STAR Foundation : Bylaws.

STAR (Sustainable Technology and Applied Research) Foundation.

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S.T.A.R. FOUNDATION

BYLAWS

Article 1

General

Section 1 - Name. The name of the corporation shall be the Solar Technology and Applied Research (S.T.A.R.) Foundation.

Section 2 - Location of Corporation. The Corporation and its principal office shall be located in Portland, Maine.

Section 3 - Other Offices. The corporation may have offices and places of operation at such other place both within and without the State of Maine as the board of directors may determine or the purposes of the corporation may require.

Section 4 - Seal. The corporate seal shall have inscribed on it the name of the corporation, the year of its organization and the word "Maine". The seal may be used by causing it or a facsimile of it to be impressed or affixed or in any manner reproduced.

Article 2

Purposes

The purpose of the S.T.A.R. Foundation is to promote the understanding, advancement, practical application and management of renewable resources through research, demonstration and educational programs.

Article 3

Directors

Section 1 - Management by Board. The affairs of the corporation shall be managed by its board of directors which may exercise all powers of the corporation and do all lawful acts and things allowed by law, by the Articles of Incorporation and be these Bylaws.

Section 2 - Number of Directors. The number of directors shall be not less than five (5) nor more than twenty-one (21) and shall be fixed at the annual meeting of the directors or any meeting held in lieu thereof.
Section 3 - Election and Term of Initial Board. At the first meeting of the directors which shall be elected by the Incorporator, the directors shall designate one-third of their members as Class A directors, one-third as Class B directors and one-third as Class C directors. If the total number of directors is not divisible by three, one or two of the three Classes of directors may be increased by an additional director in order to designate each director as a member of a Class. Each director shall serve until his successor has been elected and qualified, and

(a) each Class A director shall serve until the next succeeding annual meeting of directors;

(b) each Class B director shall serve until the second succeeding annual meeting of directors, and

(c) each Class C director shall serve until the third succeeding annual meeting of directors.

Section 4 - Nomination and Election of Directors. At least ninety (90) days prior to each annual meeting the Nominations Committee shall mail to each voting member a ballot containing a list of nominees for election to the board of directors. Such list shall contain at least twice the number of nominees as there are vacancies to be filled. Each voting member shall cast no more than one vote for each vacancy to be filled and return the completed ballot to the Nominations Committee at least sixty (60) days prior to the annual meeting. Directors shall be selected to fill the available vacancies from the nominees which received the highest accumulative number of votes from the voting members. In the case of a tie vote for any vacancy the board of directors shall select the individual to fill the vacancy from among the nominees which received equal votes. The Nominations Committee shall tabulate and record the vote and notify the newly elected directors of their election at least thirty (30) days prior to each annual meeting.

Section 5 - Terms of Office. A director may serve for an unlimited number of terms in office.

Section 6 - Vacancies. Any vacancy occurring in the board of directors may be filled by the affirmative vote of a majority of the remaining directors, although less than a quorum of the board of directors. A director elected to fill a vacancy shall complete the unexpired portion, if any, of the term of the director whose departure created the original vacancy.

Section 7 - Vacancies Created by Enlargement of the Board. The board of directors may at any time increase the number of directors within the limits set in Section 2 of this Article. Any directorship so created by an increase in the number of directors shall be filled and its Class designated by the remaining directors, so as to equalize, to the extent possible, the number of directors in each Class. A director elected to fill a newly created directorship shall complete the unexpired portion, if any, of the term of the newly created directorship.
Section 8 - Removal of Directors. Any director may be removed at a special directors' meeting called expressly for that purpose, with or without cause, by the affirmative vote of seventy percent (70%) of the remaining directors.

Article IV

Meetings of the Board of Directors and Unanimous Action

Section 1 - Annual Meetings. The annual meeting of the board of directors of the corporation shall be held on the first Saturday of November in each year at such time and place as shall be designated by the board of directors.

Section 2 - Regular Meetings. Regular meetings of the board of directors may be held upon such notice, and at such time and place as shall be determined by the board of directors.

Section 3 - Special Meetings. Special meetings of the board of directors may be called by the affirmative vote of four out of five members of the Executive Committee or upon written request of a majority of the directors, on fifteen (15) days notice of each director, either personally, by mail, or by telegram.

Section 4 - Notice of Meetings. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Notice of a special meeting of the board of directors shall include a description of the business to be transacted at, and the purpose of, such meeting. Neither the business to be transacted at, nor the purpose of, any annual or regular meeting of the board of directors need be specified in the notice or waiver of notice of such meeting, unless required by law, the Articles of Incorporation of these Bylaws.

