

CHARTER AND BYLAWS
of the
ILLUMINATING ENGINEERING SOCIETY

Revised 8/07

CHARTER
of the
ILLUMINATING ENGINEERING SOCIETY

The Illuminating Engineering Society, a membership corporation, duly organized and existing under the Membership Corporations Law (Section 30) of the State of New York, was founded at a meeting held on July 30, 1907. The Certificate of Incorporation was recorded by the Secretary of State of the State of New York on October 24, 1907.

Provisions of the Certificate of Incorporation (1)

First: That the particular objects for which said corporation is formed are as follows, viz: the advancement of the theory and practice of illuminating engineering and the dissemination of knowledge relating thereto. Among the means of this end shall be meetings for the presentation and discussion of appropriate papers; the publication as may seem expedient of such papers, the study of the subjects relating to the science and art of illumination, and the publication of reports thereon.

Second: That the corporate name by which said corporation hereby to be formed shall be known and distinguished is and shall be the

Illuminating Engineering Society

Third: That the territory in which the operations of said corporation are to be principally conducted is New York State besides other state and territories in the United States and in foreign countries.

Fourth: That the principal office of said corporation shall be located in the borough of Manhattan, city, county and state of New York.

Fifth: That the number of directors of said corporation shall not be less than fourteen (14) nor more than eighteen (18).

(1) Based on extracts from the incorporation document dated July 30, 1907 as amended and recorded by the Secretary of State on January 21, 1915 and August 25, 1970.

Sixth: That the names and places of residence of the persons to be the directors of said corporation until its first annual meeting are

(Names and Places of Residence)
(of the first directors)

Seventh: That the annual meeting of said corporation shall be held each year in conjunction with the corporation's technical conference as set forth in the corporation's constitution and by-laws or at a time and place designated by the Board of Directors in keeping with the laws of the State of New York.

BYLAWS OF THE ILLUMINATING ENGINEERING SOCIETY OF NORTH AMERICA
REVISED August, 2007
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ILLUMINATING ENGINEERING SOCIETY OF NORTH AMERICA

BYLAWS

ARTICLE I

NAME

The name of this organization is the Illuminating Engineering Society of North America, hereinafter known as IES, incorporated in the State of New York.*

*Incorporation date, October 24, 1907.

ARTICLE II

PURPOSE

Section 1

The purpose of the Society is to advance the art, science, and practice of illumination by investigation, evaluation, and dissemination of knowledge to consumers, producers, and general interest groups through education, literary, and scientific means, as these Bylaws may provide. The Society is organized and shall be operated exclusively for educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Section 2

The Society shall not possess or exercise any power or authority, either expressly, by implication, or by operation of law, that will or might prevent it at any time from qualifying and continuing to qualify as a corporation described in Section 501(c)(3) of the Code, contributions to which are deductible for federal income tax purposes; nor shall it engage directly in any activity which might cause the loss of its qualification.

Section 3

No part of the assets or net earnings of the Society shall ever be used for, nor shall the Society ever be organized or operated for, purposes that are not exclusively educational or charitable within the meaning of Section 501(c)(3) of the Code.

Section 4

No part of the assets or net earnings of the Society, current or accumulated, shall inure to the benefit of or be distributable as dividends or otherwise to the directors, officers, or employees of the Society or to other private persons, except that the Society is authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions to further its purposes and objectives.

ARTICLE II - *continued*

Section 5

No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office, including but not limited to the publishing or distribution of statements.

Section 6

No solicitation of contributions to the Society shall be made, and no gift, bequest, or devise to the Society shall be accepted, upon any condition or limitation which, in the opinion of the Society, may cause the Society to lose its qualification under Section 501(c)(3) of the Code.

ARTICLE III

MEMBERSHIP

Section 1 - Qualifications

To be eligible for membership in IES, a person shall subscribe to its Purpose and qualify under one of its Membership Classifications. Specific qualifications in any classification shall be determined from time to time, as approved by the Board of Directors and adopted in IES official forms (the "Official Forms").

