

ProCents bylaws

article i - Name

The name of this Group shall be ProCents.

article ii - Purpose

The purpose of ProCents shall be to advance the profession of associated members and to enhance the professionalism of association marketplace.

article iii - Membership

Section 1: Membership Classifications. There shall be the following two classes of membership:

A. General Members.

(1) Any person that provides or contracts labor for the purpose of providing lighting maintenance services, energy audits. Lighting and Energy Consultants, Contracting Associates and Energy Services Companies (ESCOs) are also included as General members.

B. Manufacture Members.

(1) Manufacture member shall be any individual, company, or entity that is not directly engaged in the business of lighting or energy management.

(2) Categories of Manufacture Membership shall be as follows:

- (a) Utility Companies
- (b) Lighting & Controls Companies
- (c) Manufacturers
- (d) Associations

section 3: Membership Procedures. Any membership may be suspended or terminated for cause. Sufficient cause for such suspension or termination shall be a violation of the bylaws or any rule, policy, code of conduct or practice adopted by ProCents or any

other conduct prejudicial to the interests of the Group. Suspension or termination shall be by two-thirds vote of the Board of Directors, provided that a statement of the charges was mailed by certified or registered mail to the last recorded address of the member or otherwise delivered to such address in person as permitted by law at least fifteen (15) days before final action is to be taken. This statement shall include a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered. The member shall have the opportunity to appear in person, and/or be represented by legal counsel, and/or submit a written response in defense to such charges before action is taken by the Board of Directors.

section 4: Transfer of Membership. Transfer of membership is prohibited. ProCents is an individual membership group, and membership may not be transferred from one person to another.

section 5: Resignation. Any member may resign from membership by giving written notice to the Group

section 6: Retention of Membership. An member who fails to meet the membership criteria may temporarily retain membership subject to consideration by the Board of Directors.

article iv - dues, fees and finances

section 1: Fiscal Year. The fiscal year of the Group shall be determined by the Board of Directors.

section 2: Dues. Dues for all classes of membership shall be established by the Board of Directors.

section 3: When Payable. Notice of annual dues shall be given to the membership at least ninety (90) days prior to the beginning of each fiscal year. Annual dues are payable on or before the beginning of each fiscal year.

section 4: Delinquency. A member who does not pay dues shall not be entitled to vote, to hold office, or to enjoy privileges of membership. The Group shall notify any member whose dues are in arrears and shall ask for payment. After notice has been given, a member who does not pay dues shall automatically be dropped from the Group.

article v - Board of Directors

section 1: The Board of ProCents shall have 5 spots three held by General Members and two by Manufacture Members, with oversight of the Chairman of the Board. They shall be elected by the membership as provided in these Bylaws and shall hold office for a term of one year beginning on a date to be determined by the Board of Directors and shall serve for twelve months or until their successors are elected.

section 2: Duties

A. Chairman of the Board.

The Chairman shall preside at all regular, special and annual meetings of the Group and at all meetings of the Board of Directors, and shall at all times direct the affairs of the Group. The Chair shall appoint chairs and may appoint members with Board Approval. The Board of Directors shall approve all members by majority vote. The Chair shall perform other such duties as are incidental to the office of Chair or as may be prescribed by the Board of Directors.

B. Board of Directors

The Board of Directors shall preside at meetings of the membership vote. The Board of Directors shall also direct the affairs of the Group should the Chair become incapacitated during the term of office for a period in excess of thirty (30) days, for as long a period as is required due to the Chair's incapacitation. Board will oversee, among other things, be responsible for developing the budget, monitoring the accurate accounting and reporting of all monies received and expended by the Group. All monies received shall be deposited in the bank or depository designated by the Board of

Directors and shall be paid out as prescribed by the Board of Directors or its designate.

1. Duties

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of the Board of Directors.

2. Voting

All members of the Board of Directors, except the Chair, present and constituting a quorum, shall have the right to vote on matters. However, the Chair may cast a vote only in case of a tie. Majority decision will prevail unless otherwise directed by these Bylaws. Voting rights of a member of the Board of Directors may not be delegated to another nor exercised by proxy.

3. Voting

Any action required or permitted to be taken at any meeting of the board of directors may be taken without a meeting if a written consent to such action is signed by a majority of the directors and such written consent is filed with the minutes. Such action is effective when the required number of directors have signed the consent unless the consent specifies a different effective date. Such consent may be transmitted electronically. A director transmitting his or her consent to the Association electronically shall sign the consent by typing his or her name on the consent. The Board shall take reasonable measures to ensure that the consent is being transmitted by the Chair signing the ballot. The Board shall print out all consents received electronically and file these consents with the minutes.

C. Meetings

The Board of Directors shall meet upon call of the Chair at such time and place as may be designated and shall be called to meet upon demand of a majority of its members. Notice of all meetings shall be given to each member of the Board of Directors in advance.

