence. If a Director is absent for two (2) consecutive meetings without cause, his seat on the Board shall be considered vacant. The provisions of this section are for regularly scheduled Board meetings only and shall not apply to meetings called on fourteen (14) days notice.

Section 7: Chairman. The President shall be Chairman of the Board and shall preside at meetings. In the absence of the President, the Vice President shall act as Chairman. In the absence of the President and Vice President, any Director may assume the chair and invite a resolution nominating a Chairman for the meeting from among the Directors present.

Section 8: Vacancies, Resignations and Removal. In the case of a Board Vacancy, the office shall be filled for the remainder of that term by appointment of a majority vote of the Board.

Any Director may resign at any time. Such resignation shall be in writing and shall take effect at the time specified therein, or if no time is so specified, upon its acceptance by the Board of Directors or at such other date as the Board of Directors may direct.

A Director may be removed when sufficient cause exists for such removal, including a Director's absenting himself from the activities of the industry and/or purposes of the Association. The Board of Directors may entertain charges against any Director. A Director may be represented by counsel upon any removal hearing. The decision of the Board shall be final and binding. The Board of Directors shall adopt such rules as it may in its discretion, not contrary to law, considered necessary for the interests of the Association, for his hearing.

ARTICLE IX

OFFICERS' TERMS, DUTIES AND RESPONSIBILITIES

Section 1: Officers' Terms. The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer. The officers of the Association shall be chosen by the Board of Directors from their number at the first Board meeting following a Board election, and their term of office shall commence immediately after election. All officers shall serve a one year term and shall be eligible for reelection.

Section 2: Duties & Responsibilities of the Officers.

A. President. The President shall preside at all meetings of members of the Association and meetings of the Board of Directors; he shall, with the advice and consent of the Board, appoint all committee chairmen, approve committee members and act as spokesman for the Association.

B. Vice President. The Vice President shall be responsible for the orderly and business like conduct of business assigned to him by the President.

C. Secretary. The Secretary shall be the custodian of the seal and records of the Association and shall perform such duties and exercise such powers as may be prescribed by the board or President. The routine duties of the Secretary may be delegated in whole or in part to the administrative staff. The Secretary will record the minutes of all meetings and make the records available to the membership on request.

D. Treasurer. The Treasurer shall, except as otherwise ordered by the Board of Directors, account for all monies due the Association, have charge of and be responsible for all funds, securities, investment profits, receipts and disbursements of the Association, and shall cause to be deposited all monies and other valuable effects in the Association's name in such banks, trust companies or other depositories as shall be selected or approved by the Board. Treasurer or other board-identified agent of the treasurer has the authority to establish telephone and/or internet banking privileges for the Association.

The Treasurer shall cause to be received payments made to the Association and shall cause to be taken and preserved proper receipts for all monies disbursed by it. The Treasurer shall, with the help of the Chairman, render a full statement of the financial condition of the Association at its annual meeting and whenever requested to do so by the Chairman or by the Board of Directors and in such form as the Chairman or the Board may request.

The Treasurer shall perform such duties as are incident to the office of Treasurer or as may from time to time be assigned to him by the Board of Directors or as may be prescribed by law or by these Bylaws.

E. Audit Committee. In keeping with best accounting practices, the Board must identify a rotating Audit Subcommittee to review annual financial statements, records, and reports.

Section 3: Vacancies. In the event of a vacancy occurring in the office of the Vice President, Secretary or Treasurer, the President shall recommend an individual Director to the remaining Board of Directors for approval to fill that office.

ARTICLE X

COMMITTEES

Section 1: Standing Committees. There shall be the following standing committee of the Association: Nominating Committee.

Section 2: Appointment of Committees. The President, subject to the approval of the Board of Directors, shall annually appoint such standing, special or subcommittees as may be required by the Bylaws or as he may find necessary.

Section 3: Nominating Committee. The Nominating Committee shall consist of five (5) members. At least one member shall be a member of the Board of Directors. It shall be their duty to present a slate of nominees for election to the Board of Directors. The committee shall notify the membership in writing at least twenty (20) days before the date of the annual meeting of the names of the candidates it proposes.

ARTICLE XI

RULES OF ORDER

Unless otherwise provided in these Bylaws, "Robert's Rules of Order (Revised)" shall govern the transaction of business at all meetings.

