

THE FOUNDATION OF THE ASSOCIATION OF ENERGY ENGINEERS, INC.

CONSTITUTION AND BYLAWS

Article I – Name

- Section 1.** The name of the Corporation shall be The Foundation of the Association of Energy Engineers, Inc.
- Section 2.** The principal office of the Foundation shall be in Atlanta, Georgia. The Foundation may have such offices as may from time to time be designated by the Board of Trustees.

Article II – Purposes

- Section 1.** To sponsor energy engineering/management education and award scholarships to assist students who wish to further their education in the field.
- Section 2.** To conduct technical studies of either directly or by grant and provide for the publication thereof, on a nonprofit basis dealing with all aspects of energy engineering and management.

Article III - Contributions

- Section 1.** Contributors to the Foundation shall be acknowledged by a receipt or appropriate certificate and carry such privileges as may be determined by the Board of Trustees from time to time.

Voluntary contributions may be made in one or more of the following ways:

- a.) Lump sum grants.
- b.) Contributions from individuals and/or companies within industry.
- c.) Donations from the general public.
- d.) Bequests.
- e.) Grants from other foundations.
- f.) Government Grants.

- Section 2.** Individuals or corporations who contribute \$10,000 or more shall be designated as Founders.

Article IV - Board of Trustees

- Section 1.** The Board of Trustees shall have supervision, control and direction of the affairs of the Foundation.
- Section 2.** The number of Trustees shall be no less than five nor more than nine.
- Section 3.** The Board of Trustees shall consist of the Association of Energy Engineers Board of Directors. The remaining directors shall be contributors to the Foundation and be elected by the Foundation Board of Trustees. To be elected, candidate must receive a majority of the votes cast. Elected members of the Board of Trustees shall serve no more than two (2) consecutive terms.
- Section 4.** Resignation or removal – Any trustee may resign at any time by giving written notice to the president, the secretary, or to the Board of Trustees. 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 Trustees.
- 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 Trustees shall be a registered professional engineer of Georgia.
- Section 7.** Trustees shall serve without salary or other compensations, but by resolution of the Board may be allowed expenses for attending meeting. Nothing herein contained shall be construed to preclude any trustee from serving the corporation in any other capacity, agent or otherwise receiving compensation therefore.

Article V – Officers

- Section 1.** The immediate past president of the Association of Energy Engineers shall serve as President of the Foundation. The treasurer of the Association of Energy Engineers shall serve as Treasurer of the Foundation. The President of the Foundation, with approval of the Board of Trustees, shall appoint a Secretary to the Corporation.

Such election shall occur at the annual meeting of the Board of Trustees. Officers elected at the annual meeting shall hold office until the next election of officers and until their successors are elected and qualified. The Board of Trustees upon the occurrence of any vacancy in any office may appoint a member to fill such office for the remainder of the original term. Such appointment may be made at a special meeting of the Trustees called for that purpose or any other legitimate corporate purpose. The

Board of Trustees shall be empowered to create such subsidiary offices, such as assistant secretaries, assistant treasurers, etc., as in their discretion are needed.

Section 2. The administration and management of the Foundation shall be in a salaried staff head, employed or appointed by, and directly responsible to the Board of Trustees. He shall have the title of Executive Director or such other title as the Board shall from time to time designate. Subject to the approval of the Board, he shall employ and may terminate the employment of members of the staff necessary to carry on the work of the Foundation. He shall manage and direct all functions and activities of the Foundation and perform such other duties as may be specified by the Board.

Article VI – Meetings

Section 1. Annual – There shall be an annual meeting of the Foundation Board of Trustees at such time and at such place as the Trustees deem appropriate, for election of members of the Board of Trustees, 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 Foundation may be called by the president or the Board of Trustees.

Section 3. Quorum – A majority of the Board of Trustees 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 alerted or suspended at any meeting by a majority vote of the members present. The usual parliamentary rules as laid down in the latest edition of “Robert’s Rules of Order” shall govern all deliberations, when not in conflict with these bylaws.

Article VII – Fiscal Year

The fiscal year shall commence on the first day of January and shall end on the last day of December.

Article VIII – Seal

The Foundation shall have a seal of such design as the Board of Trustees may adopt.

Article IX – Indemnification

The Foundation may, by resolution of the Board of Trustees, provide for indemnification by the Foundation 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 Foundation, 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 predicted on the existence of such liability for negligence or misconduct.

Article X – Dissolution

Section 1. The Foundation shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no other part of said funds shall inure, or be distributed to Trustees, or other private persons of the Foundation. On dissolution of the Foundation, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, scientific, or philanthropic organizations to be selected by the Board of Trustees.

Section 2. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501 c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or local government for exclusive public purpose.

Article XI – Amendments

The authority to make amendments shall be vested in the Board of Trustees.

Article XII - Limitations

Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under section 501 c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law; or (b) a corporation, contributors to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States internal revenue law.