

TEXAS ENERGY MANAGERS ASSOCIATION

**BYLAWS OF THE
TEXAS ENERGY MANAGERS ASSOCIATION**

ARTICLE I

NAME

The name of the Association shall be "Texas Energy Managers Association," hereinafter referred to as "TEMA."

ARTICLE II

PURPOSES AND POWERS

Section I. Purposes

1. The purpose of TEMA is:

TEMA is a professional association responsible for promoting efficient and sustainable practices within public facilities. It promotes members' common business interests, including higher business standards and better methods for implementing efficiency and sustainability; provided, however, that the purposes for which the corporation is formed shall at all times be consistent with Section 501(c)(6) of the Internal Revenue Code of 1986, as it now exists or as hereafter amended (the "Code").

Section II. Powers

1. TEMA shall have all powers necessary, incident to or appropriate to the furtherance of its purposes, which is consistent with the Texas Business Organizations Code and Section 501(c)(6) of the Code, including but not limited to:
 - (a) Receipt and collection of dues.
 - (b) Acceptance of contributions.
 - (c) Acquisition of personal property, by purchase, gift, devise, or lease.

ARTICLE III

MEMBERSHIP

Section I. Types

1. The Board of Directors shall pass on the qualifications and acceptance of individuals and entities applying for membership as the Board determines to be in the best interest of TEMA. Upon qualification, application and payment of prescribed annual dues, membership in TEMA shall consist of the following types and descriptions:

(a) Public/Government Individual

A Public/Government Individual shall consist of any person permanently employed by publicly funded entity (quasi-government, local, state, or federal government) in the State of Texas or bordering state, who is actively engaged in energy and/or sustainability-related matters.

(b) Public/Government Group

A Public/Government Group shall consist of any publicly funded entity (quasi-government, local, state, or federal government), as a body. Public/Government Group membership shall entitle the institution to appoint three (3) individual members from its staff per year who shall become Individual Members.

(c) Corporate Individual

A Corporate Individual shall consist of any person who is actively engaged in energy and/or sustainability-related matters but is not otherwise qualified for Public/Government or Private–Education/Health Memberships.

(d) Corporate Group

A Corporate Group shall consist of any company or entity that is actively engaged in energy and/or sustainability-related matters but is not otherwise qualified for the Public/Government or Private–Educational/Health Memberships. Corporate Group Memberships shall entitle the group to appoint three (3) individual members from its staff per year.

(e) Honorary Member

An Honorary Member shall consist of any person who has rendered outstanding service to TEMA, as determined by a majority vote of the Board of Directors.

(f) Private–Educational/Health Individual

A Private–Educational/Health Individual shall consist of any person who is actively engaged in energy and/or sustainability-related matters as an employee of a privately-owned entity (educational or health) that performs a public service similar to a

publicly funded institution.

(g) Private–Educational/Health Group

A Private–Educational/Health Group shall consist of any entity that is actively engaged in energy and/or sustainability-related matters as a privately-owned entity (educational or health) that performs a public service similar to a publicly funded institution. Private–Educational/Health Group membership shall entitle the institution to appoint three (3) individual members from its staff per year.

(h) Partner/Auxiliary Individual

A Partner/Auxiliary shall consist of a nonprofit organization or a member-owned organization that is actively engaged in energy and/or sustainability-related matters.

(i) Partner/Auxiliary Group

A Partner/Auxiliary shall consist of a nonprofit organization or a member-owned organization that is actively engaged in energy and/or sustainability-related matters. Partner/Auxiliary Members Group membership shall entitle the institution to appoint three (3) individual members from its staff per year.

(j) Student Member

A Student Member shall consist of any student who is currently enrolled in a college or university and is pursuing an undergraduate or graduate degree in the field of energy, sustainability and/or education.