ARTICLE XII

SEAL

The Association shall have a seal containing the name of the Association and the place and year of incorporation, which shall be in the custody of the Secretary or his designee.

ARTICLE XIII

DISSOLUTION

In the event of the dissolution or final liquidation of the Association, the Board shall, after paying or making provision for the payment of all the liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such manner, or to such organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board shall determine. The Board of Directors shall have no power to amend, rescind, alter or repeal any provision of this Article.

ARTICLE XIV

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Insofar as permitted by law, the Association shall indemnify and save harmless each Director or Officer now or hereafter serving the Association, whether or not then in office, except in relation to matters in which such Director or Officer shall have been guilty of gross negligence or bad faith, from and against any and all claims, liabilities, penalties, forfeitures and fines, to which he may be or become subject by reason of his becoming a Director or Officer of the Association,

including the cost of reasonable settlements made with the approval of a majority of the Directors of the Association (other than those involved) even though less than a quorum and in addition, shall reimburse each such Director or Officer for all legal or other expenses reasonably incurred in the defense of such proceeding to enforce or collect any such claim, liability, penalty, forfeiture or fine, or shall assume the burden of such defense, whichever the Association shall elect to do.

The foregoing rule of indemnification shall not be exclusive of other rules to which any such person may now or hereafter be entitled as a matter of law and shall also apply to duly appointed Chairmen of committees, Counsel of the Association and the Executive Vice President of the Association.

ARTICLE XV

MISCELLANEOUS

Section 1: Non-Profit character; Non-Liability of Members. The Association does not afford any pecuniary gain, incidentally or otherwise, to its members. There shall be no personal liability of members for Association obligations.

Section 2: Power to Acquire and Hold Property. The Association shall be authorized to acquire by grant, gift, purchase, devise, bequest, and to hold and dispose of such property as the Association shall require, subject to such limitation as may be prescribed by law, for the benefit of the members and not for pecuniary profit.

Section 3: Contracts, Checks, Deposits and Refunds

A. Contracts. The Board may authorize its President, any Officer or Officers, agent or agents of the Association, in addition to the Officer so authorized by these Bylaws to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

B. Checks, Drafts, Etc. Association funds should be used only for the proper business purposes of the Association. All checks, drafts or orders for payment of money, notice of other evidence of indebtedness issued in the name of the Association shall be signed by the Treasurer or Treasurer's agent authorized by the Board and in such manner as shall from time to time be determined by resolution by the Board.

C. Deposits. All funds of the Association shall be deposited within seven (7) working days of receipt to the credit of the Association at such bank or trust company or other depositories as the Board may select.

Section 4: Bonding. The Treasurer, President and any other person entrusted with the handling of funds or property of the Association may, at the discretion of the Board, furnish at the expense of the Association, a fidelity bond approved by the Board at such sum as the Board shall prescribe.

Section 5: Investments. Upon Board approval, Treasurer or Treasurer's Agent may open investment accounts on behalf of the Association.

Section 6: Banking. Treasurer or Treasurer's Agent may use telephone or electronic banking for payments, deposits, investments, and payroll.

ARTICLE XVI

AMENDMENTS TO THE BYLAWS AND ARTICLES OF INCORPORATION

Section 1: By the Membership. These bylaws may be altered, amended or repealed by a majority of the voting members of the Association present and voting at any duly called meeting of members, provided that copy of any proposed amendments be mailed at least thirty (30) days before the date of such meeting. The thirty day notice may be waived at a duly called meeting provided the members attending vote by a two-thirds majority that the amendment is procedural in nature and/or is necessary to the efficient and expedient conduct of the business of the Association.

Section 2: By the Board of Directors. Subject to the rights of the membership to adopt, amend or repeal these Bylaws as provided in Section 1, Article XIII, the Board of Directors may adopt or amend any of these Bylaws.

ARTICLE XVII

EFFECTIVE DATE OF BYLAWS

These Bylaws shall become effective and in force at the time of their acceptance by the Board of Directors.

THE ABOVE BYLAWS WERE ADOPTED BY THE ASSOCIATION AT ITS FIRST OFFICIAL MEETING ON **February 1, 1999**.

BYLAWS WERE AMENDED AT A SPECIAL MEETING OF THE BOARD ON 14TH July 2012.