Article I - Name
Section I. The name of the association shall be The Association of Energy Engineers, Incorporated.
Section 2. The principal office of the Association shall be in Atlanta, Georgia.
The association may have such other offices as may from time to time be designated by the Board of Directors.

Article II - Definition
Section 1. The term "Energy Industry" or "Industry" includes: Activities involved in energy conservation and utilization of new energy sources including consumer, manufacturer and consultant.

Article III - Purposes
The purposes of this Association shall be:
1. To promote the scientific and educational interests of those engaged in the energy industry.
2. To foster cooperative action in advancing by lawful means the common purposes of its members, and promote activities designed to enable the industry to be conducted with the greatest economy and efficiency.
3. To afford due consideration to and expression of opinion upon questions affecting the industry and to hold meetings for the presentation and discussion of technical papers.
4. To cooperate with other industries and organizations.
5. To conduct or engage in all lawful activities in furtherance of the foregoing purposes or incidental thereto.
6. To publish, to conduct trade shows and any other activity which promotes the dissemination of scientific and educational information of those engaged in the energy industry.

Article IV - Membership
Section 1. Senior Member shall be a graduate of an engineering college or university or a registered Professional Engineer or Architect with six years' experience in energy engineering or energy management.

Member shall be a graduate from an engineering college or university or be a registered Professional Engineer or Architect. Persons who are qualified by experience or related degree may petition in writing for full membership consideration.

Charter Life Member shall be a Charter Member who wishes to show his or her support by paying a lump sum dues for the life dues requirements. This grade will be limited to a number as determined by the Board of Directors.
**Affiliate Member** shall be a person interested in the objectives of the Association who is not completely qualified to be a full member.

**Corporate Member** shall be a corporation, firm or institution actively engaged in consulting, manufacturing of energy related products or services or which endorses the policies of the Association.

**Student Member** shall be a full time matriculated student.

**Retired Member** shall be an individual retired from full-time employment in industry who wishes to be an active participant in AEE activities.

**Young Energy Professional Member** shall be an individual under 25 years of age with an engineering, architectural, business, or law degree or a registered Professional Engineer or Architect. The date of birth must be provided when membership application is submitted.

**AEE Fellow** will be the highest grade of membership available to an individual who has been an AEE member for a minimum of ten continuous years and has received at least one of the three following honors: 1) has been inducted into the AEE Energy Managers Hall of Fame; 2) has been inducted into the Legends in Energy; 3) has received an AEE International Individual Award. In addition, individual must have distinguished himself in the energy industry through books authored, patents granted, awards from other organizations, or other individual accomplishments. Application will be reviewed and must be approved by the AEE Fellowship Director.

**Section 2. Election of members** - Any person, firm or corporation eligible to membership under these bylaws may be elected to membership on written application.

**Section 3. Duration of membership and resignation** - Membership in this Association may terminate by voluntary withdrawal as herein provided, or otherwise in pursuance of these bylaws. All rights, privileges, and interests of a member in or to the Association shall cease on the termination of membership. Any member may, by giving written notice of such intention, withdraw from membership.

**Section 4. Suspension and expulsion** - Any membership may be suspended or terminated for cause. Sufficient cause for such suspension or termination of membership shall be violation of the bylaws or any lawful rule or practice duly adopted by the Association, or any other conduct prejudicial to the interests of the association.

**Section 5. Voting** - Members shall have voting rights for those items brought before them by the Board of Directors.

**Article V -Dues**

Section 1. The annual dues for each member of the Association shall be determined by the Board of Directors.

Section 2. Members who fail to pay their dues within thirty (30) days from the time the same become due shall be notified by the secretary, chief staff executive or officer designated for such purpose by the Board of Directors. In the case where payment is not made within the next succeeding thirty (30) days the member shall, without further notice and without hearing, be dropped from the rolls and thereupon forfeit all rights and privileges of membership. The Board of Directors may by rule prescribe procedures for extending the time for payment of dues and continuation of membership privileges upon request of a member and for good cause shown.

**Article VI -Meetings**

Section 1. Annual - There shall be an annual meeting of the Association during the month of July, unless otherwise ordered by the Board of Directors, for election of members of the Board of
Directors, for receiving the annual reports, and for the transaction of other business. Such meetings may be held by telephone.

Section 2. Special - Special meetings of the Association may be called by the president or the Board of Directors.

Section 3. Quorum - A majority of the Board of Directors shall constitute a quorum, and, in case there be less than this number, the presiding officer may adjourn the meeting from time to time until a quorum is present.

Section 4. The order of business may be altered or suspended at any meeting by a majority vote of the members present. The usual parliamentary rules as laid down in "Robert’s Rules of Order" shall govern all deliberations, when not in conflict with these bylaws.

Article VII - Board of Directors

Section 1. The Board of Directors shall have supervision, control and direction of the affairs of the Association.

Section 2. The minimum number of directors shall be 3. The number of directors may be increased or decreased from time to time to a maximum of 12 by the Board of Directors.