(k) Retired Member

A Retired Member shall consist of any person who has retired from a career at a publicly funded entity (quasi-government, local, state, or federal government) in the State of Texas or bordering state, who was actively engaged in energy and/or sustainability-related matters, and who is not subsequently employed by an entity that makes them eligible as a different member type.

Section II. Membership Privileges

Each individual or institution eligible to become a member and having paid the dues for the current year shall be entitled to the privileges of membership. Every member privileged to vote has the right to one vote.

1. Public/Government Individual & Group Members:

- (a) May be an officer of TEMA.
- (b) May be a member of a committee.
- (c) May have voting privileges, one vote per Public/Government Member.

2. Corporate Individual & Group Members:
 - (a) May be a non-voting officer of TEMA.
 - (b) May be a member of a committee.
 - (c) May only have voting privileges for selecting Corporate Representatives, one vote per Corporate Member.
3. Honorary Members:
 - (a) May not be an officer of TEMA.
 - (b) May be a member of a committee.
 - (c) May not have voting privileges.
4. Private–Educational/Health Individual & Group Members:
 - (a) May not be an officer of TEMA.
 - (b) May be a member of a committee.
 - (c) May not have voting privileges.
5. Partner/Auxiliary Individual & Group Members:
 - (a) May not be an officer of TEMA.
 - (b) May be a member of a committee.
 - (c) May not have voting privileges.
6. Student Members:
 - (a) May not be an officer of TEMA.
 - (b) May be a member of a committee.
 - (c) May not have voting privileges.
7. Retired Members
 - (a) Retired members may only hold the office of Immediate Past-President on the Board of Directors.
 - (b) May be a member of a committee.
 - (c) May have voting privileges, one vote per Retired Member.

Section III. Membership Term

1. The membership of TEMA shall extend for twelve (12) full months from the date of acceptance into TEMA, with the exception of Honorary membership, which is continuous. Membership acceptance will be notified in writing.
2. Membership is automatically terminated by:
 - (a) Death.
 - (b) Resignation.
 - (c) Non-renewal of prescribed dues.
 - (d) Discretion of Board of Directors for cause, pursuant to the instructions herein.

- Any member failing to confirm to the provision of these bylaws or to commonly accepted good conduct is subject to termination of membership.
- After due and proper hearing, before the Board of Directors, members may have their membership suspended or revoked by action of the board. In such a case the decision of the Board of Directors, by a vote of 2/3s, shall be final.

3. Transfer of Membership

- (a) No member may transfer membership or membership rights to another member or non-member, without written approval from TEMA. All rights cease upon the termination of the membership due to discontinuation, dissolution, or death.

Section IV. Proof of Membership

1. An appropriate certificate of membership shall be issued to each member.

Section V. Membership Dues

1. Annual dues are due and payable on or before the conclusion of the member's twelve-month membership year. A grace period of one (1) month will be allowed for renewal. Membership will be terminated if renewal dues have not been received by the end of the one-month grace period, or thirteen (13) months after receipt of the previous year's dues.
2. Dues required for membership in TEMA are set annually by the Board of Directors, with the exception of Honorary Members, whose dues are complimentary. Annual dues will be announced to the membership no later than the end of October of each year.
3. Dues may be varied from year to year by vote of the Board of Directors. The amount of dues so established shall become effective upon commencement of the next fiscal year. The fiscal year of TEMA shall extend from January 1st to December 31st of each calendar year. Dues so established shall continue in force until changed by subsequent vote of the Board of Directors.

Section VI. Membership Property Interest

1. Membership in TEMA shall not vest any member with any right, title or interest in or to the funds, property or other assets of TEMA, now owned and possessed, or that may be acquired, and each member hereby expressly waives any right, title or interest in or to the property and funds of TEMA.

ARTICLE IV

BOARD OF DIRECTORS

Section I. Composition of the Board

1. The Board of Directors will consist of five (5) Executive Officers, making up the Executive Board, the past-president, and at least one (1) representative from each chapter and three (3) corporate representatives, serving as a member of the greater Association Board.
2. The members of the Board of Directors will be elected by the voting members of TEMA.
3. The Executive Staff will have a non-voting seat on the board but will attend meetings.

