

BYLAWS OF THE
IOWA RENEWABLE ENERGY ASSOCIATION

ARTICLE I
Name

SECTION 1. The name of this corporation is the Iowa Renewable Energy Association. Hereinafter, this document may refer to this corporation as the corporation or as IRENEW, an abbreviation for the organization name that has been adopted by the corporation.

SECTION 2. The corporation is a nonprofit corporation organized pursuant to Chapter 504 of the Code of Iowa.

ARTICLE II
Registered Office

SECTION 1. The corporation shall continually maintain a valid registered office with the Office of the Secretary of State and may have offices at such other places as the Board of Directors shall from time to time determine.

ARTICLE III
Membership

SECTION 1. GENERAL. Membership in the corporation shall consist of voting and honorary members.

SECTION 2. VOTING MEMBERS. Voting members shall consist of any firm, corporation, or individual interested in promoting renewable energy and energy efficiency.

SECTION 3. HONORARY MEMBERS. Honorary members shall consist of any individuals or entities selected as such by the Board of Directors.

SECTION 4. VOTING OF VOTING MEMBERS. Each voting member whose dues are current shall have one vote, which will be cast in person by a designated representative of each firm or by the individual member. Voting by proxy shall not be allowed.

SECTION 5. PRIVILEGES OF HONORARY MEMBERS. Honorary members shall have all the privileges of membership except the right to vote.

SECTION 6. APPLICATION FOR MEMBERSHIP. Application for admission as a voting member shall be addressed in writing to the corporation's Secretary or on an application form as the corporation may devise. The applicant for admission as a voting member shall be a member upon payment of annual dues, but the corporation, acting through the BOD, reserves the right to reject any application, if it determines it not in the corporation's interest to accept that member.

SECTION 7. SUSPENSION OR EXPULSION. Any member of the corporation may be suspended or expelled by the Board of Directors for conduct which the board of Directors, in its discretion, may deem to be prejudicial to the interests of the corporation; provided, however, that there shall be a fair and reasonable hearing procedure in accordance with Chapter 504.622 of the Revised Iowa Nonprofit Corporation Act.

SECTION 8. DUES. Dues shall be payable by members at such times and in such amounts as the Board of Directors shall determine from time to time.

SECTION 9. RESIGNATION. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member (s) so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and therefore unpaid.

SECTION 10. TRANSFER OR ASSIGN. Membership in the corporation is not transferable or assignable.

ARTICLE IV
Meetings of Members

SECTION 1. ANNUAL MEETING. If IRENEW holds an IRENEW Expo (Renewable Energy and Sustainability Fair) during a calendar year, the annual meeting of members shall be held during the Expo at the Expo site unless the Board of Directors by a two-thirds vote shall determine another date and place. If IRENEW does not hold an IRENEW Expo during a calendar year, the President of the corporation shall prescribe the time, date, and place for the annual meeting of the members. The agenda for the annual meeting shall include: 1. President's report on activities of the corporation; 2. Treasurer' report on financial condition of the corporation; 3. Election of Directors; 4. Additional items (submitted by the Board of Directors or by member petition) that appeared in the meeting notice.

SECTION 2. SPECIAL MEETING. Special meetings of the members of any class may be called either by the President, the Board of Directors, or not less than one-tenth of the members of such class having voting rights.

SECTION 3. NOTICE OF MEETINGS. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered not more than 60 days nor less than 30 days before the date of the meeting, either personally or by mail, to each member entitled to vote at or attend such meeting, by or at the direction of the President, the Secretary, or the officers or persons calling the meeting. The notice for the annual meeting shall include the agenda. The notice for all other meetings shall state the purpose or purposes for which the meeting is called. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

SECTION 4. QUORUM. Voting members holding five (5) percent of the votes which may be cast at any meeting of members shall constitute a quorum at such meeting. Except as provided by statute, the Articles of Incorporation, or elsewhere in these bylaws, the act of a majority of the voting members present at a meeting at which a quorum is present shall be the act of the members. No vote may be conducted on any matter not included on the meeting notice, unless a minimum of one-third of the voting members are present. If no quorum is present, the members may meet as a "Committee of the Whole" and discussion shall follow the regular agenda, but any matters may be decided only as recommendations to the Board of Directors.