Section 2 - Classification

Membership Classifications established are:

- A. Associate
- B. Emeritus
- C. Fellow
- D. Honorary Fellow
- E. Member
- F. Retired
- G. Student
- H. Sustaining

A. Associate

1. Applicants for admission or transfer to Associate shall be interested in the Purpose of the Society and shall be at least 18 years of age.
2. Associates shall be entitled to all current privileges but shall not serve on the Board of Directors or as Committee Chairs.

MEMBERSHIP - *continued*

Section 2 - Classification - *continued*

B. Emeritus-Fellow Member

1. A Member Emeritus or Fellow Emeritus shall be not less than sixty (60) years of age and shall have paid dues to the Society continuously for thirty (30) years, including a total of fifteen (15) as Member or Fellow.
2. In exceptional instances, the Board of Directors may, at its discretion, waive such numbers of years when:

A Member or Fellow, having retired from regular occupation in business or profession, has performed such distinguished or meritorious service for the Society as to be conferred the appropriate title by a two-thirds (2/3) vote of the Board of Directors.
3. A Member Emeritus or Fellow Emeritus shall be exempt from payment of dues and retain the same respective privileges as a Member.

C. Fellow

1. An individual member of the Society who shall have been in good standing in Member grade for not less than five (5) years may be nominated for transfer to Fellow grade.
2. Candidates for such transfer shall have made valuable contribution to the technical activities of the Society and to the art or science of illumination or to the scientific and technical fields related hereto. Such contributions may be in, but are not limited to illuminating engineering or science, lighting design and application, education, and product design.
3. The Board of Fellows shall develop forms for the nomination of candidates and may stipulate the evidence of accomplishments. Those qualifying may be elected by the Board of Fellows and must be confirmed by a two-thirds (2/3) vote of the Board of Directors.
4. A Fellow shall be entitled to all current privileges of the Society and the Board of Fellows shall be selected solely from those in the Fellow grade of membership.

D. Honorary Fellow

1. Honorary Fellows chosen from among individuals prominently acknowledged in some branch of art or science related to illuminating engineering, shall be proposed in writing by at least ten (10) members and shall be elected by a two-thirds (2/3) vote of the Board of Directors.

MEMBERSHIP - *continued*

Section 2 - Classification - *continued*

D. Honorary Fellow - *continued*

2. Honorary Fellows shall be exempt from the payment of dues but shall not vote nor hold elective office.

E. Member

Applicants for admission or transfer to Member classification may qualify under one of the following provisions:

1. A Member shall be a graduate from a four-year, or longer, accredited college curriculum related to the science or art of illumination and shall have been for at least five (5) years actively engaged in a professional or other similar capacity in the practice or teaching of illumination, or in other directly related fields or activities; or,
2. A Member shall be a graduate from a four-year, or longer, accredited college curriculum related to the science or art of illumination and shall have made some valuable contribution to the science or art of illuminating engineering or to its literature; or,
3. A Member shall have been for at least ten (10) years actively engaged in the practice or teaching of illumination, or in other directly related fields or activities, five (5) years of which shall have been in a professional or other similar capacity; or,
4. A Member shall have made some exceptionally valuable contribution to the science or art of illuminating engineering or to its literature.
5. An applicant holding the LC shall be required to present only four (4) years of activity under Paragraph I and shall be required to present only eight (8) years of activity under Paragraph 3.
6. A Member shall be entitled to all current privileges of the Society.

F. Retired

1. A Retired Member shall be or have been an individual member who has retired from regular occupation in a business or profession. A Retired Member shall have at least twenty (20) years of membership in the Society, and the number of years of such membership plus the member's age shall total seventy-five (75).
2. A Retired Member shall be entitled to serve only in a Section's elective office, but is entitled to appointment to Committee(s) within the Society and to all other current privileges of the Society.

