

**BYLAWS  
OF  
HOME PERFORMANCE RESOURCE CENTER, INC.  
A Nonprofit Corporation**

**ARTICLE I  
ORGANIZATION**

**Section 1.01.** The name of the organization shall be Home Performance Resource Center, Inc., (hereinafter referred to as “Resource Center” or “Corporation”). The Corporation is a not-for-profit corporation organized under the laws of the District of Columbia, and, pending IRS determination, is a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

**Section 1.02.** The office of the Corporation shall be located in the District of Columbia, City of Washington, together with any such other office locations approved by the Board of Directors of the Corporation (the “Board”).

**Section 1.03.** The Corporation may also have offices at such other places as the Board may from time to time determine or the business of the Corporation may require.

**ARTICLE II  
MISSION**

**Section 2.01.** The Home Performance Resource Center is a national not-for-profit organization formed to conduct research and education concerning the field of home energy performance. The Resource Center conducts research and documents home performance-related issues for government policymakers, residential energy efficiency program managers and industry stakeholders to promote job creation, economic recovery, lower household energy bills and to make deep reductions in residential carbon emissions through improved home energy efficiency.

**ARTICLE III  
BOARD OF DIRECTORS**

**Section 3.01. Composition.** The number of directors constituting the Board of Directors of the Corporation shall be fixed by the Board, provided that the minimum number shall be seven (7) and the maximum shall be eleven (11). The allowable number of directors may be increased or decreased from time to time by amendment to these Bylaws as provided herein; provided, however, that the number of directors shall be not less than three (3). All members of the Board of Directors shall serve without compensation.

As used in these Bylaws, the term “entire Board” or “entire Board of Directors” shall mean the total number of Directors of the Corporation entitled to vote. Directors need not be residents of the District of Columbia.

**Section 3.02. Board of Directors Elections.** The Board of Directors of Efficiency First, Inc. shall, at their annual meeting, nominate and elect the Directors of the Corporation.

**Section 3.03. Term.** The term of office for a director shall be two (2) years, but the inaugural term of fifty (50) percent of the directors shall only be for one (1) year.

**Section 3.04. Duties of Directors.** Subject to such limitations as specified in these Bylaws, the Board of Directors may conduct all the business and affairs of the Corporation in compliance with applicable laws, including but not limited to (a) approving budgets, expenditures, leases, acquisitions, indebtedness and contracts; (b) approving the dates of quarterly meetings of the Board; and (c) appointing Officers (as defined below).

**Section 3.05. Meetings of the Board.** The Board of Directors shall hold a minimum of four meetings annually, once each quarter. Meetings of the Board of Directors may be held at such time and place as may be determined by the Board of Directors.

**(a) Participation.** Meetings of the Board of Directors, and any committees thereof, may be conducted, in whole or in part, by means of conference telephone, live Internet chat, other appropriate electronic means, or any other means of communication by which all persons participating in the meeting are able to hear and communicate with one another, have access to the same information as the other participants, and can otherwise participate effectively in the affairs of the meeting. Such participation by the Directors of the Corporation shall constitute presence in person at the meeting.

**(b) Notice.** All meetings of the Board of Directors and Executive Committee shall be held upon delivery of notice as provided in Section 8. The Chairperson or any two members of the Executive Committee may call a Board meeting and/or modify the time and location of any meeting at any time by providing the same notice and as provided in Section 8.04.

**Section 3.06. Quorum and Voting.** A vote can be held at any duly noticed meeting of the Board of Directors at which a quorum is present. A majority of the entire Board of Directors shall constitute a quorum for the transaction of business. Acceptable forms for registering votes include voting when physically present or present by teleconference at a meeting with a quorum, email, fax, or other electronic means designated as acceptable by the Executive Committee. The affirmative vote of a majority of those present at the meeting at which a quorum is present shall constitute the action of the Board of Directors unless the act of a greater number is required in these Bylaws. If a quorum is not present, no formal actions or votes can be undertaken.

**Section 3.07. Vacancies.** Whenever any vacancy occurs on the Board of Directors by death, resignation or otherwise, it may be filled by affirmative vote of a majority of the Board of Directors of Efficiency First, Inc., in a special election to complete the unexpired term.

**Section 3.08. Removal of Directors.** A Director may be removed either with or without cause, at any time, by an affirmative vote of two-thirds of the entire Board. Missing three consecutive meetings in a row is cause for removal of a Director by a simple majority vote of the Board.

**Section 3.09. Written Consent without a Meeting.** Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting, if the unanimous written consent setting

forth the action so taken is signed by all of the Directors. The resolution and the written consents thereto by the members of the Board shall be filed with the minutes of the proceedings of the Board.

