

By Laws
Of the
North American Wind Energy Academy

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Table of Contents

ARTICLE I	Name
ARTICLE II	Purpose
ARTICLE III	Office
ARTICLE IV	Members
4.1	Membership
4.2	Membership Rights and Dues
4.3	Activity Status, Term, Termination, Resignation
ARTICLE V	The Academy Governing Board
5.1	The Academy Governing Board
5.2	Officers of the Governing Board
5.3	Vacancies
ARTICLE VI	Meetings of the Governing Board, Committees, Quorum, Organization
6.1	Scheduled Governing Board Meetings
6.2	Quorum, Proxy and Voting
6.3	Action Without a Meeting
6.4	Telephonic or Other Meetings
6.5	Committees
6.5.1	Research Topic Committees
6.5.2	Curriculum Committee
6.5.3	Conference Committee
6.5.4	Outreach and Member Management Committee
6.6	Organization
ARTICLE VII	Seal
ARTICLE VIII	Fiscal Year
ARTICLE IX	Conflicts of Interest
9.1	Conflicts Generally
9.2	Approving Transactions
9.3	Recusal
9.4	Quorum
ARTICLE X	Indemnification and Insurance
ARTICLE XI	Amending the By-Laws and Dissolution of NAWEA
11.1	Amending the By-Laws
11.2	Dissolution



ARTICLE I - Name

The name of the 501c(3) is the “North American Wind Energy Academy” and may be referred to herein as “NAWEA” or the “Academy.”

ARTICLE II - Purpose

The Academy is formed for the purposes of facilitating the growth of wind power into a cost effective, high penetration, sustainable, national energy source through advancing the research and development of technical advances in the wind energy industry. In furtherance of these purposes, the Academy shall:

- a. Work to expand the breadth and competence of the wind energy academic and national laboratory communities to ensure the continued advancement of wind energy.
- b. Encourage communication across disciplines, agencies and stakeholder groups to address key challenges by fostering research and development collaborations that bring together the necessary disciplines to address topics necessary to the advancement of wind energy.
- c. Develop unbiased, accurate, and relevant scientific information on wind power’s benefits and impacts, and actively communicate such information to decision-makers and the general public through a variety of mechanisms such as workshops, symposia, and reports and publications.
- d. Promote programs and activities that continue the responsible advancement of wind technology, accelerate the development of world-class manufacturing capability and jobs creation, enhance appropriate wide-spread deployment, and lead to the full realization of the energy, environmental, and societal, and economic benefits offered by wind power.
- e. Conduct any and all other lawful activities not inconsistent with accomplishing the foregoing purposes.

In furtherance of the above and other related purposes, the Academy shall have the power to exercise any and all power and authority granted to it under the laws of the state of its organization, or otherwise, including, but not limited to, the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated.

ARTICLE III - Office

The principal office of the Academy shall be located within or without the State of [TBD], at such place as the Governing Board of the Academy (the “Governing Board”) shall from time to time designate. The Academy may maintain additional offices at such other places as the Governing Board may designate. The Academy shall have and maintain within the State of [TBD] a registered office at such place as may be designated by the Governing Board.



ARTICLE IV - *Members*

4.1 - Membership. Natural persons or entities may be members. The Academy shall have five (5) classes of members (the “Members”), some of which shall be those Members whose Representatives (as defined herein) are allowed to vote (“Voting Members”) and the remainder of which shall be “Nonvoting Members.” Only Voting Members shall have all the rights and privileges of members of the Academy. Nonvoting Members shall have only such rights and privileges as are specifically set forth in these By-laws, but in no event shall Nonvoting Members or their Representatives have the right to vote. The following are the classes of Members:

4.1.1 - Public Sector / Institutional Member. Institutional Members shall be Voting Members. Any public sector institution, government research laboratory, or governmental agency that supports the Academy mission and vision and wishes to participate in and/or sponsor Academy programs and activities may be an Institutional Member. Employees of an Institutional Member may be listed under such organization’s membership; such individuals shall be represented on the Governing Board by the Representative (as hereinafter defined) of such Institutional Member.

4.1.2 - Academic Member. Academic Members shall be Voting Members. Any university, including divisions or units thereof, or any other academic body, that supports the Academy mission and vision and wishes to participate in and/or sponsor Academy programs and activities may be an Academic Member. Employees of an Academic Member may be listed under such organization’s membership; such individuals shall be represented on the Governing Board by the Representative of such Academic Member.