D. Quorum

A majority of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors. Any less number may recess from time to time until a quorum is present.

E. Absence

Any member of the Board of Directors who fails to attend its meetings may, at the discretion of the Chair, be required to explain absences in writing. The remaining members of the Board of Directors shall consider whether absences are excusable and, if not, shall notify the affected Board member in writing accordingly. Prior to a final decision of the Board regarding removal of a Board member for unexcused absences(s) from Board meetings, the affected Board member shall be given an opportunity to defend his or her absence(s) in person at the next regularly scheduled Board of Directors' meeting.

F. Vacancies

In the event of a vacancy in the office of the Board, the Chair shall stand in lieu of the vacancies of the Board.

article vi - nominations and election

section 1: Nominations

A. Nominating

At least ninety (90) days prior to the annual business meeting, the Board of Directors shall appoint a Nominating Committee of at least five (5) persons, each of whom shall have been an Individual member of the Group for at least two (1) years. The Chair or Board of Directors may nominate two members not currently serving on the ProCents Board of Directors. Names of nominating members and an invitation for recommendations for candidates for nomination shall be announced to the membership at least sixty (60) days prior to the annual business meeting.

B. Candidates

All candidates shall be members in good standing.

C. Nominating Process

All nominations shall be made by either Chair or Board member by written petition of not less than 5 percent of the membership. The Nominating shall notify the membership, in writing, of its choice not less than thirty (30) days before the annual business meeting. After this time, any member nominated by a written on a ballot and must receive a majority vote to join the Board. The nominee(s)' written statement of willingness to serve is received by the Chair not less than seven (7) calendar days prior to the annual business meeting, not including the day of the annual business meeting, except that the office of Chair is automatically filled in accordance with provisions of Article V, Section 1.

section 2: Election. At the annual business meeting, the following shall be elected:

A. Board of Directors

(1) At each annual business meeting, four (2) Individual Member Directors and one Corporate Member Director, each to begin a term of two (1) years beginning on a date determined by the Board of Directors and to serve for twenty-four (24) months or until their successors are elected.

C. Method of Election

(1) In the event that no nominations are made by petition, the presiding officer shall cast a unanimous ballot to remain in current role on the Board of Directors.

(2) Removal. The membership may remove any elected officer or director from office by a majority vote.

article vii - meetings

section 1: Annual Meeting. The annual business meeting of the Group shall be held at such place and time as determined by the Board of Directors, for the purpose of election of officers and other business pertinent to the annual administration of the Group. Notice of such meeting shall be provided to the last recorded electronic address of each member at least ten (10) days prior to the meeting.

section 2: Special Meetings. Special Group meetings may be called by the Chair or the Board of Directors or shall be called by the Chair upon written request of at least twelve (10) Individual members. Notice of any special meeting shall be provided to each Individual member at his or her last recorded electronic address at least ten (10) days in advance with a statement of time and place and information as to the subject or subjects to be considered.

section 3: Quorum

Fifteen (15) percent of the Individual members shall constitute a quorum.

article viii - amendments

Amendments may be proposed by the Board of Directors or upon petition of any fifty (50) Individual members addressed to the Board of Directors.

A. The Purpose as stated in Article II may only be amended by a majority vote of the individual members. Voting may be conducted by written ballot (including by electronic means). ProCents shall deliver a ballot to every member entitled to vote on the matter. Approval shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting the the number of approval equals or exceeds a majority of the votes cast by ballot.

B. Excepting those outlined in A., Articles of these Bylaws may be amended by a vote of the Board of Directors. Voting may be conducted during a regularly scheduled meeting of the Board of Directors. Approval shall be valid only when the number of votes cast

equals or exceeds two-thirds of the quorum required to be present at a meeting and the number of approvals equals or exceeds a two thirds of the votes cast by ballot.

article viiii – indemnification

Each board member, member, employee and other agent of the Association shall be held harmless and indemnified by the group against all claims and liabilities and all costs and expenses, including attorney's fees, reasonably incurred or imposed upon such persons in connection with, or resulting from, any action, suit or proceeding—or the settlement or compromise thereof—to which such persons may be made party of by reason of any action taken or omitted by such persons acting in good faith and prudence within the course of acting in behalf of this association.

article ix – dissolution

The Group shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure, or be distributed, to the members of the Group. On dissolution of the Group, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be elected by the Board of Directors.

article xiii – miscellaneous

Whenever any notice is required to be given under these bylaws or applicable law, such notice may be communicated in person, by telephone, facsimile, electronic mail or other form of wire or wireless communication; or by mail or private carrier.

Whenever action is proposed to be taken without a meeting by written ballot, such ballot may be transmitted to and from the Association by facsimile, electronic mail or by mail or private carrier.