

BYLAWS
Of
COMMUNITY RENEWABLE ENERGY ASSOCIATION
(CREA)

ARTICLE I

PURPOSE

The primary purpose of **COMMUNITY RENEWABLE ENERGY ASSOCIATION** shall be:

a. To promote, foster and advance, through cooperative action of community based renewable energy industry of the State served by the Association, the economic application and public understanding of community based renewable energy.

b. To provide cooperation and liaison with other persons, organizations and institutions having an interest in community based renewable energy.

c. To cooperate in and contribute towards the enhancement of widespread understanding of the various applications of community renewable energy through public and professional activities.

d. To engage in any lawful activity that will enhance the efficient and economic progress of community based renewable energy industry and inform the public of its scope and character, such as, but not limited to, collecting and disseminating market and trade statistics and other useful information; to carry on and assist in research investigations and experiments; to conduct conferences and produce publications, and to conduct trade promotion activities.

e. To voluntarily extend aid or assistance, financial or otherwise, and to cooperate with such private or governmental bodies, corporations, associations, institutions, societies, agencies or persons as are now or may hereafter be engaged in whole or in part in furtherance of the objectives and purposes herein named.

f. Act as intervener spokesperson and lobbyist at PUC and legislative hearings and other public forums.

g. Provide technical support for member communities engaged in activities with commercial renewable energy projects in the form of tax incentive assistance, siting support, assistance with transmission issues, and other support for members as appropriate.

ARTICLE II

MEMBERSHIP

Section 1. Regular Members. The eligible membership of CREA shall be any unit of local government as defined in ORS Chapter 190, including counties, cities, districts, or other public corporations, commissions, authority, or entities organized and existing under statute, city or county charter. It is anticipated that the initial agreement, signed by two counties, creating CREA will be signed by other local governmental units, which shall join from time-to-time and be included by approval of the then existing members.

Section 2. Ex Officio Members. In addition to the membership made up of units of local government, CREA invites non-government organizations and private businesses to join as ex officio members. Although such entities would not have a vote as Board members, they are welcome to attend meetings, belong to committees, participate in programs which further the mission of CREA, and work towards accomplishment of common goals of both organizations. All ex officio members must be approved by the Executive Board of CREA at the time application for membership is submitted.

Section 3. Sponsorship Members. In recognition of special sponsorship participation in CREA, the Executive board may create special Sponsorship Ex Officio Membership positions on CREA's Board of Directors.

Section 4. Resource Members. In addition to membership of local government and Ex Officio Members, a third category of CREA membership is created to allow participation by government and non-government members who by organization or belief are in support of the goals of CREA however are not in a position to support CREA efforts as intervener spokesperson and lobbyist at PUC and legislative hearings and other public forums. Resource Members shall not participate in CREA activities in PUC intervention activities or Local, State or Federal energy policy activities.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Powers. The powers of CREA shall be vested in its Board of Directors, which shall consist of one (1) Board Member appointed from each of the participating Member units of local government.

Section 2. Term. The term of office of the Directors shall be two (2) years, commencing on January 1st of each calendar year or as soon thereafter as practicable. Any past Director shall be eligible for reappointment by the Member which he or she represents.

Section 3. Executive Board. The Board of Directors shall, at each annual meeting vote for an Executive Board, which shall consist of seven (7) Board Members, four (4) of whom must be elected from amongst the Board of Directors and three (3) of whom may be elected from the Ex Officio Members. The Executive Board shall be responsible for all policy decisions and the day-to-day operation of the association. In order to have staggered terms, on the first election two (2) Executive Board Members elected from amongst the Board of Directors shall serve for two year terms and two (2) Members shall serve for one year terms. Likewise, on the first election, one (1) Executive Board Member who may be elected from the Ex Officio Members shall be elected for a one year term and two (2) members shall be elected for two year terms. Thereafter, all Executive Board elections shall be for two year terms.

Section 4. Officers. The Executive Board shall be responsible for electing the officers of the association, which shall consist of a Chair/Executive Director, a Vice Chair/Assistant Director, and a Secretary-Treasurer. It shall not be a requirement that officers be elected exclusively from members of the Board of Directors or the Executive Board, but may be elected based upon their particular credentials, acumen, and expertise.