Section II. Governance by Board

1. The Board of Directors shall serve as the governing body of TEMA.
2. The Board shall have the authority to carry out all lawful functions permitted by these Bylaws, by regulations and policies of TEMA and by law.
3. The Board shall govern the direction of TEMA and the actions of the Executive Staff.
4. The Board may delegate and provide for the further delegation of any and all powers and duties, subject to the limitations set forth herein and in law.

Section III. Titles and Terms

1. The elected Directors of TEMA, hereinafter referred to as the Executive Board, shall consist of a President, a Vice-President, a Treasurer, a Secretary and a Board Member-at-Large. The Board of Directors shall consist of the Executive Board, the immediate Past-President, and an elected representative from each approved chapter and three (3) corporate representatives. Term of office for all members of the Board of Directors shall be for a period of two (2) years or until their successors are duly qualified and elected. They shall assume office on January 1st of the following year after the election.
2. All Board of Directors shall attend all Board of Directors meetings, TEMA events, and meetings of their local regional chapter, within allowable means.

Section IV. Duties and Powers

The Duties and Powers of the Board of Directors are outlined as follows. These duties may be designated to Executive Staff as assigned by the Board of Directors.

1. The President:
 - (a) Shall direct the affairs of TEMA and Executive Staff.
 - (b) Shall serve as the presiding officer at each board meeting of TEMA.
 - (c) Shall serve as a member of the Board of Directors and Chairman thereof.
 - (d) Shall be responsible for scheduling, setting the agenda, calling to order, and convening the Board of Directors meetings.
 - (e) Shall render an annual report to TEMA Membership.
 - (f) Shall appoint Committees, at the discretion of the Executive Board, designate the Chairman of each, and serve as ex-officio of all Committees.
 - (g) Shall approve, with secondary approval from the Treasurer, all expenses not outlined in the budget or other Board approved documents, by any officials of TEMA before such obligations are paid; however, this authority of primary or secondary approval may be delegated.

2. The Vice-President:
 - (a) Shall assist the President by providing guidance and counseling in matters involving the direction and operation of TEMA.
 - (b) Shall exercise all the functions of the President in the President's absence.
 - (c) Shall assist Corporate Representatives to promote the general welfare of TEMA.
 - (d) Shall assist in ensuring that all functions and provisions of TEMA align with the Constitution and Bylaws.

3. The Secretary:
 - (a) Shall serve as the recording officer of the organization.
 - (b) Shall record each meeting's proceedings, prepare accurate minutes for submission, and approval by the Board of Directors.
 - (c) Shall ensure records and official correspondence of TEMA are maintained.
 - (d) Shall ensure that TEMA membership list is made available.
 - (e) Shall delegate authority in writing to another designee to serve as recording officer in the Secretary's absence.
 - (f) Shall, at the expiration the Secretary's term of office, ensure that the successor has access to all records and official correspondence of TEMA.

4. The Treasurer:
 - (a) Shall be the custodian of all funds and property of TEMA.
 - (b) Shall ensure all payment of bills, debts or claims, and receipts are maintained.
 - (c) Shall ensure Executive Staff closes and balances TEMA's books as of the end of each fiscal year and provides an annual report to TEMA.
 - (d) Shall provide financial reports at all meetings of the Board of Directors.
 - (e) Shall approve with primary approval from the President, all expenses not outlined in the budget or other Board approved documents, by any officials of TEMA before such obligations are paid.
 - (f) Shall ensure, at the expiration of the Treasurer's term of office, transfer to successor

all monies, books, papers, and other records and property belonging to TEMA.

5. The Board Member-at-Large
 - (a) Shall represent the general interests of all TEMA members.
 - (b) Shall serve as a liaison for chapter representatives.
 - (c) Shall work with chapter officers to develop and implement member outreach programs.
 - (d) Shall assist in ensuring that all functions and provisions of TEMA align with the Constitution and Bylaws.

