
Bylaws for American Renewable Energy Standards and Certification Association, Inc.

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BYLAWS
of the
AMERICAN RENEWABLE ENERGY STANDARDS AND CERTIFICATION
ASSOCIATION, INC.
A VERMONT NOT-FOR-PROFIT CORPORATION

EIN: 81-0837228

ARTICLE I - Name, Office, and Duration

1. *Formation of the Corporation.* The incorporators have formed this not for profit corporation pursuant to the laws of the State of Vermont, by filing Articles of Organization with the Secretary of State.
2. *Name.* The name of this corporation is the American Renewable Energy Standards and Certification Association (“ARESCA”), and it is incorporated in the State of Vermont as a not-for-profit corporation.
3. *Location.* The principle place of business and administrative office shall be located at 256 Farrell Farm Rd., Norwich, VT 05055, or any location within the State of Vermont as determined by the Board of Directors. The Corporation shall have and continuously maintain, in the State of Vermont, a registered office and agent.
4. *Duration.* The Corporation shall have perpetual existence.

ARTICLE II - Purpose

1. *Mission.* ARESCA’s mission is to provide cost-efficient, timely, and clear administrative functions for our members comprising the US Renewable Energy Standards community. Administrative functions may include Secretariat duties and ANSI accredited standards development organization (SDO) functions. Our goal is to make participants involvement in Standards simple, easy and facilitate harmonization of US Renewable Energy Standards and Conformity Assessment Schemes with international organizations such as the International Electrotechnical Commission (IEC).
2. *Purpose.* The ARESCA Corporation is organized primarily to provide information, administration and education services to the support of renewable energy standards and conformity assessment within the meaning of Section 501(c) (6) of the Internal Revenue Code, 1986, or the corresponding provision of any future federal law to do all things necessary or convenient, not inconsistent with the association’s 501(c) (6) status. Such purposes may include but are not limited to the following activities:

Administer US National Committee of IECRE

Provide assistance to coordinate US national committee (USNC/IECRE) participation in the International Electrotechnical Commission System for Certification to Standards Relating to Equipment for Use in Renewable Energy Applications (IECRE), and the associated conformity assessment schemes defined by IECRE.

Administer US Technical Advisory Group to IEC TC88

Act as administrator (or oversight of contractor) of US Technical Advisory Group (TAG) for IEC Technical Committee 88 on Wind energy generation systems (TC88).

Administer US Technical Advisory Group to other IEC TC for Renewables

Act as administrator (or oversight of contractor) of specific, separate US TAGs for IEC Technical Committees in other renewable energy sectors (e.g., TC82 on Solar photovoltaic energy systems or TC114 on Marine energy - Wave, tidal and other water current converters).

Administer US Technical Advisory Group to other IEC TC for Relevant Electrical Industries

Act as administrator (or oversight of contractor) of specific, separate US TAGs for IEC Technical Committees in electrical energy supply and related sectors (e.g., TC 8/SC 8A on Grid Integration of Renewable Energy Generation or TC 8/SC 8B on Decentralized Electrical Energy Systems).

Administer US Standards Development Organization for Specific Energy Sectors

The ARESCA organization structure will be setup to accommodate the possibility of forming an ANSI accredited standards development organization (SDO) for the renewable energy sectors with a goal to harmonize US national standards with IEC efforts.

NOTE: TAG administration and secretariat of the USNC/IECRE are subject to the approval of United States National Committee of the IEC

ARTICLE III - Membership

1. *Membership.* The ARESCA Corporation shall have participants from the organizations that it serves.
 - 1.1. Other participants may be approved by the board of directors, when they serve the purposes of the corporation.
2. *Dues.* The ARESCA Corporation may impose dues, assessments and admission and transfer fees from members as approved by the Board of Directors.
3. *Membership Admission.* No organization or person shall be admitted as a member without their consent.

ARTICLE IV - Board of Directors

1. *General Authority and Responsibility.* The affairs of the Association shall be managed by the Board of Directors, which shall have supervision, control and direction of the affairs of the Association; shall determine its policies or changes therein within the limits of these Bylaws; shall actively promote its purposes; and shall have discretion in the disbursement of its funds. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.
2. *Election.* The Corporation shall designate a Board of Directors who shall initially be appointed by a majority of the incorporators to serve as Directors for a 3 year term or until such Director's death, resignation, or removal as provided by these bylaws.
3. *Number.* The initial number of Directors shall be nine (9) and may be increased by a board majority without further amendment of these bylaws to a maximum of thirteen (13). At no time

may the number of Directors be less than seven (7). The Board of Directors may also elect a non-voting ex-officio member to the board when necessary.

4. *Make up of Board.*

4.1. The Board is constituted from the leadership of the organizations that ARESCA serves.

4.2. At Large Board members may be selected by the Board to assure balance of interests among the Renewable Energy industry sectors and stakeholder groups.

4.2.1. *Qualifications for At Large Industry Members.* To serve as a Director, an individual shall have prior experience serving on a not for profit board, and general business or entrepreneurial experience. In addition, each prospective Director shall have at least two (2) years experience in working in Renewable Energy industries, Renewable Energy research or related fields of activity.