Section 3. The Board of Directors shall consist of the President, President Elect, Immediate Past President, Treasurer and Executive Director.

Section 4. Resignation or removal - Any director may resign at any time by giving written notice to the president, the secretary, or to the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the president of the Board.

Any director may be removed by a two thirds vote of all directors at any regular or special meeting.

Section 5. Vacancies - Any vacancies that may occur on the Board by reason of death, resignation, or otherwise may be filled by the remaining members of the Board for the unexpired term.

Section 6. At least one member of the Board of Directors shall be a registered professional engineer or a Certified Energy Manager (CEM).

Article VIII - Officers

Section 1. The Board of Directors or through a nominating committee will select candidates for President, President Elect, Vice President(s) and Secretary. The nominations will be confirmed by the membership through a mail vote. The Treasurer will be appointed by the Board of Directors.

Section 2. The officers shall take office effective the first of each year and serve for a term of one year and until his or her successor is duly elected. Officers may serve more than one year at the discretion of the Board of Directors.

Section 3. The duties of the officers are as follows:

President
The President will preside at all meetings. He or she shall preside over the Annual Meeting and perform all other duties usually associated with the office of the president.

President Elect
The President Elect shall have all power of the President in his or her absence and shall serve as requested by the President. The President Elect shall automatically succeed to President after a one year term.

Vice President(s)
Vice Presidents shall assist and cooperate with the President. In addition the Vice President(s) shall be responsible for coordinating Chapter development within their Regions.
Treasurer
The Treasurer shall be responsible for reviewing financial transactions of the Association and coordinating activities of the accounting firm.

Secretary
The Secretary shall be responsible for the records of the officer meetings and ordinary duties associated with the office.

Section 4. The Board of Directors may appoint an Advisory Board of Governors and Certification Board. The purpose of the specialty Boards are to advise the Board of Directors and Officers about operations and specific areas of development.

Section 5. The administration and management of the Association shall be in a salaried staff head, employed or appointed by, and directly responsible to the Board of Directors. He/she shall have the title of Executive Director or such other title as the Board shall from time to time designate. Subject to approval of the Board, he/she shall employ and may terminate the employment of members of the staff necessary to carry on the work of the Association. He/she shall manage and direct all functions and activities of the Association and perform such other duties as may be specified by the Board.

Article IX. Executive Committee
Section 1. The Executive Committee shall be comprised of the President, President Elect, Vice President(s), Secretary and Treasurer.

Section 2. The Executive Committee is to act on behalf of the Board of Directors and under powers delegated by the Board of Directors during intervals between Board meetings.

Section 3. Actions taken by the Executive Committee affecting policy shall be presented for approval or change to the Board of Directors.

Section 4. Executive Director may appoint ad hoc members (non-elected positions would not hold voting status) to the Executive Committee at his or her discretion for the purpose of accomplishing specific tasks for two-year terms.

Article X - Mail Vote
Section 1. Whenever, in the judgment of the Board of Directors, any question 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 submit such a matter to the membership in writing by mail or electronic mail (e-mail) for vote and decision, and the question thus presented shall be determined according to a majority of the votes received by mail or e-mail within 30 days after such submission to the membership. 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 XI - Fiscal Year
The fiscal year shall commence on the first day of January and shall end on the last day of December.

Article XII - Seal
The Association shall have a seal of such design as the Board of Directors may adopt.

Article XIII - Indemnification
The Association may, by resolution of the Board of Directors, provide for indemnification by the Association of any and all of its directors or former directors or officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding,
in which they or any of them are made parties, or a party, by reason of having been directors or officers of the Association, except in relation to matters as to which such director or officer shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

**Article XIV - Dissolution**
The Association shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of the Association. On dissolution of the Association any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

**Article XV - Amendments**
The authority to make amendments shall be vested in the Board of Directors.

**Article XVI - Regional, Local, or Chapter Bylaws**
Section 1. Chapter and student chapter shall be governed by bylaws substantially similar in scope and in form to the bylaws of the association with such other provisions as are not inconsistent with them.
Section 2. The bylaws of such chapters and student chapters shall be approved by AEE Board of Directors before authorization is granted.
Section 3. No chapter or student chapter or any persons thereof shall enter into any contracts in the name of the Association or use the name of the Association in dealings with others without the written consent and authorization of the Board of Directors.
Section 4. Reports of Organizations
1 - Reports on Nomination and Election of Officers. It shall be the duty of the duly elected officers of all divisions, subdivisions, councils, chapters, subsections and student chapters to furnish to the Board of Directors of AEE, through its Executive Director and Secretary, annually, a complete list of nominations of officers, as well as the names of the officers when duly elected.
2 - Reports on Activities. From time to time the AEE Board may request reports on the activities of each division, council, section, subsection or student chapter.
3 - Reports on Budgets. Each chapter shall submit to the AEE Board of Directors an annual budget for itself.