**BYLAWS**

**NATIONAL ENERGY ASSISTANCE DIRECTORS ASSOCIATION (NEADA)**

I. TITLE, PURPOSE AND FUNCTIONS

Section 1. Title

The name of the organization shall be the National Energy Assistance Directors Association, hereinafter referred to as the Association or NEADA.

Section 2. Purpose

The purpose of the Association is to serve as the nucleus of state and territory governments in the provision of effective and efficient Home Energy Assistance Services to the low-income public and the identification and amelioration of home energy, water, broadband, or other utility related constraints confronting the income-constrained citizens among member states and territories.

This purpose is accomplished through coordinating and cooperating in the collection and dissemination of information, proposing energy policy, providing program administrative advice, and analyzing programs and benefits among public and private institutions, thereby enhancing each state or territory’s capabilities and responsibilities for impacting on such constraints.

Section 3. Functions

The functions of the Association shall include the following:

1. To promote information exchange among states and territories regarding program administrative, programmatic, and other procedural issues related to residential utility constraints;

b. To provide interstate training and technical assistance in program management related to residential utility constraints;

c. To promote interchange of policy development as it relates to residential utility constraint related program planning, implementation and evaluation;

d. To provide information to the Department of Health and Human Services, the American Public Welfare Association, appropriate committees of the National Governor’s Association, and all other interested groups and individuals regarding low-income utility program policies, operation, statistics and innovative state and territory programs; and

1. To coordinate with other national human service organizations that may be interested in energy, water, broadband, or other utility policies and programs for low-income citizens, such as the Weatherization Assistance Program and the National Association of State Community Services Block Grant Programs, etc.

II. MEMBERSHIP

Section 1. Voting Membership

1. Membership in the Association shall be open to each State, the District of Columbia, and organized territories or Commonwealths having a low-income utility program.
2. Voting members of the Association should be the LIHEAP Director, Water Assistance Director, or any other state, organized territory, Commonwealth, or the District of Columbia Director of a low-income utility program.
3. Only those individuals representing member-run low-income utility programs which are in compliance with Article II, Section 3, will have the privilege of voting and serving as officers of the Association or members of the Board of Directors. There shall be only one voting individual per member.

Section 2. Associate Membership

Associate members shall have all rights and privileges of membership with the exception of the voting right and representation as an officer or member of the Board of Directors. Associate membership is open to any individual or group.

Section 3. Dues

1. Voting Membership

Each member agency shall be assessed annual dues as determined by the Board of Directors. This payment shall satisfy the total membership fee for the fiscal year of the Association beginning on January 1 and expiring on December 31 of each year. Notice of dues shall be sent by the Treasurer no later than December of each year.

b. Associate Membership

Associate members shall be assessed annual dues as determined by the Board of Directors.

Section 4. Resignations

All resignations from membership shall be in writing and shall be presented to the Association’s Executive Committee.

III. OFFICERS

Section 1.

The officers of the Association shall be a Chairperson, Vice-Chairperson, Secretary and Treasurer.

Section 2.

The officers of the Association shall perform the duties usually and customarily performed by such officers, in addition to such duties as shall be prescribed by the Bylaws of the Association or by the Board of Directors.

Section 3.

The terms of office of all officers elected shall begin on July 1st and continue for two years, ending on June 30th two years after the officer’s term begins. No officer shall serve more than three consecutive two-year terms, provided, however, that any person may serve in a respective position after a hiatus of at least one year. Should the need for staggered terms arise because of multiple vacancies, the Chair and Secretary shall be elected in even numbered years and the Vice-Chair and Treasurer in odd numbered years. At no time shall there be fewer than two officers of the Association, one officer being in charge of the management of the Association and the other officer serving as the Treasurer.

Section 4.

Any officer may be removed from office for failure to carry out the responsibilities of that office by a two-thirds majority vote of the Board of Directors.

Section 5.

Election of officers will occur prior to June 30 of each year and new terms of office will begin on July 1st of the same year.

