

BYLAWS
OKLAHOMA RENEWABLE ENERGY COUNCIL

ARTICLE ONE – NAME

The name of the Council, as incorporated under the laws of Oklahoma as 501C3 not-for-profit corporation, shall be the Oklahoma Renewable Energy Council, also referred to in this document as OREC.

ARTICLE TWO – MISSION

The Oklahoma Renewable Energy Council (OREC) serves as the central voice for Oklahoma's renewable energy advocates. OREC is dedicated to seeing that our state aggressively develops its renewable resources to spur economic development, improve the environment, diversify the energy supply portfolio and provide long-term energy security to the citizens of Oklahoma. Oklahoma is blessed with abundant natural gas and renewable energy, and we believe these complimentary energy resources represent the future of clean domestic energy supply.

ARTICLE THREE – MEMBERSHIP

3.1 **Membership Criteria:** OREC is a broad coalition of individuals, companies, organizations, and agencies working to develop Oklahoma's bountiful renewable energy resources. These resources include wind, solar, biomass, and small-scale hydroelectric.

OREC membership is open and there are no costs to participate. The goals of OREC are to:

- Share information on opportunities and challenges;
- Provide education and outreach to the public;
- Support landowners in developing their natural resources;
- Advise the Oklahoma Utility Restructuring Task Force;
- Provide analytical and technical support for Oklahoma's legislators and national representatives.

3.2 **Active Members:** Active members shall be those persons or representatives of organizations who have attended at least one OREC meeting in the previous 90 days, and who have requested their organization be listed as a member. Meetings are open to all comers. Participation in meetings is necessary for status as 'active member' but membership is not automatically assigned to participants.

3.3 **Voting Rights of Members:** Each active member shall be entitled to one vote on any matter that may come before said member as provided herein.

ARTICLE FOUR – BOARD OF DIRECTORS

4.1 **General Powers:** A Board of Directors (Board) will be the policy making body of OREC. All corporate powers shall be vested in and exercised by the Board of Directors unless otherwise provided for in the articles of incorporation or these bylaws. The affairs, funds, and property of OREC shall be under the general supervision of the Board of Directors. The Board of Directors shall establish organization policies and other duties that may be assigned to it by the membership.

4.2 **Composition:** The Board of Directors shall consist of the officers of OREC and the at-large Board members of OREC. The number of at-large members on the Board of Directors shall not exceed nine (9).

4.3 **Election of Board:** To be eligible for nomination to the Board of Directors, an individual must have been an active member of OREC for at least one (1) year, and be a member in good standing. Nominations for election to the Board of Directors shall be received prior to the first OREC meeting of the calendar year. Voting will take place at said meeting.

4.4 **Term:** A full term for a member of the Board of Directors of OREC shall be three (3) years. Three at-large members of the Board shall be elected each year. If a Board member is unable to fulfill a full three-year term, the Board of Directors, by majority decision, will appoint a new Board member.

Members of OREC shall be eligible for election to the Board of Directors for no more than two (2) consecutive terms.

4.5 **Establishment of Board:** All nine at-large members of the Board of Directors shall be elected at the first OREC meeting of 2002 as follows: Three (3) members shall be elected to serve a full three (3) year term, three (3) members shall be elected to serve a two (2) year term, and three (3) members shall be elected to serve a one (1) year term. Eligibility requirements for nomination to the Board of Directors for the initial 2002 election shall require only that the individual be an active member of OREC at the time of the election, and be a member in good standing.

4.6 **Removal:** On recommendation of the President and with approval of the remaining Board of Directors, a member of the Board may be removed from office if absent from more than three (3) regular OREC meetings during a calendar year.

4.7 **Meetings:** The Board of Directors shall meet on the second Wednesday of each month. Date and time shall be announced at the previous meeting.

Special meetings of the Board of Directors may be called as deemed necessary by the President, and shall be called by the President upon written request of at least two Directors. Any such request shall state the purpose or purposes of the proposed meeting.