Section 5 - Telephonic Meetings. The directors may hold a meeting by conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other. Notice of such meeting shall give each director telephone number at which, or manner in which, he/she will be called.

Section 6 - Record of Meetings. The Secretary, or if he/she does not participate in the meeting, one of the directors designated by the board and participating in the meeting, shall keep a record of the meeting.

Section 7 - Quorum. A majority of the directors shall constitute a quorum for the transaction of business. The act of the majority of the directors present at any meeting at which a quorum is present shall be the act of the board of directors. If a quorum is not present at the meeting of directors, the directors present may adjourn the meeting, without notice other than an announcement at the meeting, until a quorum is present. Thereafter, when a quorum is present any business may be transacted which might have been transacted at the meeting as originally notified.
Section 8 - Action by Unanimous Consent. Any action is required or permitted to be taken at a meeting of the directors may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the directors and filed with the minutes of the meeting of the board of directors.

Section 9 - Chairperson. At the commencement of each annual meeting of the board of directors, the directors shall elect a chairperson from among the members of the board of directors. The chairperson shall serve for a period of one (1) year, or for such shorter period as determined by the board of directors. At the commencement of each board meeting at which the chairperson is not present, the board of directors shall elect a chairperson for that meeting from among the directors present.

Article V

Committees

Section 1 - Appointment. The board shall, at each annual meeting, appoint an executive committee, and standing committees as provided by these Bylaws.

Section 2 - Executive Committee. The executive committee shall consist of four members appointed by the board of directors from the members of the board of directors and the Chairperson of the Board, who shall be chairperson of the executive committee. The executive director shall serve as a nonvoting member of the executive committee. The executive committee shall approve expenditures and commitments according to rules prescribed by the board of directors, act for and carry out the policies of the Foundation as defined by the board of directors, and report to the directors at each annual board meeting. The executive committee may hold regular meetings at such time and place and upon such notice as it shall deem appropriate. Special meetings may be called at any time by any three of its voting members either personally or by mail, telegraph or telephone. Three voting members of the executive committee shall be a quorum for all purposes.

Section 3 - Standing Committees.

A. Nominations Committee. The nominations committee shall consist of three members appointed by the board of directors from among the members of the board of directors and two additional members appointed by the board of directors. The nominations committee shall search out and solicit recommendations from the voting membership for candidates for election to the board of directors, and conduct the election of directors.

B. Finance Committee. The finance committee shall consist of three members appointed by the board of directors from among the members of the board of directors and the Treasurer of the Foundation, who shall be a nonvoting member of the finance committee. The
finance committee shall make recommendations to the executive committee concerning all matters relating to the financial policies of the Foundation, shall report to the board of directors at each annual meeting, and shall provide for an audit of the books and records of the Foundation by a certified public accountant during each fiscal year. The report of such audit shall constitute part of the finance committee's annual report to the board of directors.

Section 4 - Other Committees. The board of directors may designate such other standing committees as it shall deem necessary for the efficient operation of the Foundation.

Article VI

Advisory Council and Committees

Section 1 - Appointment. The board of directors shall appoint members to the Advisory Council and such advisory committees as provided by these Bylaws.

Section 2 - Advisory Council. The Advisory Council shall serve to make recommendations and express the views of its members to the board of directors concerning the conduct and activities of the Foundation. The Advisory Council shall consist of individuals selected by the board of directors.

Section 3 - Advisory Committees. The board of directors shall designate such Advisory Committees as it deems necessary for the efficient operation of the Foundation. Each Advisory Committee shall serve to make recommendations and express the views of its members to the board of directors concerning the conduct and activities of the Foundation. Each such committee shall consist of a minimum of three (3) members selected by the board of directors from among the members of the Advisory Council and one (1) member appointed by the board of directors from among the members of the board. Committee members shall serve for such terms as determined by the board of directors.

Article VII

Officers and Agents

Section 1 - Officers. The officers of the Foundation shall be an Executive Director, a Treasurer, and a Secretary.

Section 2 - Election and Qualification of Officers. The board of directors, at its annual meeting, shall choose the officers of the foundation none of whom need be directors. A person may hold more than one office.
Section 3 - Other Offices and Agents. The board of directors may appoint such other officers and agents as it shall deem necessary. Such officers need not be directors and shall hold their offices for such terms and shall exercise such powers and perform such duties as is determined by the board of directors.

Section 4 - Compensation. The compensation, if any, of all officers and agents of the foundation shall be fixed by the board of directors.