MEMBERSHIP - *continued*

Section 2 - Classification - continued

G. Student

1. A Student Member shall be registered in a college or university for study toward a degree in an engineering, science, fine arts, architecture, interior design or other related field, or, enrolled in an accredited two-year technical school, whose curriculum is related to illumination.
2. A Student Member may have the privilege of participating in meetings, but shall not have the

right to vote or to hold elective office except in a Student Chapter.

H. Sustaining

1. A Sustaining Member may be a company, firm, association, or individual interested in the Purpose of the Society and desirous of contributing to its support. A Sustaining Member shall name an individual as its Official Representative to the Society and upon application to the Society, an Official Representative shall be assigned the Classification for which the applicant qualifies.
2. The Official Representative shall be entitled to all the current privileges of that classification.

Section 3 - Transfer of Classification

Transfer from one classification to another shall be in accordance with procedures adopted by a vote of the Board of Directors as provided in the Official Forms.

Section 4 - Resignation and Removal

- A. A member may submit resignation from the Society by a written communication to the headquarters of the Society, which may accept the resignation of a member in good standing.
- B. Termination of membership in the Society may be: by voluntary resignation; by action of the Board of Directors for delinquency in the payment of dues; by procedures of the Board of Directors upon written request of ten (10) or more members; or by death. Termination, in all instances, shall be in accordance with procedures adopted by a vote of the Board of Directors.

Section 5 - Reinstatement

- A. A former member whose resignation has been accepted in good standing and who has made written application for reinstatement to membership may do so upon payment of current dues in his classification and without payment of a reinstatement fee.
- B. A member who has been dropped for non-payment of dues may retain his original date of membership upon payment of all back dues and the current reinstatement fee fixed by the Board of Directors.
- C. A member who has been dropped for non-payment of dues shall lose the original date of membership if all back dues are not paid. However, upon payment of current dues and entrance fee, the applicant may be admitted as provided in Article III for initial membership.

ARTICLE IV

REGIONS, SECTIONS, AND STUDENT CHAPTERS

Section 1 - Regions

The Regions of the Society shall be the territorial divisions of the Society with boundaries and constituent Sections as determined, from time to time, by the Board of Directors. Regions are created to further the purposes of the Society, to support the work of the Sections, to provide opportunities for interaction among members of the Society at a scale smaller than Society-wide activities, to allow increased participation in the governance of the Society, and to facilitate communication between the Society, its officers and staff, and the Sections and their members.

- A. Four Regions shall be established: Midwest, Northeast, South, and West.
- B. Regions are created to further the purposes of the Society, to support the work of the Sections, to provide opportunities for interaction among members of the Society at a scale smaller than Society-wide activities, to allow increased participation in the governance of the Society, and to facilitate communication between the Society, its officers and staff, and the Sections and their members.

Section 2 - Districts

Each Region is to be comprised of two (2) Districts which are themselves comprised of all constituent Sections within the boundaries of each District. Activities within the Districts of each Region are to be fostered and supported by a Chair, a Vice Chair, and Committee Chairs, elected by the Section leadership within the District.

Section 3 - Sections

- A. The establishment of a Section in any Region may be authorized by a vote of the Board of Directors upon the recommendation of the Regional Director, provided, however, that the membership in the proposed Section will be at least twenty-five (25) members of Member or Associate classification.
- B. Should the membership of a Section fall below twenty-five (25) or should the average attendance at meetings not warrant maintaining a Section, the Regional Director shall recommend to the Board of Directors the revocation of Section status.
- C. The purpose of the Sections is to further and carry out the purpose and policies of the Society in accordance with the duties, functions, and operations as outlined in the official Section Guide and with the procedures and directives of the Society. The Board of Directors of the Society shall have the authority to dissolve any Section at any time if it shall determine that the Section's actions are inconsistent with, or not beneficial to, the Society. The Board of Directors of the Society shall have the authority to remove from office any officer or manager of a Section if the Board determines that such individual's activities are inconsistent with, or not beneficial to, the Society.
- D. Each Section shall have bylaws which shall conform to the Model Bylaws for Sections as authorized by the Board of Directors and each such set of Bylaws shall contain such Articles and Sections as shall ensure compliance with government regulations which affect the operation of 501(c)(3) organizations.