4.1.3 - Invited Member. Invited Members shall be Nonvoting Members. Any individual or organization invited by the Governing Board that supports the Academy mission and vision. Such individuals or organizations may be bestowed an ex-officio, non-voting membership in the Academy by majority vote of the Governing Board at a scheduled meeting. While non-voting, invited or ex-officio members may participate in meetings of the Governing Board and may sponsor Academy activities. Invited Members must demonstrate support for the vision and mission of the Academy by actively participating in Academy programs and activities.

4.1.4 - Private Sector / Industry Member. Industry Members shall be Nonvoting Members. Any private sector organization that supports the Academy mission and vision and wishes to participate in and/or sponsor Academy programs and activities may be an Industry Member. Industry Members are advisory, and their membership is subject to approval by a majority vote of the Governing Board at a scheduled meeting.

4.1.5 - Individual Member. Individual Members shall be represented via elected representatives (the “Individual At-Large Representative”). Any individual who supports the Academy mission and vision and wishes to participate in Academy programs and activities may be an Individual Member. Any individual employed by an Institutional Member or Academic Member, regardless of whether such individual is listed under such organization’s membership,



may also join as an Individual Member and enjoy all the rights and privileges of such membership class, should they wish to do so.

4.2 - Membership Dues.

4.2.1 - Dues Generally. Membership dues for all classes of membership shall be set by the Governing Board and may be reassessed by the Governing Board as required to ensure the fiscal solvency of the Academy. Additional fees, duties and obligations may be levied by the Governing Board as needed to sponsor the Academy’s events and programs. Initial annual Membership dues, as amended from time to time by a majority vote of the Governing Board, are presented in the following table:

Member Type	Annual Membership Dues
Public Sector / Institutional Member	\$5,000
Academic Member	\$3,000
Individual Member	\$100
Invited Member	No Dues
Private Sector / Industry	No Dues

4.2.2 - Collection. Dues of Members shall be collected by the Treasurer and shall be paid by each Member to this Academy. Annual dues shall be paid to the Academy on or before the first day of on or before January 1. Admission fees, if any, and dues for new Members shall be paid to the Academy within thirty (30) days after admission of the new Member.

4.2.3 - Delinquency. The Governing Board may terminate the membership of any Member if dues are not paid within thirty (30) days after they are due. The Academy shall attempt to notify such Member of the termination by sending a notice of termination to such Member’s address as it appears in the membership records of the Academy.

4.3 - Activity Status, Term, Termination, Resignation.

4.3.1 - Status and Term. Members shall have an unlimited term of membership, subject to payment of their yearly dues and continuing support of the Academy’s mission and vision. Members are in good standing (“Active Members”) when dues are paid and their membership is approved by the Governing Board, as applicable. Active Members become “Inactive Members” after dues are not paid within thirty (30) days. Inactive Members do not have membership privileges, Governing Board representation or voting rights.

4.3.2 - Membership Revocation. The Governing Board may, by a majority vote at a scheduled meeting, decline to accept, or revoke, Academy membership for any individual, organization, or institution that does not support the mission and vision of the Academy, pay dues, or which may present a real or perceived barrier to achieving the mission and vision of the Academy.



4.3.3 - Resignation. A Member may at any time resign from their membership in NAWEA by giving written notice, signed by (a) for an Institutional Member, Academic Member or Industry Member, a management level official of such Member; and (b) by the Individual Member; or alternatively such Member may allow its membership to lapse by not paying dues, with or without notification. A Member who has delivered written resignation to NAWEA shall not be liable for further dues after the delivery of such notice of resignation, and shall thereby revoke all rights and privileges of membership in the Academy, effective upon receipt by the Academy.

