

**RESIDENTIAL ENERGY SERVICES NETWORK, INC. (RESNET)
BYLAWS
Amended by the Residential Energy Services Network, Inc. on March 13, 2012**

**ARTICLE I
NAME AND PURPOSES**

Section 1.01. Name. The name of the organization is the Residential Energy Services Network, Inc. (“RESNET” or the “Corporation”).

Section 1.02. Purpose. The Corporation is organized to develop and maintain consensus standards for evaluating building energy and resource efficiency performance; educate and support the building energy performance community, policymakers and the public on these standards; and accredit building energy performance organizations, professionals and/or software.

**ARTICLE II
MEMBERSHIP**

Section 2.01. Members. The Board of Directors may provide membership in the Corporation under such terms and conditions as may be determined from time to time by the Board of Directors, in addition to those established by these Bylaws, without having to amend these Bylaws. The Board of Directors may establish classes of membership, each of which may have different eligibility requirements, be charged different membership fees and have different membership agreements. The authority to amend these bylaws and the Corporation’s Articles of Incorporation is reserved for the Board of Directors.

Section 2.02 Classes of Memberships. There shall be at least two classes of membership in good standing:

(1) Full Members (RESNET Accredited Providers, certified Home Energy Raters/Energy Auditors and other membership classifications adopted by the Board of Directors)

(2) Associate Members

Section 2.03 Termination of membership. The Board of Directors, by affirmative vote of the majority of all the members of the Board present at a Board meeting at which a quorum is present may suspend or expel a member provided the member is given notice of fifteen (15) days and the opportunity to respond to the reason(s) for their membership suspension or termination. The membership of any member who fails to timely pay dues or fulfill other requirements of membership, or who becomes ineligible for membership, may be automatically terminated.

ARTICLE III AUTHORITY AND DUTIES OF DIRECTORS

Section 3.01. Authority of Directors. The Board of Directors is the policy-making body and may exercise all the powers and authority granted to the Corporation by law.

Section 3.02. Number and Tenure. The Board shall consist of a minimum of Thirteen (13) and a maximum of twenty one (21) directors, as determined by the Board of Directors.

The Board of Directors shall consist of the following:

- (1) A minimum of six (6) representatives of RESNET accredited Providers identified in the RESNET standards;
- (2) A minimum of three (3) representatives of Home Energy Raters/Energy Auditors certified by RESNET accredited Providers identified in the RESNET standards;
- (3) A minimum of one (1) representative of Associate Members;
- (4) A minimum of three (3) representatives of other member classifications established by the RESNET Board of Directors.

Directors shall serve staggered two-year terms and may be re-elected for any number of additional terms in office, consecutive or otherwise.

Section 3.03. Election of Directors. Members of the Board of Directors shall be elected by electronic ballot by the category of membership of the Corporation that they represent. A Nominations Committee shall be appointed by the Executive Committee to nominate candidates for the Board. The Nominations Committee shall make its recommendations to the full membership at least forty-five (45) days prior to the beginning of the new term of office. Members have the right to nominate other candidates by e-mail notice to the RESNET Executive Director at least thirty (30) days prior to the balloting. All candidates of the board shall be members of RESNET in good standing. The Executive Director shall prepare the election ballot.

Section 3.04. Resignation. Resignations are effective upon receipt by the Secretary of written notification.

Section 3.05. Removal. A Board member may be removed by a two-thirds vote of the Board of Directors if such removal is deemed by the Board to be in the best interest of the Corporation. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 3.06. Replacement of Vacant Board Seats – The Board of Directors may fill a vacant Board position by a majority vote. The newly appointed Board member must belong to the same membership category of the position that is vacant. The newly appointed Board member shall serve for the remainder of the Board member's term which they are filling.

Section 3.07. Regular Meetings. The Board of Directors shall hold at least one (1) regular meeting per calendar year and if only one meeting is scheduled, that meeting shall be the annual meeting.

Section 3.08. Special Meetings. Meetings shall be at such dates, times and places as the President shall determine.

Section 3.09. Notice. Meetings may be called by the President or at the request of any two directors by notice mailed, telephoned, or e-mailed to each member of the Board not less than forty-eight (48) hours before such meeting.

Section 3.10. Quorum. A quorum shall consist of a majority of the Board. Attendance may be a meeting in person, by teleconference, or electronically. All decisions will be by majority vote of those present at a meeting, teleconference or electronic vote at which a quorum is present. If less than a majority of the directors is present, a majority of the directors present may adjourn the meeting without further notice.