REGIONS, SECTIONS, AND STUDENT CHAPTERS - *continued*

Section 4 - Regional Directors

- A. Regional Directors shall be elected to serve a two year term by the members within the two Districts which comprise the Region. Two (2) Regional Directors are to be elected each year, each to serve a two year term. Regional Directors shall be nominated by a committee consisting of the President and Secretary of each Section within the Region, and by the Chair and Vice Chair of each District within the Region, and elected by the members of each Region.
Regional Directors may be re-elected for one second consecutive term.
- B. It shall be a duty of a Regional Director to work with the leadership of each District within the Region to stimulate Society activities within the Region, to promote the successful operation of the Sections and Student Chapters within the Region, to communicate to the Sections and to Society members matters of Society importance, and to communicate to the Society and its officers and staff matters of concern to the Sections and members.

- C. Regional Directors shall ensure that each District under the jurisdiction of the Regional Director has a Chair and Vice Chair and Committees as necessary to accomplish the goals of the Society within each District.
- D. At least once each year a meeting of the Regional Membership Council, minimally comprised of the four (4) Regional Directors, and the Chair and Vice Chair of each District, shall be convened. At least once each year District Chairs and Vice Chairs shall meet with Section Presidents and Secretaries or designees selected from the Section Boards of Managers.

Section 5 - Student Chapters

- A. Subject to the approval of the Regional Directors, the establishment of a Student Chapter in any region may be authorized by the officers of a Section, either as individual Section sponsor or in co-sponsorship with other Sections, at any university, college or two-year accredited technical school; provided, however, that the membership in the proposed Student Chapter will be at least five (5) Student Members and that there will be a faculty member who has agreed to participate actively as an advisor to the Student Chapter and to serve as Chairman of the Student Chapter Advisory Committee.
- B. Should the membership of a Student Chapter fall below five (5) or should there be no faculty member to serve as an advisor, the sponsoring Section or co-sponsoring Sections, subject to the approval of the Regional Vice President, may revoke the authorization of a Student Chapter.
- C. The duties, function and operation of a Student Chapter shall be in accordance with the official Student Chapter Guide.

ARTICLE V

OFFICIAL, TERMS AND DUTIES

Section 1 - Officers

- A. The officers shall be the current President, the Immediate Past President, the Vice President (President-Elect), a Treasurer, six (6) At – large Directors, and four (4) Regional Directors.
- B. An Executive Vice President, appointed by the Board of Directors, shall serve as an ex officio officer without vote at any meeting of the Board of Directors and Executive Committee. An Outside Director, appointed by the President, shall serve, without vote, as a member of the Board of Directors.

Section 2 - Terms

Each Officer shall assume duties of office on July 1 after election and shall serve for the term specified below and/or until a successor is elected:

- A. The term of office of the President shall be one (1) year. The President may not be re-elected.

- B. The term of office of the Vice President, as President-Elect, shall be one (1) year. The Vice President shall automatically succeed to the office of President.
- C. The term of office of the Treasurer shall be two (2) years. The Treasurer may be re-elected for a second consecutive term.
- D. The term of office of each of the six (6) Directors shall be two (2) years, three (3) Directors elected annually. A Director may be elected for a second consecutive term.
- E. The term of office of the four (4) Regional Directors shall be two (2) years, two elected each year. Regional Directors may be re-elected for a second consecutive term.
- F. The term of the Outside Director shall be one year.