6. The Immediate Past-President
 - (a) Shall serve as an experienced advisor to the Board of Directors.
 - (b) Shall have the right to vote on matters before the Board of Directors in the event of a tie vote of the Board of Directors.

7. Chapter Representatives
 - (a) Shall submit reports to chapter presidents after Board of Director meetings.
 - (b) Shall represent the general interests of all respective regional chapter members.
 - (c) Shall assist the Board of Directors in any function assigned by the President.
 - (d) Shall act as a conduit between the Board of Directors and respective regional chapters regarding general business of TEMA.
 - (e) Shall ensure Executive staff is aware of all pertinent chapter business.

8. Corporate Representatives
 - (a) Shall act as a conduit between the Board of Directors and corporate members regarding general business of TEMA.
 - (b) Shall report any corporate issues related to or regarding TEMA to the Vice President.
 - (c) Shall represent the general interests of all corporate members.
 - (d) A maximum of one representative from each company is allowed at a time, and representatives from the same company shall not serve consecutive terms.
 - (e) Shall serve for a 2-year term, staggering the start of filled positions to maintain continuity.
 - (f) Shall serve in a voting position.

9. The Board of Directors shall be vested with the power to act in the name of TEMA between regular meetings on all matters pertaining to the welfare of the organization, provided same are not in conflict with the Constitution and Bylaws.

10. The Board of Directors may conduct meetings via telephonic or virtual conferencing, when necessary. Board decisions not requiring much deliberation may be conducted via email when preferable. Decisions made outside of meetings, via email, must include the specific action and date.

Section V. Board Election, Appointment and Voting

1. Nominations of Board of Directors
 - (a) On or before the regularly scheduled October meeting of the Board of Directors, the Board of Directors will propose nominations for open Executive Board positions.
 - (b) After confirming consent from the nominees, the nominations made by the Board of Directors will be shared with the membership, at which time the Board of Directors will consider additional nominations and recommendations from voting members.
 - (c) After confirming consent from any additional nominees, a slate of candidates will be shared with the membership with at least one nominee for each position, at least two-weeks prior to the regularly scheduled December elections.

2. Means of Election
 - (a) Voting members will be notified of all voting items at least two-weeks prior to the regularly scheduled December elections.
 - (b) Access to election ballots will be made available to voting members upon the opening of the election, in December as scheduled by the Board of Directors.
 - (c) Voting items may include proposed TEMA business and nominations for open Executive Board positions.

3. Election Procedures
 - (a) Elections and voting of TEMA business and the Executive Officers shall be held in December, as set out by the Board of Directors, each election year. The election shall be under the supervision of the President or designee.
 - (b) Each voting member will be allowed one vote.
 - (c) Voting members may cast a write-in vote for open Executive Board positions.
 - (d) Candidates who receive the majority of votes are elected to the open Executive Board position.
 - (e) The Board of Directors may develop other needed rules and procedures to ensure the timeliness and efficient execution of the association elections.

4. The elected Executive Officers of TEMA shall serve for a term of two (2) years.

5. The term of all elected Executive Officers will remain effective until such time as a letter of resignation from that elected Executive Officer is received by the President or by an affirmative vote of a quorum to remove an elected Executive Officer at a regularly scheduled meeting, provided that written notice of such action(s) shall have been transmitted to TEMA members two-weeks prior to the date of the meeting, said action(s) are to be considered for approval by voting.

6. Elections and voting of TEMA business and the Executive Officers shall be held in December, as set out by the Board of Directors, each election year. The election shall be under the supervision of the President or designee.

7. Elections and voting of Chapter and Corporate Representatives shall be at the discretion of the body they represent.
8. The right to vote shall be limited to members as described in Article III, Section II and Article VI, Section I, whose dues are paid for the current year and who meet the active status requirement specified in the Bylaws.