ARTICLE V - *The Academy Governing Board*

5.1 - The Academy Governing Board. All powers of the Academy shall be exercised by the Governing Board, which may delegate to its officers and to its committees such powers as it may see fit, in addition to such powers as are specified in these By-laws. The Governing Board shall be responsible for carrying out the business of and managing the Academy's activities and programs to achieve the NAWEA mission and vision as defined in its Charter. The Governing Board shall ensure that the composition of the Governing Board and the Academy's membership reflects the wind energy community as a whole in a balanced manner. The Governing Board shall be accountable for the performance measures of success for NAWEA, including:

- Fulfillment of NAWEA's vision and mission
- Multi-institutional and multi-disciplinary membership.
- Attendance and participation.
- Industrial involvement.
- Governmental agency involvement.
- Systems and technical activities.
- Multimedia presentation of research and planning results by member collaborators.
- Activities to reduce cost, streamline institutional activities, and optimize system performance.
- Enable a pipeline of students; undergraduate, graduate, collaborating professionals.
- Foster new inter-institutional and interdisciplinary educational opportunities.

5.1.1 – Governing Board Composition. The Governing Board shall be comprised of one representative for each Institutional Member and each Academic Member, as well as the Individual At-Large Representative(s) to be elected by the Academy's Individual Members. The number of Individual At-Large Representatives shall total no more than twenty percent (20%) of the number of Institutional Members plus Academic Members. One representative from each Industry Member may also sit on the Board, but in a non-voting capacity. Such representatives, including the Individual At-Large Representative(s) and those representing Institutional, Academic and Industry Members, are each referred to herein as a "Representative" and collectively the "Representatives." For the avoidance of doubt, only those Representatives representing Institutional, Academic and Individual Members shall be allowed to vote on any matters before the Governing Board.



5.1.2 – Selection of Representatives. Representatives representing Institutional, Academic and Industry Members shall be selected by the respective Members represented thereby and their term of appointment shall be at the discretion of their respective Members.

5.1.3 - Individual At-Large Representatives. Individual At-Large Representatives shall be elected for a three (3) year term by a majority of those Individual Members in attendance at an annual meeting of such Members. Such meetings shall be held every three (3) years at a meeting of Individual Members which shall coincide with one of the semiannual meetings of the Governing Board, regardless of whether a majority of the Individual Members are present at such meeting.

5.1.4 - Invited Members. Those representing Invited Members may be invited to participate in Governing Board meetings by a majority vote of the Governing Board at a scheduled meeting. Although those individuals representing Invited Members are expected to attend and participate in Governing Board meetings, they shall have no voting rights in the business of the Academy.

5.1.5 - Absent Representatives. Any Member whose Representative is absent from three (3) consecutive Governing Board meetings, whether such meetings are telephonic or in person, may have its membership on the Governing Board revoked by a simple majority vote of those present at a scheduled meeting. Any Member whose membership on the Governing Board has been revoked under this Section 5.1.5 may have its membership reinstated by a subsequent simple majority vote of the Governing Board at a regularly scheduled meeting.

5.2 - Officers of the Governing Board. The Governing Board shall elect officers (“Officers”) who shall be responsible for managing the day-to-day activities and programs approved by the Governing Board to achieve the mission and vision of the Academy as articulated in the Charter. The Officers of the Board may include the following specific positions, as well as any other assistant officers, agents and employees as shall be determined from time to time by the Governing Board:

5.2.1 - The NAWEA Director.

The Academy shall have a Director whose role shall be to execute and manage the day-to-day business affairs of the Academy and to execute the programs and activities approved by the Governing Board. The Director shall be nominated and elected by the Governing Board by a majority vote at a scheduled meeting and serve in that position for a two (2) year term, which term may be renewed yearly thereafter with no term limit by a majority vote of the Governing Board at a scheduled meeting. The Director may resign from such position by providing three (3) months’ prior written notice. The Governing Board may remove a Director by a majority vote of the Governing Board at a scheduled meeting.

The Director shall serve as the representative of NAWEA to external organizations and the public. The Director shall perform organizational outreach, strategic planning, budgeting, and any other executive management duties as approved by the Governing Board to achieve the mission and vision of the Academy. The Director shall also be a voting member of the Governing Board, and an ex-officio member of all standing and research topic committees. In the event that the Director is unable to attend a Governing Board meeting, activity or function,



he/she may designate any member of the Governing Board in good standing to serve as acting Director until he/she becomes available.

5.2.2 - The Chairperson of the Governing Board.

The Chairperson of the Board shall preside over Governing Board meetings and ensure that the Governing Board manages the affairs of the organization to achieve the mission and vision of the Charter. The Chairperson must be a member of the Governing Board in good standing. The Chairperson shall be nominated and elected by the Governing Board by a majority vote at a scheduled meeting and serve in that position for a two (2) year term, which term may be renewed yearly thereafter with no term limit by a majority vote of the Governing Board at a scheduled meeting. The Chairperson may resign from such position by providing three (3) months' prior written notice. The Governing Board may remove a Chairperson by a majority vote of the Governing Board at a scheduled meeting.