Section 3.11. Participation in Meetings by Telephone Conference or Electronically. Members of the Board may participate in a meeting through use of conference telephone or electronic communications.

Section 3.12. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these Bylaws) may be taken without a meeting if all the members of the Board consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board.

Section 3.13. Reimbursement. Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with documentation and prior approval. In addition, Directors serving the organization in any other capacity are allowed to receive compensation.

ARTICLE IV EXECUTIVE COMMITTEE

Section 4.01. Membership. The Executive Committee of the Corporation shall consist of the President; Vice President; Secretary; Treasurer and Immediate Past President.

Section 4.02. Authority of Executive Committee. The Executive Committee shall possess and may exercise all the powers granted to the Board of Directors, except the power to amend the Articles of Incorporation or Bylaws, approve amendments to the RESNET Standards, approve the annual operating budget, and to in-debt the Corporation in an amount above \$5,000.00. Any decision made by the Executive Committee can be overturned by a majority vote of the full Board of Directors at a regularly scheduled or special Board meeting.

Section 4.03. Quorum of the Executive Committee. A quorum shall be three members of the Executive Committee.

Section 4.04. Special Meetings. Meetings shall be at such dates, times and places as the President shall determine.

Section 4.05. Notice. Meetings may be called by the President or at the request of any two members of the Executive Committee by notice mailed, telephoned, or e-mailed to each member of the Executive Committee not less than forty-eight (48) hours before such meeting.

Section 4.06. Participation in Meetings by Telephone Conference or Electronically. Members of the Executive Committee may participate in a meeting through use of conference telephone or electronic communications.

ARTICLE V AUTHORITY AND DUTIES OF OFFICERS

Section 5.01. Officers. The officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer and such other officer(s) as the Board may determine from time to time.

Section 5.02. Appointment of Officers; Terms of Office. The officers of the Corporation shall be elected by the Directors immediately following the election of the Directors at the annual Board meeting. Officers shall serve any number of one-year terms, consecutive or otherwise.

Section 5.03. Resignation. Resignations are effective upon receipt by the Secretary of a written notification.

Section 5.04. Removal. An officer may be removed by a two-thirds vote of the Board of Directors if such removal is deemed by the Board to be in the best interests of the Corporation. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5.05. President. The President shall be a director of the Corporation and will preside at all meetings of the Board of Directors. The President shall perform all duties attendant to that office, subject, however, to the control of the Board of Directors, and shall perform such other duties as on occasion shall be assigned by the Board of Directors. The President shall serve a maximum of two consecutive terms.

Section 5.06. Vice President. The Vice President shall be a director of the Corporation and shall serve as President if the President is absent or disabled. When so acting, the Vice President shall have all powers of the President and be subject to all restrictions on the President.

Section 5.07. Secretary. The Secretary shall be a director of the Corporation and shall be responsible for keeping the minutes of all meetings of the Board of Directors.

Section 5.08. Treasurer. The Treasurer shall be a director of the Corporation and shall be responsible for keeping the financial books for the Corporation. The Treasurer shall report to the Board of Directors at each regular meeting on the status of the Corporation's finances.

Section 5.09. Reimbursement. Officers shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with documentation and prior approval.

ARTICLE VI EXECUTIVE DIRECTOR

Section 6.01. Appointment. The Board of Directors may appoint a person or entity to serve the Corporation as the Executive Director.

Section 6.02. Authority. The Executive Director shall conduct the day-to-day business of the Corporation under the direction of the Board of Directors. Such direction shall be provided through the Executive Director's job description, the Corporation's budget, and direction provided by the Executive Committee. The Executive Director shall serve as an ex-officio, non-voting, member of the Board of Directors and Executive Committee. Consistent with the direction provided by the Board of Directors, the Executive Director may enter into contracts, hire and supervise staff, sign checks and generally communicate on behalf of the Corporation. The Executive Committee shall establish the compensation of the Executive Director.

ARTICLE VII INDEMNIFICATION

Section 7.01. Indemnification. Every member of the Board of Directors, officer or employee of the Corporation may be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the Corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

Section 7.02. Insurance. The Corporation may purchase and maintain liability insurance on its own behalf and on behalf of its directors, officers, staff, and agents. Its purpose is to insure the Corporation against any liability claim asserted against it and to insure any director, officer, staff person, or agent against any liabilities asserted against such person arising out of his or her station in the Corporation or actions taken by that person on behalf of the Corporation.

ARTICLE VIII FINANCIAL ADMINISTRATION

Section 8.01. Fiscal Year. The fiscal year of the Corporation shall be January 1 – December 31 but may be changed by resolution of the Board of Directors.