Section 5. Removal for Cause. A member of the Executive Board may be removed for missing three (3) consecutive regular board meetings, without prior excuse. A Board member may be removed for fraud, dishonesty, embezzlement, or other good cause upon the vote of a majority of the other members present at a regular or special meeting. The meeting shall be held not less than ten (10) days after a notice setting forth the intended action, a statement of the reasons therefore, and the date of the meeting when the matter will be acted upon, has been sent by certified mail to the member being considered for removal. The member being considered for removal may appear and be heard at such meeting before a vote is taken.

ARTICLE IV

MEETINGS

Section 1. Meetings of Board of Directors. The Board of Directors shall meet annually and at such other times as necessary or required, at a time and place set by the Executive Director.

Section 2. Meetings of Executive Board. The Executive Board shall meet quarterly or more often if required, at a time and place set by the Executive Director.

Section 3. Notification of Meetings. Notification of regular meetings shall be made in writing to the members and to the general public by way of the media, prior to the date of the meeting.

Section 4. Special Meetings. Special meetings may be called by the Executive Director or by representatives of a simple majority of the Executive Board. Special meetings shall be announced to all members in writing and/or by telephone at least twenty-four (24) hours before the meeting occurs, and public notice shall be given as required by Oregon law.

Section 5. Annual Meetings. Each Calendar Year the Executive Director shall call an annual meeting of the Board of Directors for election of the Executive Board and the Executive Board's election of the officers.

ARTICLE V

PROCEDURES AND VOTING

Section 1. Quorum. A simple majority of the total representation of the Board of Directors, or the Executive Board, or any committee thereof, respectively, must be physically present or electronically on line to constitute a quorum for the transaction of business by either, except when a committee of the Board is composed of three members or less, in which case all members must be physically present to conduct business.

Section 2. Votes. Each Board member shall have one (1) vote on matters before the Board of Directors, the Executive Board, or any committee thereof.

Section 3. Proxy Votes. Proxy votes will not be recognized in any circumstances. Votes of CREA members may be taken by electronic means at the time and place of the meeting during the published hour of the meeting.

Section 4. Vote Required for Action by the Board of Directors. A quorum being present, whether in person or by electronic means, a vote for action shall require affirmative votes of a majority of the Board members present.

Section 5. Vote Required for Action by the Executive Board. A quorum being present, whether in person or by electronic means, a vote for action shall require at least four (4) affirmative votes or a majority of the Executive Board, whichever is greater.

ARTICLE VI

OFFICERS

Section 1. Officers. The officers of CREA shall consist of a Chair/Executive Director, a Vice Chair/Assistant Director, a Secretary-Treasurer, and such other officers as it may desire.

Section 2. Chair/Executive Director. The Chair/Executive Director shall be elected by the Executive Board and shall serve for a one (1) year term. The Chair/Executive Director may be re-elected. The Chair shall preside at all meetings at which he or she is present and shall appoint committees and the administrator to execute the work and directives of CREA. The Chair/Executive Director may be removed from office by a simple majority vote of the total Board of Directors, expiration of his or her elected term, or the voters by way of recall.

Section 3. Vice Chair/Assistant Director. The Vice Chair/Assistant Director shall be elected in the same manner, have the same term of office and be eligible for the same consecutive terms of office as the Chair/Executive Director. The Vice Chair/Executive Director shall assume the duties of the Chair/Executive Director, in the absence of the Chair/Executive Director. The Vice Chair/Assistant Director may be removed from office in the same manner as the Chair/Executive Director.

Section 4. Secretary-Treasurer. The Secretary-Treasurer shall be elected in the same manner, have the same term of office and be eligible for the same consecutive terms of office as the Chair/Executive Director. The Secretary-Treasurer shall have general responsibility for insuring that the funds of CREA are properly received, deposited and accounted for according to standard municipal accounting practices; that accurate, legally sufficient financial books and records are maintained and on file in the office for review by the auditor, the public, member governing bodies, and Directors of CREA. The Secretary-Treasurer may be removed from office in the same manner as the Chair/Executive Director.