In the event that the Chairperson is unable to attend a Governing Board meeting, activity, or function, he/she may designate any member of the Governing Board in good standing to serve as acting Chairperson (the "Acting Chairperson") until he/she becomes available. If, in the judgment of the Director, the Chairperson cannot properly fulfill his/her duties as described in this Section and has not chosen an Acting Chairperson, the Director may designate the Secretary as Acting Chairperson on an interim basis to call a meeting of the Governing Board and otherwise provide continuity until appropriate action can be taken by the Governing Board.

5.2.3 - The Governing Board Secretary.

The Secretary shall maintain accurate membership records and shall record and distribute meeting minutes for all meetings as identified; in the absence of the Secretary at any meeting, a secretary pro tempore shall be appointed by the Chairperson. The Secretary shall be nominated and elected by the Governing Board by a majority vote at a scheduled meeting and serve in that position for a two (2) year term, which term may be renewed yearly thereafter with no term limit by a majority vote of the Governing Board at a scheduled meeting. The Secretary may resign from such position by providing three (3) months' prior written notice. The Governing Board may remove a Secretary by a majority vote of the Governing Board at a scheduled meeting.

5.2.4 - The Treasurer.

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Academy. The Treasurer shall be nominated and elected by the Governing Board by a majority vote at a scheduled meeting and serve in that position for a two (2) year term, which term may be renewed yearly thereafter with no term limit by a majority vote of the Governing Board at a scheduled meeting. The Treasurer may resign from such position by providing three (3) months' prior written notice. The Governing Board may remove a Treasurer by a majority vote of the Governing Board at a scheduled meeting.

5.3 - Vacancies. Vacancies in Offices, however occasioned, shall be filled through a nomination and election by the Governing Board at a special meeting or at the next regular meeting of the Governing Board for the unexpired terms of such Officers.



ARTICLE VI - *Meetings of the Governing Board, Committees, Quorum, and Organization*

6.1 - Scheduled Governing Board Meetings. The Governing Board shall have two (2) in person meetings each year. These semiannual meetings shall be scheduled and the venue established by the Governing Board one (1) year in advance of the planned meeting date. The purpose of the semiannual meetings shall be to review progress on Academy activities and discuss and approve plans, budgets, and future activities, as well as to conduct other business of the Academy as needed. Meeting agendas and logistical arrangements shall be provided to Members in a timely fashion. Furthermore, the Chairperson may request that the Director arrange additional scheduled Governing Board meetings by telephone or other electronic means when both the Director and Chairperson deem such additional meetings necessary and prudent in order to gain Governing Board approval on important issues that may arise unexpectedly. The Governing Board shall be given at least two (2) weeks' prior written notice and an agenda prior to holding a scheduled telephone or electronic meeting.

6.2 - Quorum, Proxy, and Voting. For a scheduled Governing Board meeting, a quorum shall be a majority of the Representatives representing Active Members. If a quorum is not present at a Governing Board meeting, then no official actions may be taken by the Governing Board and the meeting shall be adjourned without conducting official business. When a Representative cannot attend a Governing Board meeting, the applicable Member may appoint a proxy by providing written notice of such proxy to the Secretary. The proxy may be any Active Member, including another Representative. The act of a majority of those Representatives entitled to vote and present at a meeting at which a quorum is present shall be the act of the Governing Board, unless the act of a greater number is required by law or by these By-laws.

6.3 - Action Without A Meeting. Unless otherwise restricted by these By-laws, any action required or permitted to be taken at any meeting of the Governing Board or of any committee thereof may be taken without a meeting, if all Representatives entitled to vote, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Governing Board or committee.

6.4 - Telephonic or Other Meetings. Unless otherwise restricted by these By-laws, Representatives, or any committee designated by the Governing Board, may participate in a meeting of the Governing Board, or any committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

6.5 Committees. NAWEA has four types of committees. Standing committees shall have a Committee Chair approved by the Governance Board. The Governance Board shall approve all committee charters. Chairs shall report committee activities as required by the Governance Board.