**Section 3.10. Special Voting.** Formal actions regarding (a) amendments to Bylaws; (b) hiring and firing of Executive Director; (c) removal of a Director with or without cause, except as otherwise provided herein; or (d) amendments to the Articles of Incorporation, each require a two-thirds majority vote of the entire Board of Directors.

**Section 3.11. Conflict of Interest.** Directors shall comply with the conflict of interest policy adopted by the Board, as amended from time to time.

#### **ARTICLE IV**

#### **OFFICERS, EXECUTIVE COMMITTEE, EXECUTIVE DIRECTOR**

**Section 4.01. Composition.** The Executive Committee of the Board of Directors shall consist of all of the Officers, who shall all be Directors of the Corporation, and shall include (a) the President, also called the Chairperson, (b) the First Vice-Chairperson, (c) the Secretary and (d) the Treasurer (each an "Officer" and collectively, the "Officers"). Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

**Section 4.02. Nomination and Election of Officers.** The Board of Directors of the Corporation shall elect the Officers from its ranks by the affirmative vote of a majority of the Directors at the Corporation's annual meeting.

**Section 4.03. Term of Office.** The term of office for officers shall be for two (2) years, but the inaugural term of fifty (50) percent of the directors shall only be for one (1) year . Officers shall commence immediately following the meeting in which they were elected to office.

**Section 4.04. Duties of the Executive Committee.** The Executive Committee shall be empowered to act on behalf of the Board concerning any matter as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws. The Executive Committee shall develop the direction of the Corporation and work with the staff to provide guidance. The Executive Committee shall keep minutes of all meetings, which shall be supplied to the Board by the next regular or special meeting of the Board. A majority of the Executive Committee shall constitute a quorum for the transaction of business. Meetings of the Executive Committee may be called by any member of the Executive Committee. The Executive Committee shall oversee all assets and liabilities of the Corporation and shall have such authority and perform such duties in the management of the property and affairs of the corporation as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

**Section 4.05. Duties of the Chairperson.** The Chairperson is the chief elected officer of the Corporation. The Chairperson shall preside at all meetings of the Corporation, the Board of Directors, and the Executive Committee, and he/she shall perform such other duties as may be required or permitted by these Bylaws, or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

**Section 4.06. Duties of the First Vice Chairperson.** The First Vice Chairperson shall preside at all meetings of the Corporation, the Board, or the Executive Committee in the absence of the Chairperson. He/she shall also perform such other duties as the Chairperson or Board may from time to time direct. Upon the Chairperson's death, resignation, removal, or incapacity to act the First Vice Chairperson shall succeed to the Chairpersonship for the unexpired portion of the Chairperson's term.

**Section 4.07. Duties of the Secretary.** The Secretary shall (a) keep or cause to be kept the minutes of all meetings of the Board and Executive Committee, (b) shall have charge of all Corporation files and make annual reports, (c) receive and retain the minutes of all meetings of the Corporation and all Standing and Special Committees, (d) send out meeting notices, (e) distribute copies of minutes and agenda to each director. The Secretary shall have such additional authority, powers and duties as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

**Section 4.08. Duties of the Treasurer.** The Treasurer shall (a) oversee the financial condition of the Corporation, (b) chair the Finance Committee of the Board of Directors and, (c) make an annual financial report. The Treasurer shall have such additional authority, powers and duties as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws. The Treasurer will chair the Audit Committee and oversee the conduct of financial audits and submission of any related financial reports and filings such as the annual IRS 990.

#### **Section 4.9. Executive Director.**

##### **(a) Appointment**

The Board of Directors may appoint with a majority vote at any duly noticed meeting of the Board of Directors at which a quorum is present or by a vote of all the Directors by unanimous written consent without a meeting, an Executive Director who shall be the chief operating officer of the Corporation. The Executive Committee shall place a name before the Board for the position of Executive Director. He/she shall be employed (with or without compensation) by and shall report to the Board.

##### **(b) Duties**

The Executive Director may be authorized for day-to-day responsibility for the Corporation, including carrying out the Corporation's goals and Board policy. The Executive Director will attend all Board meetings, report on the progress of the Corporation, answer questions of Board members and carry out the duties described in the job description. The Executive Director will not be a Director. The Board may designate other duties as necessary.

##### **(c) Vacancy**

In the event of a vacancy of the Executive Director by death, resignation, or otherwise, it shall be filled by affirmative vote of a majority of the Directors in a regular or special meeting at which a quorum is present or by affirmative vote of all of the Directors by unanimous written consent without a meeting. In the event of a vacancy the Executive Committee shall have the power to name an interim Executive Director.

**(d) Corporation Finances.** The Executive Director shall have the authority to pay expenses consistent with the Board-approved annual budget and can approve expenses consistent with Board policies.