Section 5. Vacancies in Office. An office of CREA shall be deemed vacant at such time as the occupant cannot meet the required qualifications of the position, or any condition described in Article III. Vacancies shall be filled as follows:

a. Chair/Executive Director. A vacancy in the office of Chair/ Executive Director shall be filled by the Vice Chair/Assistant Director for the remainder of the unexpired term. In such event, a new Vice Chair/Assistant Director shall be elected by a majority of the remaining Executive Board, as provided in these Bylaws, at the next regular meeting of the Executive Board, for the balance of the term.

b. Vice Chair/Assistant Director and Secretary-Treasurer. The offices of Vice Chair/Assistant Director or Secretary-Treasurer, if vacant, shall be filled by election, as provided in these Bylaws at the next regular or a special meeting of the Executive Board.

ARTICLE VII

COMMITTEES

Section 1. Establishment. The Executive Board may establish any committee, including standing committees or temporary committees, by a resolution of the Board. Such resolutions must name the committee and the purpose of the committee, must state whether it is a “Board” committee or a “Non-Board” committee, and must state what powers, authority and duties have been delegated to the committee, how the chair of the committee and how the members of the committee will be appointed or elected, and may state what procedures, if any, the committee will use in carrying out its work. The Executive Board must always have the power to amend, alter, or repeal the decisions of its committees, subject to limitations on the unilateral amending of contracts, interference with third-party rights, and other legal limitations.

Section 2. Board Committees. The Executive Board may establish “Board” committees to which are delegated part of the power of the whole Executive Board to authorize expenditures, adopt budgets, set policy, establish programs or make other decisions for CREA. Such committees are established by resolution by all Executive Board members then in office. Board committees must consist of two or more directors and must not have any members who are not members of the Executive Board or the Board of Directors.

Section 3. Non-Board Committees. The Executive Board may establish “Non-Board” committees, including working committees or advisory committees, which do not have the power to authorize expenditures, adopt budgets, set policy, establish programs, or make decisions for CREA. Such committees are established by resolution by the Executive Board members present at a properly called meeting. Any person may be a member of such a committee, whether or not that person is a member of the Executive Board or the Board of Directors.

Section 4. Committee Members. The Executive Board will appoint the members of every Board committee. The Executive Board, Chair/Executive Director, or the Chair of Non-Board committees may appoint the members of Non-Board committees. The term of office of a member of a committee will continue until his or her successor is appointed unless the committee is terminated, the member resigns, or is removed from the committee, or the member ceased to qualify as a member of the committee.

Section 5. Committee Chair. One member of each committee must be selected or appointed Committee Chair by the Executive Board, or if the Executive Board wishes, it may delegate that power to the Executive Director or the members of the committee, subject to later confirmation by the Executive Board.

Section 6. Committee Procedures. Unless otherwise specified, Board Committee meetings will operate with the same quorum and voting requirements as the Executive Board and as far as possible will operate according to the procedures of the Board as stated in these Bylaws. If any formal decisions or resolutions are voted on at a committee

meeting, then the votes and the resolutions so adopted must be recorded in the form of minutes and filed with the Secretary-Treasurer.

Section 7. Limitation on Powers. No committee may:

- a.** Amend or alter the Articles of Incorporation or Bylaws;
- b.** Elect, appoint or remove any officer, member of the Board of Directors, the Executive Board, or member of a Board committee;
- c.** Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the association;
- d.** Authorize the dissolution of the association or revoke proceedings therefore;
- e.** Amend, alter, or repeal the Intergovernmental Agreement creating CREA, the Bylaws, or any resolution of the Board of Directors or the Executive Board; or
- f.** Authorize the payment of a dividend or any part of the income or profit of the association to its directors or officers.

ARTICLE VIII

MISCELLANEOUS

Section 1. Rights and Liabilities of Directors. Individual members of the Board of Directors, the Executive Board, and officers of this association shall be exempt for liability for debts of the association and shall not be liable or responsible for liabilities incurred by the association, and shall be defended and indemnified in the event they are named as defendants in any litigation resulting from the actions of the association.

Section 2. Amendments. Amendments to these Bylaws may be proposed at any regular meeting of the Executive Board and shall take effect when the amendment receives the concurring vote of a majority of the Board of Directors of the association. Proper written notice must be given in advance, including a written copy or summary of the proposed amendment.