6.5.1 - Research Topic Committees. The Governing Board may appoint special “Research Topic Committees” from the NAWEA membership to plan and carry out Academy activities. Research Topic Committees may be appointed to perform studies or reviews of topics important to achieving the vision or mission of NAWEA. Research Topic Committees shall be guided by a written charter with a target completion date. Both the charter and the Research Topic



Committee membership shall be approved by the Governing Board. Research Topic Committees may be formed to address any relevant topic area, but are most likely to be formed to address important research topics as they develop. These research agendas are likely to bridge multiple disciplines and diverse organizations and involve national and international collaborations in order to address the science, engineering, economic, environmental, policy, and public acceptance issues that impede growth and acceptance of wind energy.

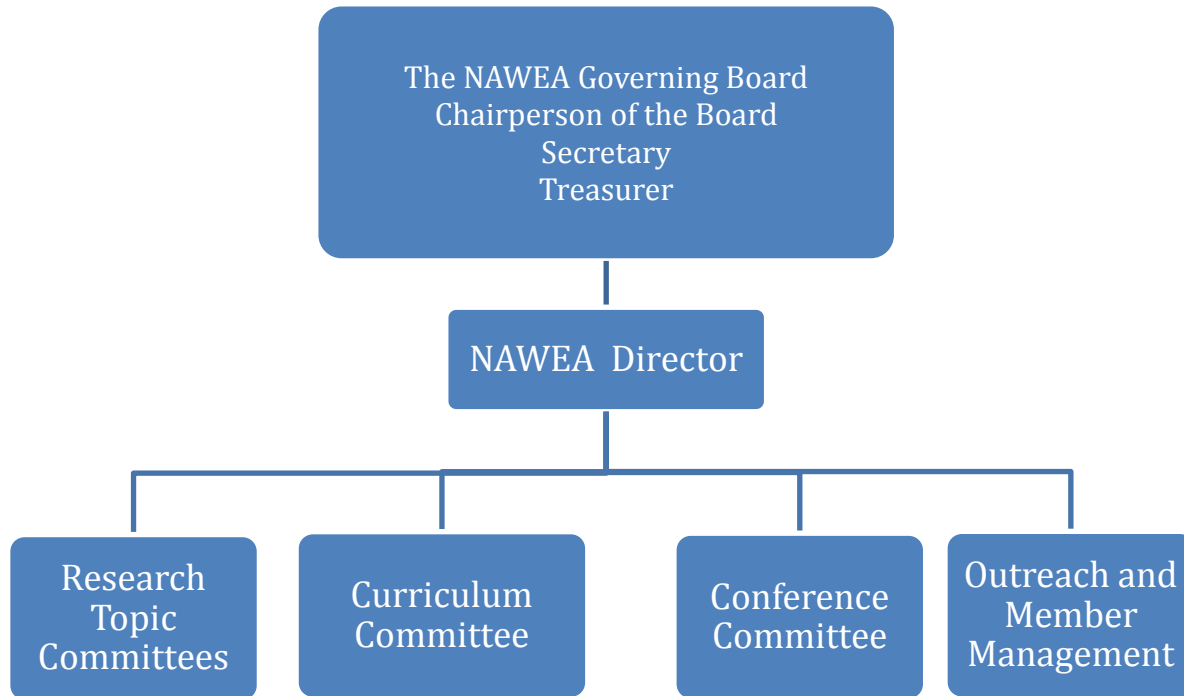
6.5.2 - Curriculum Committee. The Governing Board shall appoint a standing “Curriculum Committee” to develop and disseminate a recommended wind energy curriculum model. The Curriculum Committee shall be guided by a written charter. The wind energy curriculum model will bring together the best ideas and long established concepts through the collaborative efforts of the committee. Best practices and established curriculum models will guide the development of balanced high quality wind energy instructional programs. Both the membership of the Curriculum Committee and its charter shall be approved by the Governing Board.

6.5.3 - Conference Committee. The Governing Board shall appoint a standing “Conference Committee” to plan, manage, and hold NAWEA conferences. This committee is primarily charged with planning and managing an annual conference for the membership and the entire wind energy community. The annual conference may include presentations and interaction with the entire community engaged in wind energy to support an increase in wind deployment as described in the Charter. Furthermore, the conference may emphasize an exchange of ideas across all disciplines relevant to wind energy. The conference may also provide a special opportunity for graduate students to discuss and exchange ideas with each other, and with senior researchers, as well as industry representatives. The Conference Committee shall be guided by a written charter. Both the membership of the Conference Committee and its charter shall be approved by the Governing Board.