**(e) Compensation.** The Executive Committee shall fix the compensation of the Executive Director based on the annual budget. The Executive Director, in consultation with the Executive Committee shall fix compensation for all other employees.

**Section 4.10. Bonding.** The Board of Directors, at its discretion, may bond any Officer or employee with an adequate bond for the faithful performance of his/her duties.

**Section 4.11. Removal of Officers.** An Officer may be removed either with or without cause, at any time, by an affirmative vote of two-thirds of the entire Board.

## **ARTICLE V** **RECORD KEEPING**

**Section 5.01. Corporate Records.** The Corporation shall keep correct and complete books and records of account and shall keep minutes of the meetings of the board of directors, Executive Committee and all committees having any of the authority of the board of directors. All books and records of the Corporation may be inspected by any Director, or his agent or attorney, for any proper purpose at any reasonable time.

**Section 5.02. Corporate and Tax Filings.** The Secretary shall be responsible for keeping all corporate records and for filling annual corporate documents. The Secretary in cooperation with the Treasurer shall be responsible for filing Federal, State and local tax documents.

**Section 5.03. Minutes and Elections.** The Secretary shall be responsible for recording Board actions, including overseeing the taking of minutes at all Board meetings as outlined in Section 5.08. Minutes will be offered for approval at the next appropriate meeting of the Board.

**Section 5.04. Fiscal Year.** The fiscal year of the Corporation shall be January 1 to December 31.

## **ARTICLE VI** **CONTRIBUTIONS , GRANTS & CONTRACTS**

**Section 6.01. Contributions.** Contributions shall be accepted in either U.S. Dollars or through in-kind donations.

**Section 6.02. Grants.** The Board of Directors shall have the right to accept specific grants.

**Section 6.03. Gifts.** The Board of Directors may accept, on behalf of the Corporation, any contribution, gift, bequest or devise for the Corporation.

**Section 6.04. Contracts.** The Board of Directors may authorize any one or more of the Officers and/or the Executive Director to act as agents of the Corporation authorized to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation,

and such authority may be general or confined to specific instances; provided that such authorization shall be confirmed by written resolution of the board of directors.

## **ARTICLE VII** **STANDING AND SPECIAL COMMITTEES**

**Section 7.01. Standing Committees.** The Corporation shall have the following standing committees: the Finance Committee and the Audit Committee.

**Section 7.02. Other Committees.** The Board of Directors, by resolution adopted by a majority of Directors then in office, may establish and terminate such standing or special committees as it deems appropriate from time to time, each of which shall consist of two (2) or more Directors and any such other persons as determined by the Board. Members of such committees shall serve at the pleasure of the Board and, to the extent provided in such resolution, shall have only those powers and exercise that authority specifically delegated to them by the Board. Committee chairs shall be appointed by the Executive Committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law.

**Section 7.03. Removal of Committee Members; Vacancies.** Any committee member may be removed for due cause by an affirmative vote of two-thirds of the entire Board of Directors. Except as provided in these Bylaws, a committee member elected to fill a vacancy resulting from the death, resignation, removal or incapacity to act of any committee member, shall begin at the time of his/her election and qualification and continue through the unexpired term of his/her predecessor.

**Section 7.04. Written Consent Without a Meeting.** Any action required or permitted to be taken by any committee may be taken without a meeting if unanimous written consent, setting forth the action so taken, is signed by all of the members of the committee. Actions of any committee will be with the authorization and at the direction of the Board of Directors.

**Section 7.05. Conflict of Interest.** Members of all committees shall comply with the conflict of interest policy adopted by the Board, as amended from time to time.

## **ARTICLE VIII** **GENERAL**

**Section 8.01. Nonprofit Character; Non-liability of Directors.** The Corporation shall not afford any pecuniary gain, incidentally or otherwise, to its Directors. There shall be no personal liability of Directors or Officers for Corporation obligations. The Corporation shall maintain suitable insurance to protect Directors and Officers. Directors, as such, shall not receive any salaries or fees for their services but may be reimbursed for travel or other expenses.

**Section 8.03. Letterhead and Logo.** The Board shall adopt a logo containing the name of the Corporation and the place and year of its incorporation, to be in such form and to be used in such manner as the Board shall direct. The seal shall be placed in the custody of the Secretary or his/her designee. The Board shall also adopt a letterhead.

**Section 8.04. Notice.** Whenever under the provisions of these Bylaws, notice is required to be given, it shall not be construed to be limited to personal notice. Effective notice may be given in writing, by first class mail, postage prepaid, by facsimile, telegram, telex, cable, e-mail, or other written means, addressed to such recipient at the address designated for such purposes, or if none is designated, at the recipient's last known physical or e-mail address. Notice shall be deemed effective and given at the time at which the notice shall be deposited with the U.S. Mail or effectively transmitted by any other means. Notice of any meeting shall be provided at least twenty-four (24) hours prior to the meeting if provided electronically or verbally, and seven (7) days prior if sent by U.S. Mail.