SECTION 5. CHAIRMAN OF MEETINGS. The President, or in his or her absence, the duly appointed person, shall call all membership meetings to order, and shall act as chairman of such meetings, and the Secretary, or duly appointed person, of the corporation shall act as Secretary of all meetings of the members.

The order of business may be altered or suspended at any meeting by a majority vote of the members present. The usual parliamentary rules laid down in "Roberts' Rules of Order" shall govern all deliberations, when not in conflict with these By-Laws.

SECTION 6. RECORDS. The records of this corporation shall be the sole and conclusive evidence of who are the members and as to who shall have the right to vote at any meeting of the members.

ARTICLE V
Board of Directors

SECTION 1. GENERAL POWERS. The affairs of the corporation shall be managed by its Board of Directors.

SECTION 2. NUMBER, TENURE, QUALIFICATIONS AND VACANCIES. The Board of Directors shall comprise not more than fifteen Directors elected by the members. Each elected Director shall hold office for three (3) years, until the annual meeting of the members occurring in the year in which his or her term shall expire. Directors terms shall be staggered, so that approximately one-third of the Directors' terms will expire each year. Only active voting members of the Corporation shall be eligible to serve as Directors. The Board of Directors may fill a vacancy in an elected Board position for the entire unexpired portion of the term, even if an election of Directors by members should precede such expiration.

SECTION 3. REGULAR MEETINGS. The Board of Directors may provide by resolution the time and place, either within or without the State of Iowa, for the holding of regular meetings of the Board without other notice than such resolution. If the Annual Meeting of Voting Members shall be delayed or postponed or cannot vote for lack of a quorum, the Board of Directors shall meet at the time and date set pursuant to these By-Laws for the Annual Meeting of Voting Members.

SECTION 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President, or any three Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Iowa, as the place for holding any special meeting of the Board called by them.

SECTION 5. NOTICE. Notice of any special meeting of the Board of Directors shall be given at least five (5) days previously thereto by written notice sent to each Director at his address as shown by the records of the corporation. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

SECTION 6. For any meeting of the Board, a quorum shall be a majority of Directors in office immediately before the meeting.

SECTION 7. MANNER OF ACTING. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these By-laws.

SECTION 8. ELECTION. The members shall elect the members of the Board of Directors by written ballot at the annual meeting of members, unless the Board of Directors shall determine another date for the election. Nominations for the Directorships with terms beginning that year or to fill empty Director positions for the unexpired part of their terms shall be by nomination from the floor at the Annual Meeting, or at such other meetings held for the purpose of election of Directors of the corporation.

SECTION 9. COMPENSATION. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided, that nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity, and receiving compensation therefore.

SECTION 10. VOTING of OFFICERS. All officers of the corporation shall have a vote at all meetings of the Board of Directors, except that the President of the corporation shall only vote in the event of a tie-vote.

SECTION 11. REMOVAL of DIRECTORS. The removal of any Director by the membership or the Board shall be in accordance with Chapter 504.808 of the Revised Iowa Nonprofit Corporation Act. For directors elected after 1 July 2005, the Board of Directors may, by vote of the majority of Directors in office, remove a director who has missed three (3) or more regular meetings of the Board in the twelve (12) months prior to such removal.

The same persons able to call a special meeting of members may call a special meeting for the removal of or place on the agenda of the annual meeting the removal by the membership of any Director or Directors. Removal of a Director shall require the same number of votes as is required hereunder for his or her election.

ARTICLE VI Officers & Agents

SECTION 1. OFFICERS. The officers of the corporation shall be a President, Vice President, Secretary and Treasurer* and such other officers as may be elected in accordance with the provisions of the ARTICLE. [Added: *and Immediate Past President - Amendment passed 1/9/99.]