All meetings of the Board of Directors shall be open to any active member of OREC, but the Board shall be able to convene in private if it so deems such an action is necessary to properly consider any action which may come before it. However, any vote or final action of the Board shall take place in open session.

4.8 **Notice:** A written notice and agenda of regular and special meetings shall be sent to all Directors at least ten (10) days prior to the meeting.

4.9 **Quorum:** A simple majority of the current Directors shall constitute a quorum.

ARTICLE FIVE – OFFICERS

Officers of OREC shall be a President, President-Elect, Secretary, and Treasurer.

5.1 **Duties of Officers:** The duties of OREC officers shall be those indicated by the title of the office, including, but not limited to, the following respective duties:

- A. **President.** The President will serve as Chair of the Board of Directors and be responsible for coordinating regular and special OREC meetings. The President shall assume the duties of the Executive Director when such position is vacant.
- B. **President-Elect.** The President-Elect shall serve as the Chair of the Board of Directors in the President's absence. Should the President be unable to complete her or his term of office, the President-Elect shall assume the duties of President for the remainder of the term.
- C. **Secretary.** The Secretary will be responsible for minutes of all meetings and shall certify those in attendance at the meetings who are considered active members of OREC.
- D. **Treasurer.** The Treasurer will be responsible for maintaining monthly records, an annual budget and an annual audit of the organization.

Officers shall transact the general business of OREC between Board meetings.

All materials bearing the OREC logo or name must be approved by a majority vote of the officers. Decisions may be appealed and overridden by an affirmative majority vote of the Board of Directors.

Election: All officers shall be elected by the Board of Directors at the first regular OREC meeting of the calendar year. To be eligible for nomination as an officer, an individual must be a member of the Board of Directors in good standing.

5.3 **Term of Office:** Officers will serve for a term of one (1) year. Members of OREC shall be eligible for election to the same office for no more than two (2) consecutive terms. At the expiration of the term, the President-Elect shall become President and a new President-Elect shall be elected.

5.4 **Removal from Office:** An Officer may be removed for failure to perform assigned duties by a two-thirds majority vote of other Directors, followed by an affirmative majority of the OREC membership.

5.5 **Resignation and Replacement:** In the event of the resignation or removal of an elected officer, the Board of Directors shall elect a replacement for the partial term.

ARTICLE SIX – EXECUTIVE DIRECTOR

6.1 **Appointment:** The Board of Directors shall choose an Executive Director to manage the routine affairs of OREC.

6.2 **Duties:** The Executive Director shall exercise supervision of the business and affairs of OREC on behalf of the Board of Directors. Duties include, but are not limited to, communication among membership, arranging facilities for meetings and special events, and organization correspondence.

ARTICLE SEVEN – COMMITTEES AND TASK FORCES

7.1 **Standing Committees:** Standing Committees of OREC will consist of Wind, Bioenergy, Solar, Education and Outreach, Government Affairs, and Deregulation.

- A. **Wind.** The Wind Committee will be responsible for providing information about wind energy to the OREC membership and for producing promotional materials regarding the benefits of wind energy. All materials are subject to approval by the Officers of OREC.
- B. **Bioenergy.** The Bioenergy Committee will be responsible for providing information about biomass and biofuels to the OREC membership and for producing promotional materials regarding the benefits of biomass and biofuels. All materials are subject to approval by the Officers of OREC.
- C. **Solar.** The Solar Committee will be responsible for providing information about solar energy to the OREC membership and for producing promotional materials regarding the benefits of solar energy. All materials are subject to approval by the Officers of OREC.
- D. **Education and Outreach.** The Education and Outreach Committee will be responsible for assembling information regarding renewable energy sources and promoting this information to the media, educational institutions, and economic development consortia. All materials are subject to approval by the Officers of OREC.
- E. **Government Affairs.** The Government Affairs Committee will be responsible for informing OREC members of issues and legislation within state and federal government pertaining to renewable energy. Upon request of the Board, the Government Affairs Committee shall assemble information for presentation to state or federal governmental bodies. All materials are subject to approval by the Officers of OREC.
- F. **Deregulation.** The Deregulation Committee will be responsible for informing OREC members of issues and legislation within state and federal government pertaining to utility deregulation and electricity restructuring. Upon request of the Board, the

Deregulation Committee shall assemble information for presentation to state or federal governmental bodies. All materials are subject to approval by the Officers of OREC.