Section 6.

In the event an officer resigns or becomes incapable or ineligible to serve in office, the Chairperson, subject to the approval of the Board of Directors, will appoint a successor to complete the unexpired term of office. In the event that the Chairperson resigns or becomes incapable or ineligible to serve in office, the Vice Chair will serve as Chairperson through the end of the unexpired term of office.

IV. DUTIES OF EXECUTIVE OFFICERS

Section 1. Chairperson

The Chairperson shall be the Chief Executive Officer of the Association and its policy leader and shall assume ultimate responsibility for implementing decisions of the governing bodies affecting the welfare of the Association. The Chairperson shall:

a. Represent the Association as spokesperson on matters of policy or assign, at his or her discretion, responsibility of such representation.

b. Preside at all meetings of the Board of Directors, Executive Committee, the Annual Meeting and all other meetings having general Association functions.

c. Serve as member ex-officio (voting on Executive Committee – nonvoting on all other committees) on all matters authorized by the governing bodies.

d. Appoint, except as provided otherwise, all chairpersons and members of ad hoc committees with the advice and consent of the Board of Directors.

1. Supervise all plans for the efficient work of the Association.

f. Review Association policies and bylaws and recommend priorities to be considered by Board of Directors.

g. Present an annual update at the in-person meeting to the members of the Association.

h. Perform the duties as stipulated in the Bylaws and such other duties as are

customarily assumed by the Chief Executive Officer of the Association.

Section 2. Vice-Chairperson

The Vice-Chairperson shall:

a. Perform the duties as stipulated by the Bylaws and by the Chairperson.

b. Serve as Chairperson in the absence of the elected Chairperson.

Section 3. Secretary

The Secretary shall:

a. Maintain the official record of the membership and association proceedings and policies.

b. Keep and make available within 30 days of Board approval, the minutes of all meetings of the membership, Board of Directors, and Executive Committee.

c. Upon departure from position, outgoing Secretary shall inform and educate incoming Secretary of any outstanding business.

d. Serve as Acting Chairperson in the absence of the Chairperson and the Vice-Chairperson.

Section 4. Treasurer

The Treasurer shall:

a. Receive, deposit, and maintain all receipts of the Association in a duly constituted account.

b. Maintain generally acceptable accounting procedures for these funds.

c. Make such payments as authorized by the Membership, Board of Directors, and Executive Committee.

d. Make semi-annual financial reports to the Board of Directors detailing income and expenditures.

e. Upon departure from role, outgoing Treasurer shall inform and educate incoming Treasurer of any outstanding business.

1. Serve as Acting Chairperson in the absence of the Chairperson, the Vice-Chairperson and the Secretary.

Section 5. Execution of Board Duties

The Board of Directors may direct Executive Director to execute duties of the Treasurer and Secretary with oversight from the Officer in that position.

V. BOARD OF DIRECTORS

Section 1.

There shall be a Board of Directors of the Association.

Section 2.

The Board of Directors shall consist of the elected officers of the Association, the duly elected regional representatives from the National Governor’s Association (NGA) regional areas, two at-large Directors, and the immediate past Chairperson of the Association. The term of office will be for two years.

Section 3.

Regional representatives shall be elected democratically by the members of the organization of that regional area for a term of two years. The terms of office will be staggered, with two of the four positions available each year.

Section 4.

Regular meetings of the Board of Directors shall be held no less frequently than semiannually, upon written notification to the members from the Chairperson not less than fourteen (14) days before such proposed meeting and at such times and places as may be determined by the Board.

Section 5.

Special meetings of the Board shall be called by the Chairperson or by written request of a majority of Board of Directors’ members on fourteen (14) days notice to Board members either personally or by written communication.

Section 6.

Members of the Board of Directors shall be entitled to one vote on all matters coming before the Board in any meeting thereof and shall be entitled to participate in such meetings utilizing electronic communications, where feasible.