SECTION 2. ELECTION AND TERM OF OFFICE. The Board of Directors shall elect the officers of the corporation, except for the Immediate Past President, at its first regular meeting occurring more than five (5) days following the annual meeting of members. The President, Vice-president and Treasurer shall be members of the Board at the time of their election. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

The Immediate Past President's term shall begin upon leaving the office of President when a new President is elected and qualified and shall be for one year until the next election of officers unless, the successor President is reelected and the person holding the Immediate Past President office occupies a regular Board seat. If he or she occupies a continuing term or is reelected to the board by the members in the annual election, an Immediate Past President may continue in that office for up to three years or until a successor President assumes the office of Immediate Past President, whichever occurs sooner.

SECTION 3. REMOVAL of OFFICERS or AGENTS. The Board of Directors, whenever in its judgment the best interests of the corporation would be served thereby, may remove any officer or agent of the corporation, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. The removal of any officer or agent by the Board of Directors shall require a majority vote of the Board of Directors in office.

SECTION 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. PRESIDENT. The President shall preside at all meetings of the Board of Directors. The President may sign, with the Vice President, Secretary, or the Treasurer or any other proper officer of the corporation, all official documents of the corporation authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws, or by statute, to some other officer or agent of the corporation; and in general shall perform all duties incident to the office of President of corporations of a similar nature and such other duties as may be prescribed by the Board of Directors or the By-Laws from time to time.

SECTION 6. VICE PRESIDENT. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

SECTION 7. SECRETARY. The Secretary shall keep the minutes of the meeting of the members and of the Board of Directors in one or more books provided for that purpose and shall maintain a current list of the members of the Association.

SECTION 8. TREASURER. The Treasurer shall supervise the financial records, funds and securities of the corporation, as directed by the Board of Directors from time to time.

SECTION 9. IMMEDIATE PAST PRESIDENT. The Immediate Past President shall assist in I-Renew business by being able to officially represent the organization as needed. [Amendment passed 1/9/99.]

SECTION 10. BONDING. At the direction of the Board of Directors, any officer or employee of the corporation shall furnish, at the expense of the corporation, a bond, in such a sum as the Board shall prescribe.

SECTION 11. The BOD may delegate to employees or contractors, as it shall see fit and in accordance with statute, any part of the duties of any officer of the Corporation.

ARTICLE VII Committees

SECTION 1. EXECUTIVE COMMITTEE. The Executive Committee of the corporation shall consist of the officers of the corporation and one director of the corporation designated by the President. Subject to the limitations of Section 504.826 of the Revised Iowa Nonprofit Corporation Act, such committee shall exercise all of the authority of the Board of Directors in the management of the corporation.

SECTION 2. COMMITTEES. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall be either a committee of the Board of Directors or a committee of the members. A committee of the Board of Directors shall consist of two or more Directors. A committee of the members shall consist of two or more voting members which may include any number (including zero) of Directors. The President, subject to the approval of the Board of Directors shall annually appoint such standing, special, or subcommittees as may be required or as he or she may find necessary.

SECTION 3. VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 4. QUORUM. A majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present, shall be the act of the committee.

SECTION 5. RULES. Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

SECTION 6. CHAIR. Each committee shall choose a chairperson from among its members and inform the Board of Directors of the selection.

ARTICLE VIII
Contracts, Checks, Deposits and Funds

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these By-Laws to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances, provided, however, that any instrument affecting real estate in any manner shall be valid and effective as to this corporation, and all parties dealing with this corporation, when signed by two officers of the corporation, one of which shall either be the President, Vice President of the corporation, and the other either Secretary or Treasurer of the corporation.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 3. DEPOSITS. All funds of the .corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 4. GIFTS. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE IX
Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of meetings of its members, Board of Directors and committees having any of the authority of the board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote.

The corporation shall keep at the principal office and at another secure location duplicate copies of all records required under Section 504.1601 or for filing the biennial report to the Secretary of State under Section 504.1613 of the Iowa Code. The Board of Directors may by resolution set the requirements for keeping other records.

ARTICLE X
Fiscal Year

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XI
Seal

The corporation shall have no corporate seal.