Section 5 - Term of Office. The officers of the foundation shall hold office for one year or until their successor shall have been elected and qualified. Any officer elected or appointed by the board of directors may be removed at any time with or without cause by the affirmative vote of seventy percent (70%) of the board of directors. Any vacancy occurring in any office of the corporation shall be filled by the directors.

Section 6 - The Executive Director. The Executive Director shall manage the activities of the corporation, shall see that all orders and resolutions of the board of directors are carried into effect, and shall perform whatever additional duties the board of directors may prescribe. He/she shall execute bonds, mortgages, deeds and other contracts requiring a seal, under the seal of the foundation, except where required or permitted by the law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the board of directors to some other officer or agent of the foundation.

Section 7 - The Treasurer. The Treasurer shall have the custody of the foundation funds and securities, shall keep full and accurate accounts of receipts and disbursements in books belonging to the foundation, and shall deposit all monies and other valuable effects in the name and to the credit of the foundation in such depositories as may be designated by the board of directors. He/she shall disburse the funds of the foundation as may be ordered by the Executive Committee, taking proper vouchers for such disbursements, and shall render to the Executive Director and the board of directors at its annual and regular meetings, or when the directors so require, an account of all his/her transactions as Treasurer and of the financial condition of the corporation. The Treasurer shall furnish a bond satisfactory to the board of directors, if required by the directors or by law.

Section 8 - The Secretary. The Secretary shall attend all meetings of the board of directors and shall record all their proceedings in a book kept for such purpose. In his/her absence, a temporary Secretary shall be appointed and shall record such meetings. He/she may give, or cause to be given, notice of all directors' meetings and shall perform such other duties as may be prescribed by the board of directors of by the Executive Director. He/she may certify all votes, resolutions and actions of the board of directors. He/she shall have custody of the corporate seal and authority to affix the same to any instrument requiring it and when so affixed, it may be attested by his/her signature. The directors may give general authority to any other officer to affix the seal of the foundation and to attest the affixing by his/her signature.
Article VIII

Finance

Section 1 - Fiscal Year. The fiscal year of the Foundation shall be from October 1 to September 30.

Section 2 - Instruments. All checks, drafts, notes, orders of payment, and other evidence of indebtedness of the Foundation shall be signed and issued by the Treasurer in accordance with procedures established and recorded with the approval of the board of directors.

Section 3 - Deposits. All funds of the Foundation shall be deposited to the credit of the Foundation in such institution(s) and account(s) as the board of directors shall select, and in accordance with such procedures as the board of directors approves.

Section 4 - Bonding. The Treasurer, Executive Director and any other person entrusted with the handling of funds of property of the Foundation shall be required, in the discretion of the board of directors, to furnish a fidelity bond approved by the board and in such amount as the board shall prescribe. The expense of such bond shall be borne by the foundation.

Article IX

Membership

Section 1 - Classes of Members. The Foundation shall have such classes of members as designated by the board of directors.

Section 2 - Rights and Duties of Members. Members of each class of members shall have such rights and duties as designated by the board of directors for members of that class.

Section 3 - Annual Dues. The board of directors may determine the amount of initiation fee and annual dues, if any, payable to the Foundation by members of each class.

Section 4 - Payment of Dues. Dues shall be payable on an annual basis. Dues for each member shall be due and payable on the calendar day upon which the individual originally became a member of the Foundation.

Section 5 - Termination of Membership. When any member of any class shall fail to pay the required dues for that class for a period of six (6) months from the calendar day upon which such dues are payable, his/her membership shall be terminated.

Section 6 - Transfer of Membership. Membership in the Foundation is not transferrable or assignable.
Article X

Liability

Section 1 - Members and Agents. The individual property of the directors, officers, employees or agents of the foundation shall not be subject to execution for the debts of the foundation.

Section 2 - Indemnification. The foundation shall indemnify a person who is or was a director, officer, employee or agent of the foundation, or who is or was serving in another capacity at the request of the foundation, to the extent authorized by law, and may purchase and maintain insurance to protect itself against liability for such indemnification.

Article XI

Amendments

Section 1 - These Bylaws and the Articles of Incorporation of the Foundation may be amended by a vote of two-thirds of the board of directors at a properly convened board meeting, provided that notice containing the text of any proposed amendment is mailed to each director at least thirty days prior to the meeting.

Article XII

Dissolution

Section 1 - The funds of the Foundation shall be forever dedicated to public purposes as specified in these Bylaws, and no part of said funds shall inure or be distributed to the directors or staff of the foundation. On dissolution any remaining funds shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organization selected by the board of directors.