5. *Representation of Interests.* All directly and materially affected U.S. national interested parties shall have the opportunity for fair and equitable participation without dominance by any single interest.

Dominance means a position or exercise of dominant authority, leadership, or influence by reason of superior leverage, strength, or representation. The requirement implicit in the phrase “without dominance by any single interest” normally will be satisfied if a reasonable balance among interests can be achieved.

6. *Governance*

6.1. Board oversees and manages staff to administer USNC IECRE and TAGs

6.2. ARESCA is responsive to needs and directions of USNC IECRE and TAGs

6.3. Board MUST represent broad interests of USNC IECRE and TAGs

6.4. No single entity or organization can constitute a majority of the Board

7. *Powers.* The Board of Directors shall have all corporate authority, except such powers as are otherwise provided in these bylaws and the laws of the State of Vermont, to conduct the affairs of the Corporation in accordance with these bylaws. The Board of Directors may, by general resolution, delegate to committees of their own number, or to officers of the Corporation such powers as they deem appropriate. Committees should be created with a clearly defined task or scope and a liaison to the Board identified.

8. *Meetings.* Regular meetings of the Board of Directors shall be held at the place and time designated by the Board of Directors including phone conference calls, monthly or annual meetings, or otherwise called by a majority of the Board of Directors.

9. *Special Meetings.* Special meetings may be called by the President of the Corporation or at the request of at least three (3) Directors. The notice of the special meetings shall provide the time and location of such meetings and state the purpose thereof, and no other matter shall be considered by the Board of Directors at such special meeting.

10. *Annual Meetings.* Directors may meet each year for the purpose of organization, the election of officers, and transaction of other business. The time and location of such meeting shall be noticed in writing.
11. *Notice and Waiver.* Notice of the annual meeting and any regular meetings need not be in writing. Attendance at any meeting shall be considered waiver of the notice requirement thereof.
12. *Quorum.* A quorum shall consist of a majority of the Directors. If at any meeting, less than a quorum is present, the majority may adjourn the meeting without further notice to the absent Directors.
13. *Vacancy.* Any vacancy occurring in the Board of Directors shall be filled by majority vote of the remaining Directors, though less than a quorum. Each person so elected shall serve until the duration of the unexpired term, or until the next annual meeting. The incorporating Board of Directors shall serve initial terms of three years unless otherwise asked and agreed upon by a majority of the Board of Directors.
14. *Removal.* Any At Large Director may be removed by majority vote of the remaining Directors for failure to act in the best interests of the Corporation, or for acts inconsistent with the stated purpose of the Corporation. Directors qualifying according to sections 4.1-4.5 may be removed when their IEC TAG or IECRE authority ends under the rules of the USNC of the IEC.
15. *Compensation.* Directors shall receive no compensation for their service as Directors.
16. *Indemnification of Directors and Officers.* The Corporation (association) shall indemnify all Officers, Directors and Committee members of the Association, to the full extent permitted by the Vermont Non-profit Corporation Act, Title IIB. The Corporation may purchase insurance for section indemnification of officers and directors to the full extent as determined from time to time by the Board of Directors.

ARTICLE V - Officers

1. *Designation of Officers.* The officers of the Corporation shall be the President, Vice President, Secretary, and Treasurer, and they shall have authority to carry out the duties prescribed in these bylaws. The initial officers of the Corporation shall be designated by the incorporators, and shall serve for three years. One person may hold more than one office, except no single person may hold both the office of President and Secretary.
2. *Election and Term.* After the terms of the initial Directors, officers of the Corporation shall be reelected at the annual meeting of the Board of Directors, and shall serve for one year or until their replacements are elected and qualified.
3. *Removal.* At any regular or special meeting, any officer may be removed by majority vote of the Board of Directors present at the meeting, for failure to carry out the duties of the office as prescribed by these bylaws, conduct detrimental to the Corporation, or for acts inconsistent with the stated purpose of the Corporation. Any officer proposed to be removed is entitled to five (5) business day's notice of the meeting at which the removal shall be considered and may address the Board of Directors at such meeting.

4. *Compensation.* Officers of the Corporation shall receive reasonable compensation as fixed by the Board of Directors. The fact that any officer is also a Director shall not preclude receipt of reasonable compensation for services provided under Article V of these bylaws.

5. *Vacancy.* Officer vacancies shall be filled by the Board of Directors for the unexpired term of office.

6. *Duties of Officers.*

A. President: The President is the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directors or any Committees, supervise and control the affairs of the Corporation. The President will perform all duties incident to the office of President and any other duties that may be required by these Bylaws or prescribed by the Board of Directors. If ARESCA maintains a TAG Administrator role, the President shall serve as the ARESCA representative to the USNC/IEC Council. The President may designate an alternate representative to the USNC/IEC Council, pending approval by the ARESCA Board of Directors.

B. Vice President: The Vice-President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice-President will perform any other duties that may be prescribed by the Board of Directors.

C. Secretary: The Secretary will act as the custodian of the corporate records, keep minutes of all meetings of Members and of the Board of Directors, give all notices as are required by law or by these Bylaws, and generally perform all duties incident to the office of Secretary and any other duties as may be required by law, by the Bylaws, or which may be assigned by the Board of Directors.