ARTICLE XII
Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of the Revised Iowa Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the By-Laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII Amendments

These Bylaws may be altered, amended, or repealed and new Bylaws adopted by the approval of the Board of Directors by a two-thirds majority of Directors in office. The Directors may approve amendments at regular or special meetings. The Secretary shall incorporate amendments to these Bylaws into the corporate record copies of the Bylaws and insure their incorporation into future published copies of these documents.
[Amended on May 8th, 2004 to include the following Article XIV.]

ARTICLE XIV I-Renew Anti-Discrimination and Harassment Policy

I-Renew affirms the right of its volunteers, members, employees, independent contractors, and attendees at its events to participate in the work of I-Renew without experiencing discrimination or harassment on the basis of race, color, sex, sexual orientation, religion, age, national origin, disability, marital status, or veteran status. It is the policy of I-Renew to prevent harassment or discrimination at I-Renew events and workplaces. Specifically, the I-Renew Board of Directors is committed to:

1. Treating all allegations of harassment or discrimination seriously and investigating them promptly.
2. Resolving instances of harassment or discrimination as soon as we are aware of them, even if there has been no complaint.
3. Doing our best to mitigate the effects of harassment or discrimination by ensuring, for example, that the victim gets an apology from the harasser and perhaps from the organization.
4. Taking action to prevent a reoccurrence of the harassment or discrimination by sure all employees, independent contractors and directors understand the policy.

Harassing and discriminatory behavior is a violation of community standards and may result in disciplinary action up to and including termination of a contract by I-Renew or expulsion from I-Renew events. This policy shall not be construed to discourage legitimate debate or discussion consistent with the principles of free speech.

Harassment includes display or circulation of written or electronic materials or pictures degrading to either gender or to racial, ethnic, or religious groups; and verbal abuse or insults directed at members of a racial, ethnic, or minority group.

Sexual harassment is a form of sex discrimination and is prohibited conduct. Sexual harassment is unwelcome conduct of a sexual nature. Sexual harassment can include unwelcome sexual advances, requests for sexual favors, or other verbal, nonverbal, physical, or other conduct of a sexual nature when:

- a. Submission to such conduct is made either explicitly or implicitly a term or condition of an individual's employment status;

b. Submission to or rejection of such conduct by an individual is used as the basis for performance evaluations, pay adjustments, work assignments, or receipt of employment-related benefits; or

c. Such conduct has the purpose or effect of unreasonably interfering with an individual's work performance, or of creating an intimidating, hostile, or offensive educational or working environment.

In addition to sexual harassment, other types of harassment and discriminatory conduct are also prohibited. Prohibited conduct includes but is not limited to unwelcome verbal, non-verbal, physical, or other conduct relating to an individual's race, color, sex, sexual orientation, religion, national origin, age, or disability, which has the purpose or effect of unreasonably interfering with an individual's work or participation in I-Renew-sponsored programs or activities, or creates an intimidating, hostile, or offensive working, learning, or social environment.

Discriminatory and harassing conduct will not be tolerated and must not be ignored by victims or witnesses. Any such conduct should be reported promptly to an officer or director of the Board of Directors. An appropriate investigation into the complaint will be conducted. Any retaliation against a person who reports alleged harassment or discrimination, or against a witness or other participant in an investigation, is strictly prohibited and will be considered a violation of this policy.

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The foregoing are the Bylaws of IOWA RENEWABLE ENERGY ASSOCIATION, duly adopted at the Organization Meeting of said corporation held on the ____ day of _____, 1992.

IOWA RENEWABLE ENERGY
ASSOCIATION

By _____
Secretary

The foregoing amendment, adding Article XIV to the Bylaws of IOWA RENEWABLE ENERGY ASSOCIATION, was duly adopted at the regular Board of Directors Meeting of said corporation held on the 8th day of May, 2004.

The foregoing amended Bylaws of IOWA RENEWABLE ENERGY ASSOCIATION, were duly adopted at the regular Board of Directors Meeting of said corporation held on the 30th day of July, 2005.