7.2 **Appointment of Committee Chairs:** Committee chairs will be appointed by the President, with majority approval from the Board of Directors.

7.3 **Other Committees and/or Task Forces:** Ad hoc committees may be temporarily established at any time as deemed necessary by the Board of Directors to conduct OREC business.

ARTICLE EIGHT – OREC HEADQUARTERS

8.1 **Establishment of Headquarters:** OREC headquarters shall be established at a location as determined by a majority affirmative vote of the Board of Directors.

8.2 **Location of Headquarters:** The address of OREC shall be that of the OREC headquarters.

8.3 **Records:** OREC shall keep correct and complete books and records of the accounts and shall keep minutes of the proceedings of its Board of Directors meetings, and shall keep at the OREC headquarters records with names and addresses of all OREC members and of the Directors and Officers. All books and records of OREC may be inspected by any Director or her or his agent or attorney, for any proper cause, at any reasonable time.

ARTICLE NINE – AFFILIATIONS and SPONSORSHIP

9.1 **Affiliation:** Upon a majority vote of the Board of Directors, OREC may affiliate with other appropriate associations which profess and exercise similar goals and guiding principles. Such affiliations should be limited and chosen only as a means of furthering the cause of OREC. Furthermore, such affiliations should be limited to 501C3 not-for-profit corporations, or equivalent.

9.2 **Sponsorship:** Any organization that wishes to support OREC may do so upon submission and approval of a proposal to the OREC Board of Directors. Such proposal will be presented for discussion to the OREC membership at the next regular meeting. Approval requires a majority affirmative vote by the Board of Directors, following discussion at the meeting.

Sponsorship may take the form of grants to OREC for specific programs or activities or unrestricted donations. Monetary amounts for sponsorship categories will be set by a majority vote of the Board of Directors. All sponsorships or affiliations will be made known to the general membership at the regular OREC meetings.

ARTICLE TEN – FISCAL POWERS

10.1 **Debts:** No officer, Director, committee member or other person shall contract or incur debt on behalf of OREC, or in any way render it liable, unless authorized in writing by the Board of Directors. No member of OREC shall be individually liable for any of the obligations, debts, or liabilities of OREC.

10.2 **Contracts:** The Board of Directors may authorize any officer, agent or agents of OREC to enter into any contract or execute and deliver any instrument on behalf of and in the name of OREC and such authorization may be general or confined to specific instances.

10.3 **Checks and Drafts:** All check, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of OREC, shall be signed by an officer or officers, agent, or agents of OREC in such a manner as determined by the Board of Directors.

10.4 **Deposits:** All funds of OREC shall be deposited to the credit of OREC in such banks, trusts, or other depositories as the Board of Directors may select.

10.5 **Gifts:** The Board of Directors may accept on behalf of OREC any gift, contribution, bequest, or device for the general purposes or any special purpose of OREC.

10.6 **Investments:** The Board of Directors may appoint and authorize fiscal agents to exercise any duty or function it may deem expedient, pending all transactions involving investments shall be approved by the Board of Directors prior to being concluded.

10.7 **Dissolution:** In the event that OREC dissolves, all monies, materials and supplies owned by OREC shall be donated to non-for-profit organizations as determined by the Board of Directors.

ARTICLE ELEVEN – DELEGATED POWERS

All powers not herein delegated are reserved to the membership.

ARTICLE TWELVE – AMENDMENTS

The Bylaws of OREC may be amended by a majority of the voting members of the Board of Directors and thence by a majority vote of the eligible OREC members. Balloting may be in person or by mail.

ARTICLE THIRTEEN – ADOPTION

These bylaws are hereby adopted in the manner provided for and described herein on this 16th day of January, 2002. All previously adopted bylaws are hereby superseded.

SIGNED:

(Charter Members of OREC)