D. Treasurer: The treasurer will have charge and custody of all funds of this Corporation, and will deposit the funds as required by the Board of Directors, keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, and render reports and accountings to the Directors. The Treasurer will perform all duties incident to the office of Treasurer, and any other duties that may be required by these Bylaws or prescribed by the Board of Directors.

ARTICLE VI - Restrictions on Actions

1. All the assets and earnings of the Corporation shall be used exclusively for its exempt purposes, including the payment of expenses incidental thereto. No part of any net earnings shall inure to the benefit of any employee of the Corporation or be distributed to its Directors, Officers, or any private person, except that the Corporation shall be empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article II of these bylaws.

2. Notwithstanding any other provision of these bylaws, the Corporation will not carry on any activities not permitted by an organization exempt under Section 501(c) (6), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, or organizations whose contributions which are exempt under Section 170(c) (2), Internal Revenue Code, 1986, or the corresponding provision of any future federal law. The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income or assets to any Directors, Officers, and

private property of the subscribers, Directors or Officers shall not be liable for the debts of the Corporation.

3. No substantial part of the Corporation's activity shall be for the carrying on of a campaign of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in any political campaign, will not engage in political campaigns or attempt to influence legislation or interfere with any political campaign on behalf of or in opposition to any candidate for public office.

4. In particular, but not without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be considered a private foundation as defined by Section 509(a), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, it shall not:

Fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942, Internal Revenue Code, 1986, or the corresponding provision of any future federal law. Engage in any act of self dealing as defined in Section 4941(d), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

Retain any excess business holdings as defined in Section 4943(c), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

Make any investment on such manner as to subject it to tax under Section 4944, Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

Make any taxable expenditure as defined in Section 4945(d), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

ARTICLE VII - Contracts, Checks, Deposits and Funds

1. *Contracts.* The Board of Directors may authorize, by general resolution, a Director or Directors, as agent or agents, in addition to persons authorized by these bylaws to enter into any contract on behalf of the Corporation.

2. *Checks, Drafts and Orders of Payment.* All checks, drafts, notes, or orders of payment or other evidence of indebtedness issued in the name of the Corporation shall be signed by an Officer or other Board agent that from time to time has been designated to have such authority by general resolution of the Board of Directors.

3. *Deposits.* All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may designate.

4. *Gifts.* The Directors, collectively or individually, any officer or designated agent may accept gifts, grants, contributions, bequests, or devise of any property to the Corporation on behalf of the Corporation. The Board shall have the right to refuse contributions that do not enhance, promote, and ensure further the purposes of ARESCA and the long range viability of the Corporation.

5. *Loans.* No Director, Officer or agent shall have the authority, on behalf of the Corporation, to enter into a loan or any other contract of indebtedness except by unanimous vote in a specific resolution of the Board of Directors. The authority designated by this provision shall be limited to a single and specific instance.

ARTICLE VIII - Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, including the costs and expenses of such dissolution, dispose of all the assets of the Corporation exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501 (c)(6) or 170 (c)(2) of the Internal Revenue Code, 1986 or the corresponding provisions of any future federal law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any officer or director of the Corporation. Any such assets shall be disposed of in the manner designated by the laws of the State of Vermont.

ARTICLE IX - Statement of Nondiscrimination

Notwithstanding any provision of these bylaws, the Corporation shall not discriminate against any member, director, officer, employee, applicant, or participant on the basis of sex, race, color, ethnicity or national origin.

ARTICLE X – Use of Electronic Communication

Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means in accordance with, and to the full extent provided by, Vermont Not-for-Profit Corporation Act, as amended. More specifically a mail or electronic vote may be called by the Board of Directors.

ARTICLE XI - Modifying Bylaws

The Board of Directors shall have the power to amend, alter, make and repeal the bylaws of the Corporation by majority vote.

Adoption of Bylaws

Adopted by the Board of Directors by resolution and vote of all directors on the date below:

_____ Date _____
Robert Sherwin,
256 Farrell Farm Road, Norwich, VT 05055

_____ Date _____
Dan Brake,
8453 S. East Banyan Tree St., Hobe Sound, FL 33455

_____ Date _____
Charles P. Butterfield,
3 Prospector Ln, Scarborough, ME 04074

_____ Date _____
Brian McNiff
320 Spring St., Portland, ME 04102

_____ Date _____
Jonathan Colby
43 Jane St #2R, New York, NY 10014

_____ Date _____
George Kelly
8920 Brown Church Rd., Mt Airy, MD 21771

_____ Date _____
Gabriel Alsenas
2705 Omega Place, North Palm Beach, FL 33408

_____ Date _____
Wallace Ebner
81 Berkshire Street, Indian Orchard, MA 01151

_____ Date _____
Sumanth Lokanath
2473 S Higley Rd, Suite 104, PMB221, Gilbert, AZ 85295

_____ Date _____
Steve Hogan
31 Noel Dr., Ashburnham, MA 01430

_____ Date _____
Bassil Youakim
1 Financial Plaza, 2nd Floor, Providence, RI 02903