6.5.4 Outreach and Member Management Committee. The Governing Board shall appoint a standing Outreach and Member Management Committee. This committee will manage NAWEA’s internal and external communications and assist NAWEA’s Governing Board Secretary with member management. The committee will manage, develop, and disseminate NAWEA internal and external information that may be in the form of: internal member communications, publications or topical white papers authored by members, webinars, publically accessible wind energy information databases, museum content and material, official NAWEA communications such as press releases, and NAWEA’s Internet presence. As the organization grows the Board may choose to split member management and outreach functions,



6.6 Organization



ARTICLE VII - Seal

The seal of the Academy shall be circular in form and shall bear the name of the Academy, the year of its formation, and the words “[TBD].”

ARTICLE VIII - Fiscal Year

The fiscal year of the Academy shall end on December 31 each year.

Article IX - Conflicts of Interest

9.1 - Conflicts Generally. In all instances, Members and their Representatives, as well as Officers and staff of the Academy, should avoid all actions involving material conflicts of interest with the Academy. From time to time, as necessary, the Governing Board may develop policy guidelines to avoid any such material conflicts of interest.



9.2 - Approving Transactions. No contract or transaction which may result in a direct or indirect financial or personal benefit to one or more of the Academy’s Members, their Representatives, or the Academy’s officers or staff shall be void or voidable solely for this reason, or solely because the Representative, officer, or staff member is present at or participates in the meeting of the Governing Board or committee thereof which authorizes the contract or transaction, or solely because an interested individual’s vote is counted or such purpose, if:

- a. The material facts of the individual’s or individuals’ relationship or interest to the contract or transaction are disclosed or are known to the Governing Board or the committee, and the Governing Board or committee explicitly reviews the matter with the concerned individual or individuals absent while that matter is being discussed; and
- b. The Governing Board or committee in good faith authorizes the contract or transaction by the affirmative vote of a majority of the disinterested directors or committee members, even though the disinterested directors or committee members be less than a quorum; and
- c. the contract or transaction is fair to the Academy as of the time it is authorized, approved, or ratified by the Governing Board or a committee thereof.

9.3 - Recusal. Members, Representatives or other personnel with a conflict of interest shall recuse themselves from Governing Board or committee meetings during both discussion and votes on possible conflict of interest situations.

9.4 – Quorum – Interested Representatives. Representatives or committee members with a conflict of interest may be counted in determining the presence of a quorum at a meeting of the Governing Board or of a committee which authorizes the contract or transaction.

ARTICLE X - Indemnification and Insurance

A Representative or Officer of the Academy shall not be liable to the Academy or its Members for monetary damages for breach of fiduciary duty as a Representative or Officer, except to the extent such exemption from liability or limitation thereof is not permitted by law as currently in effect or as the same may hereafter be amended. No amendment, modification or repeal of this section shall adversely affect any right or protection of a Representative or Officer that exists at the time of such amendment, modification or repeal.

The Academy shall indemnify its officers, directors, employees, and agents to the maximum extent permitted by the laws of the State of [TBD].

The Academy may purchase and maintain insurance on behalf of itself or any person who is or was a director, officer, advisor, employee, or agent of the Academy against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such.



ARTICLE XI - *Amending the By-laws and Dissolution of NAWEA*

11.1 - Amending the By-laws. These By-laws may be altered, amended or repealed at any regular or special meeting of the Governing Board at which a quorum is present, duly called and held, by a majority of the present Representatives entitled to vote. Vote may also occur by mail-in, e-mail, or by proxy.

11.2 - Dissolution. Dissolution of NAWEA may be accomplished by a two-thirds (2/3) majority vote of the Governing Board at any regular or special meeting of the Governing Board at which a quorum is present, duly called and held, by a majority of the present Representatives entitled to vote. Votes regarding dissolution may also occur by mail-in, e-mail, or by proxy. In the event of dissolution, the Governing Board shall, after paying and making provisions for the payments of all liabilities of the Academy, distribute all the Academy's assets to an organization dedicated to charitable and/or educational purposes consistent with the Charter.