VI. DUTIES OF BOARD OF DIRECTORS

The Board of Directors shall:

a. Establish major administrative policies governing the affairs of the Association and devise measures for the Association’s growth and development.

b. Provide for proper care of materials, equipment and funds of the Association; for the payment of legitimate expenses; for the annual auditing of all books of account, and for establishment of a single bank account for Association affairs.

1. Serve on committees as appointed by the Chairperson.
2. Have power to fill any vacancies on the Board of Directors via special election and act upon membership, except as provided for officers in Article III, Section 6.
3. Determine the date and place for the Annual Meeting, provide for the payment of a place for meeting when necessary and hold meetings of the Board of Directors as hereinbefore provided.
4. Verify referendum votes of the Board of Directors.

VII. EXECUTIVE COMMITTEE

Section 1.

There shall be an Executive Committee of the Board of Directors composed of the Chairperson, the Vice-Chairperson, the Secretary, the Treasurer, and the immediate Past Chairperson.

Section 2. The Executive Committee shall:

a. Meet as a Committee of the whole. This Committee shall have the powers of the Board of Directors to transact business of an urgent nature between Board meetings. Members shall be entitled to one vote on all matters before the Committee in any meeting thereof and shall be entitled to participate in such meetings utilizing telephonic communications, where feasible.

b. Report all transactions of the Committee to the members of the Board of Directors within 24 hours or by the close of business the next working day.

c. Hire, supervise and evaluate the performance of the Executive Director, including the establishment of annual initiatives

VIII. NOMINATIONS

Section 1.

Nominations for office shall be received by the Secretary and presented to the Executive Committee prior to the end of May each year.

Section 2.

Any voting member may place his/her name or any other voting member’s name in nomination for any office.

IX. ELECTIONS

Section 1.

The Executive Committee will oversee the conduct of elections. Voting will be completed via electronic means. The membership will be provided at least 14 days to vote. All new terms of office begin July 1st of each year.

Section 2.

The Secretary will have the slate of candidates prepared after verification of the candidate’s membership. The slate will include the various offices with clear instructions for voting.

Section 3.

Only voting members may cast votes.

Section 4.

A plurality vote shall constitute an election. The nominees who receive the highest number of votes for each office shall be declared elected. In case of a tie, the choice shall be decided by the Board of Directors.

Section 5.

The Board of Directors may establish election procedures and direct the required processes to be performed with regard to elections.

X. ANNUAL OR SPECIAL MEETING

Section 1.

The Association shall hold Annual Meetings. The time and place shall be designated by the Board of Directors and circulated for appropriate notice and announcement not less than thirty (30) days before such meeting.

Section 2.

Upon the call of the Chairperson and a majority of the members of the Board of Directors or by petition of at least a majority of the eligible voting members, a special meeting may be called upon fourteen (14) days notice for specified items of concern to the membership.

Section 3.

The order of business at each Annual Meeting shall be fixed at the beginning of the meeting by the voting delegates, officers and members of the Board. The agenda shall include, but not be limited to a report on the most recent financial audit and the introduction of newly-elected Board members.

Section 4.

The Executive Committee shall develop the Annual Meeting agenda including the appropriate business of the Association.

XI. QUORUM

Section 1.

A majority of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors.

Section 2.

A majority of the Executive Committee shall constitute a quorum of any Executive Committee meeting.

Section 3.

A majority of the members of any ad hoc committee shall constitute a quorum at any meeting thereof.

Section 4.

A majority of the duly authorized voting members present at the Annual Meeting or any special meeting of the Association shall constitute a quorum at any meeting thereof. For the purpose of a quorum, the voting members include all currently seated officers and members of the Board of Directors.

XII. FISCAL YEAR

The fiscal year of the Association shall begin January 1 and expire on December 31 of each year.

XIII. PARLIAMENTARY AUTHORITY

The rules contained in Robert’s Rules of Order shall govern meetings of this Association in all areas in which they are applicable and in which they are not inconsistent with these Bylaws.

XIV. AMENDMENTS

Section 1.