**Section 8.05. Open Meetings.** All meetings of the Board of Directors or the Executive Committee of the Corporation shall be open to the public unless closed by a majority vote of the entire Board or the Executive Committee, as the case may be, present at such meeting.

**Section 8.06. Equality.** The Corporation shall not discriminate directorship or leadership positions based upon race, gender, sexual orientation, physical handicap, national origin, economic class or by any other means. The Corporation shall make best effort to encourage diversity among its Board of Directors.

**Section 8.07. Distribution of Assets upon Dissolution.** In the event of any dissolution of the Corporation, any surplus funds or other assets on hand shall be distributed in accordance with the relevant provisions of all applicable laws, including the District of Columbia Nonprofit Corporation Act and the Internal Revenue Code of 1986, or their successor statutes.

## **Article IX**

### **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

**Section 9.01.** The Corporation shall indemnify and hold harmless each person who has been, is now or shall hereafter be a Director or Officer of the Corporation, or any of its divisions or classes, from and against any and all claims and liability, whether the same are settled or proceed to judgment, to which such person shall have become subject by reason of his/her having heretofore or hereafter taken or omitted to take an action by him/her as such Director or Officer, and shall reimburse each such person for all legal and other expenses (including the cost of settlement reasonably incurred by him/her in connection with any such claim, liability, suit, action or proceeding; provided, however, that no such person shall be indemnified against, or be reimbursed for, any claims, liabilities, costs or expenses incurred in connection with any claim or liability, or threat or prospect thereof, based upon or arising out of his/her own willful misconduct in the performance of his/her duties as such Director or Officer; and, provided further, that during the pendency of any proceeding based on such claim or liability, the Corporation shall pay the expenses incurred in defense thereof upon receipt of an undertaking by the person seeking the advance to repay such amounts if he/she is found to have engaged in willful misconduct. The determination of all questions as to the existence of willful misconduct, and as to the right to indemnity and reimbursement hereunder and the reasonableness of such costs and expenses may be made, and shall be final and conclusive if made, by the Board of Directors of the Corporation acting at a meeting at which any interested Directors are not counted for quorum purposes and do not participate in the vote. The rights accruing to any person under the provisions of this Article shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such person in any case

even though not specifically herein provided for. The Corporation shall have the power to purchase and maintain insurance to indemnify: (a) itself or any obligation which it incurs as a result of the indemnification of any person under the provisions of this Article or the provisions of any law; (b) any person in an instance in which he/she may be indemnified by the Corporation under the provisions of this Article, or the provisions of any law; or (c) any person in all instances, regardless of whether such indemnification is permitted by law, provided, however, that such contract or insurance satisfies the requirements imposed by law.

## **Article X** **RULES AND REGULATIONS**

**Section 10.01.** The Board of Directors may adopt and amend, upon an affirmative majority vote of the entire Board, from time to time an Operations Manual containing rules and regulations to carry these Bylaws into effect and to provide for the executive management of the Corporation, provided that the Operations Manual shall not be inconsistent with the provisions and requirements of these Bylaws. A copy of the Operations Manual and Bylaws will be provided to any Director or prospective Director upon request.

## **Article XI** **AMENDMENTS**

**Section 11.01. To the Bylaws.** The Board of Directors may alter, amend or repeal any of these Bylaws by the affirmative vote of two-thirds of the entire Board of Directors. Notice of intention to move a proposed amendment of these Bylaws, along with a copy of the proposed amendments, shall accompany the notice of the Board of Directors meeting and shall be sent in accordance with the notice provisions of Section 8.04.

**Section 11.02. To the Articles of Incorporation.** Should an amendment to the Articles of Incorporation be deemed necessary, the Board, at a regular or special meeting by an affirmative vote of at least two-thirds of the entire Board, or by unanimous written consent of the entire Board, shall adopt a resolution setting forth the proposed amendment. The amendment shall be adopted at a meeting of the Board of Directors by the affirmative vote of two-thirds of the Board or by unanimous written consent of the entire Board. If the proposed amendment is adopted, Articles of Amendment shall be executed and filed in accordance with the laws of the District of Columbia.

**CERTIFICATE OF SECRETARY**

I certify that I am the Secretary of Home Performance Resource Center, Inc., a corporation organized under the laws of the District of Columbia, that the above bylaws are the Bylaws of this Corporation as adopted as of 7/9/10, and that they have not been amended or modified since that date.

Executed as of 7/9/10

Home Performance Resource Center, Inc.

By: David L Bangs

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David Bangs Secretary

Seattle, Washington