Section 8.02. Accountability. The financial records of the organization shall be maintained by the Treasurer and shall be subject to review and audit as specified in Section 8.06 and otherwise determined by the Board of Directors from time to time. The organization shall adopt, and financial records shall be maintained, in accordance with an approved record retention policy.

Section 8.03. Execution of Checks. All checks for the payment of money in the amount over \$10,000.00 shall have the approval of a minimum of two officers of the Corporation (indicated on the invoice and/or by signing a check for the transaction).

Section 8.04. Deposits and Accounts. All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Executive Committee or any committee to which such authority has been delegated by the Executive Committee may select. For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by the Executive Director.

Section 8.05. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stocks, bonds, or other securities, as the Executive Committee may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

Section 8.06 Financial Controls. The Corporation is committed to maintaining best practices in its financial controls, reporting and recordkeeping. To that end, proper separation of financial controls shall be maintained (including requiring transactions to be authorized by a person(s) other than the person(s) signing or executing the transaction with a third person(s) reviewing financial transactions, including bank statements). In addition, an independent audit committee shall be established and shall be responsible for

receiving and handling concerns and complaints regarding the corporation's financial matters and ensuring that an annual financial review (internal or by external auditors as appropriate in accordance with the organization's budget size and the direction of the Board of Directors) is conducted.

ARTICLE IX BOOKS AND RECORDS

Correct books of account of the activities and transactions of the Corporation shall be kept at the office of the Corporation. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.

ARTICLE X CONFLICTS OF INTEREST

Section 10.01. Existence of Conflict, Disclosure. Directors, officers, employees and contractors of the Corporation should refrain from any actions or activities that impair, or appear to impair, their objectivity in the performance of their duties on behalf of the Corporation. A conflict of interest may exist when the direct, personal, financial or other interest(s) of any director, officer, staff member or contractor competes or appears to compete with the interests of the Corporation. If any such conflict of interest arises, the interested person shall call it to the attention of the President or Committee Chair for resolution following the policy adopted by the Board of Directors. If the conflict relates to a matter requiring Board or Committee action, such person shall not vote on the matter. When there is a doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors or Committee, excluding the person who is the subject of the possible conflict.

Section 10.02. Nonparticipation in Vote. The person having a conflict shall not participate in the final deliberation or decision regarding the matter under consideration. However, the person may be permitted to provide the Board or Committee with any and all relevant information related to the conflict.

Section 10.03. Minutes of Meeting. The minutes of the meeting of the Board or Committee shall reflect that the conflict was disclosed and that the interested person did not vote on the matter.

Section 10.04. Conflict of Interest Policy and Annual Review. The Board of Directors shall adopt a conflict of interest policy. Directors, staff members and contractors shall be advised of the Policy upon undertaking the duties of their position with the Corporation. For informational purposes and guidance, the Policy shall be reviewed annually by directors, staff members and contractors.

**ARTICLE XI
AMENDMENT OF BYLAWS**

Subject to applicable law and California Corporation Code Section 5150(a), these Bylaws may be amended by a two-thirds vote of the Board of Directors, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken.

**ARTICLE XII
NON-DISCRIMINATION/HARASSMENT**

Section 12.01. Equal opportunity. Employees, contractors, consultants and volunteers will be recruited without unlawful discrimination due to race, color, sex, age, religion, national origin, sexual orientation, disability, veteran status, marital status or any other classification protected by applicable discrimination laws.

Section 12.02. Discrimination against any employee, contractor, consultant or volunteer based on race, color, sex, age, religion, national origin, sexual orientation, disability, veteran status, marital status or any other illegal basis shall not be tolerated.

Section 12.03. Harassment includes verbal or physical conduct that creates a hostile or offensive work environment or demeans or shows hostility toward an individual because of his/her race, color, sex, age, religion, national origin, sexual orientation, disability, veteran status, marital status or any other classification protected by applicable discrimination law.

**ARTICLE XIII
WHISTLEBLOWER PROTECTION**

The Board of Directors shall adopt a formal policy on whistleblower protection. At a minimum, the policy shall include protection from retaliation, reporting procedures and a formal investigation procedure.

**ARTICLE XIV
PARLIAMENTARY AUTHORITY**

Conduct of Meetings. At all meetings of the RESNET Board, Executive Committee and Committees, the President or Chair of the meeting shall conduct the meeting pursuant to general rules of parliamentary procedure, provided such rules of conduct are not inconsistent with these Bylaws.