Section VI. Board Vacancies

1. Should any vacancies occur among the Executive Board other than that of President, these vacancies shall be filled by appointment by the President and confirmed by a vote of the Board of Directors for the remainder of the term. Should the role of the President be vacated, the Vice President has first-right-of-refusal, if not accepted the Executive Board may nominate an interim President and with confirmation by the Board of Directors the nominee may act as the interim President for the remainder of the term.
2. Should any vacancies occur among the Chapter Representatives these vacancies shall be filled for the remainder of the term at the discretion of the body they represent.
3. Should any vacancies occur among the Corporate Representatives these vacancies shall remain vacant until the next election.

ARTICLE V

MEMBERSHIP VOTING

Unless otherwise set forth herein, all votes cast shall be controlled by a majority.

Section I. Voting Members

Voting Members are members in good standing who have been given the right to vote in Article III, Section II. Voting Members may vote in person, electronically, via postal mail or by proxy executed in writing by the member.

ARTICLE VI

EXECUTIVE STAFF

1. The Board of Directors may appoint Executive Staff to be responsible for all management functions of TEMA as prescribed by the Board of Directors.
2. Executive Staff shall be selected and employed by the Board of Directors.

3. Executive Staff shall report to the President.
4. Executive Staff shall oversee the day-to-day activities of TEMA, under the advisement of the President.
5. Executive Staff shall retain and supervise such staff as are budgeted by TEMA.

ARTICLE VII

AFFILIATED ASSOCIATIONS AND COMMITTEES

1. The Board of Directors may establish any entities deemed necessary to TEMA's mission and may appoint or remove officers or board members of the affiliated entity. Such entity may not operate without the consent and approval of the Board of Directors in matters including but not limited to amendments to the entity's organizational documents.
2. At any time during the President's term of office, with the approval of the Board of Directors, any Committee deemed necessary may be appointed to perform the work of TEMA. All paid members may serve on Committees as described in Article III, Section II.

ARTICLE VIII

ANNUAL MEETING

1. The date and place of the annual meeting and any additional meetings shall be determined by the Board of Directors.

ARTICLE IX

INDEMNIFICATION

1. TEMA indemnifies any and all of its directors or officers 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 TEMA, except in relation to matters as to which such director or officer shall be adjudged in such action, suit or proceedings 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 by negligence and misconduct.

ARTICLE X

OPERATIONS

1. Conflict-of-Interest – TEMA shall adopt a Conflict-of-Interest policy in the form attached hereto as Schedule A. TEMA will follow the Conflict-of-Interest Policy.
2. TEMA shall adopt and follow other policies and procedures as set out by the Board of Directors.
3. Dissolution - In the event of the dissolution of TEMA, its property shall be distributed as follows: All property shall be liquidated; all debts of TEMA shall be paid, and any excess funds shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE XI

AMENDMENTS

1. These Articles may be amended by the affirmative vote of two-thirds (2/3) majority of the Voting Members voting during designated times in which the Board of Directors puts forth voting via in person, electronically, postal mail, or by proxy executed in writing by the member, provided written notice of such amendment(s) shall have been transmitted to TEMA members 2 weeks prior to the date of the meeting said amendment(s) are to be considered for approval by voting.

ARTICLE XII

EFFECTIVE DATE

Adopted originally __February 6, 2009__ by resolution of the State Board.

(Amended December 15, 2010 by more than a two-thirds majority vote of the membership.)

(Amended December 15, 2011 by more than a two-thirds majority vote of the membership.)

(Amended December 16, 2016 by more than a two-thirds majority vote of the membership.)

(Amended December 17, 2021 by more than a two-thirds majority vote of the membership.)

(Amended December 14, 2022 by more than a two-thirds majority vote of the membership.)

(Amended December 13, 2023 by more than a two-thirds majority vote of the membership.)

The effective date of this constitution and bylaws shall be December 13, 2023.