The Bylaws may be amended by vote of two-thirds (2/3) of the voting membership.

Section 2.

Notice of all proposed changes in the Bylaws shall be mailed to the membership fourteen (14) days prior to the date of the voting opportunity.

XV. SEAL

The seal of the Association shall be prescribed by the Board of Directors and shall include the name of the Association and the date of incorporation.

XVI. MINUTES

Minutes of Committees, Board, annual and special meetings of the Association shall be posted within fourteen (14) days of their approval and will constitute the official Association record.

XVII. POWERS

The Association shall possess all powers reasonably needed to effectuate the approved and lawful purpose, except those powers not normally possessed by groups or associations or forbidden to corporations by appropriate law.

XVIII. RIGHTS TO EXAMINE

The Association shall keep correct and complete books and records of account along with minutes of proceedings of incorporators, members, and committees. All books and records may be examined by any member, or attorney of either, for any reasonable and proper purpose and at any reasonable time.

XIX. MEMBERS OF THE BOARD OF DIRECTORS, GENERAL

Section 1.

Directors may be removed for cause. Such cause shall be defined by the Executive Committee. Before removal all information shall be assembled in writing. Due notice shall be given for an appropriate hearing before the Board of Directors not later than fourteen (14) days after the request for removal of a Director has been received by the Committee. The hearing shall be held with opportunity for all parties to be heard. Transcripts of the proceedings shall be kept. The Board shall render a decision not later than sixty (60) days after the request for removal for cause of a Director has been received by the Executive Committee.

Section 2.

In absence of fraud or bad faith, directors shall not be personally liable for Association debts, obligations, or liabilities.

Section 3.

The directors may generally require bonding for members it deems need such coverage.

Section 4.

No director or any other officer shall receive, directly or indirectly, any salary compensation or emolument from the Association. No director or other officer shall hold interest, directly or indirectly, in any contract in furnishing supplies thereto.

XX. DISCIPLINARY RIGHTS

Members must be disciplined in accordance with procedures determined by the Membership Committee. Provision shall be made for due notice hearing and an opportunity to be heard in disciplinary proceedings.

XXI. TAXES

The Association shall fully comply with all state and federal requirements regarding insurance, unemployment or other taxes and any state or federal labor or safety laws. It shall apply for tax exemption status with the federal and state tax agencies and shall file any and all reports required to maintain such tax exempt status.

XXII. EXTENSION, REVISIONS

Section 1.

The Association may extend, limit or change its purpose indicated in these Articles.

Section 2.

The Association may increase or decrease the number of directors.

XXIII. DISSOLUTION

Section 1.

The Association may dissolve by filing appropriate notification.

Section 2.

The Association shall continue so long as necessary to allow publishing reasonable notice of dissolution; paying, satisfying, and discharging any existing liabilities or obligations; collecting and distributing Association assets; and doing all other acts to conclude Association business and affairs. The Association may sue or be sued in the corporation name.

Section 3.

The dissolution shall be in accord with the laws of federal, state or local jurisdictional bodies. Included shall be:

1. Notification of time and date for presenting demands and claims against the Association;
2. Payment of claims and demands against the Association;
3. Fiscal accounting of the directors, hearings thereon, and discharge of the directors from their respective duties and liabilities;
4. Administration of any trust or disposition of any property.
5. Sale and disposition of property, distribution among members or transfer of same to other corporations or associations with appropriate public notice and as directed by federal or state statutes.

XXIV. RESIGNATIONS

If an officer resigns prior to the completion of his/her term of office, he/she must submit a letter of resignation to the Chair. Not less than thirty (30) days after receipt of the letter of resignation, the Chair shall appoint, with the advice and consent of the Board of Directors, a replacement until the next scheduled annual election. If a regional representative resigns, he/she must submit a letter of resignation to the Chair. A special election shall be held within the region for a replacement not less than thirty (30) days after receipt of the letter of resignation. The special election shall be coordinated and supervised by the Secretary.

Approved <<XX DATE>>