Section 3 - Duties of Officers

- A. The President shall exercise general supervision over the affairs of the Society under the Board of Directors. The President shall: preside at all meetings of the Board of Directors, all meetings of the Executive Committee, and the General Business meetings of the Society; appoint and fill vacancies on all Committees and the non-elective Boards, with the approval of the Board of Directors; and serve as an ex-officio member of all committees except that the President shall not serve as an ex-officio member on Boards or Committees appointed to deal with Honors and Awards. The President, however, shall serve as a voting member of the Board of Nomination.
- B. In the absence or inability of the President, the Vice President shall preside and shall take up the President's duties, when necessary, as directed by the Board of Directors.
- C. The Treasurer shall serve under the direction of the President. The Treasurer shall be responsible for the liquid assets of the Society and all Society funds. The Treasurer shall collect all monies due the Society and deposit same in the Society's bank accounts and be responsible for all disbursements. The Treasurer may delegate such accounting to the Executive Vice President. The Treasurer shall serve as an ex-officio member of the Finance Committee and shall provide the Board of Directors and the membership with an annual report of the Society's financial condition, which shall be based upon an annual audit by an independent certified public accountant.

OFFICIAL, TERMS AND DUTIES – *continued*

Section 3 - Duties of Officers - *continued*

- D. The six (6) Directors, serving the rotating terms specified, shall contribute expertise and guidance to the Board of Directors in varying capacities and in areas of overall direction for the Society, fulfilling such duties as assigned by the President and the Board of Directors.
- E. The immediate Past President shall serve as an advisor, with a vote as a member of the Board of Directors, to assure continuity and advancement of the Purpose. The Past President shall present the Report of the Board of Directors to the Annual Meeting of the Society or appoint a reporting Board member. The Past President shall preside in the absence of the President and Senior Vice President, and may temporarily take up the responsibilities of the office, when necessary, upon direction of the Board of Directors.
- F. In addition to the duties of Directors (D, above), the four (4) Regional Directors, shall serve as liaisons to the Board of Directors in all matters of Regional and District activity.
- G. The Executive Vice President shall function under the direction of the President. The Executive Vice President shall serve as Secretary of the Society and of the Board of Directors and be responsible for official communication. The Executive Vice President shall execute the policies of the Board of

Directors and of the Executive Committee and have full authority and responsibility for the organization and management of the staff and the planning, directing and implementing of the administrative affairs of the Society and the coordination of its programs, publications and services.

ARTICLE VI

NOMINATIONS AND ELECTIONS

Section 1 - Nominations

- A. Each year a Board of Nomination shall be formed, composed of the President, Immediate Past President, one former President, four Regional Representatives, one from each of the following: Midwest, Northeast, South and West Regions, each selected by their respective District Councils, and four (4) at-large representatives appointed by the Board of Directors.
- B. In a Region where the term of the Regional Director is expiring a Regional Nominating Committee (RNC) shall be formed, chaired by the Chair of one of the two Districts of which the Region is composed. The RNC shall include the President and Secretary of each Section within the two Districts or designated alternate delegates from Section Boards of Managers, and the District Chairs and Vice Chairs. Not later than the 15th of November this Committee shall forward to the Executive Vice President the name or names of one or more nominees for the office of Regional Director in that Region.
- C. The Board of Nomination shall prepare a slate of at least one (1) nominee for each office to be filled with those deemed best qualified to perform the duties prescribed. The slate shall be submitted to the Executive Vice President postmarked not later than December 15.
- D. Further nominations may be made only by petition of the members on the Official Form submitted to the Executive Vice President postmarked not later than January 15.

NOMINATIONS AND ELECTIONS – *continued*

Section 2 - Election

- A. An annual ballot shall be forwarded in accordance with the governing laws of the State of New York to each eligible voting member of the Society by the Executive Vice President, not later than the first day of March. Each ballot shall contain:
 - 1) nominations for Officers and Directors presented by the Board of Nomination, 2) nominations for Regional Directors, 3) nominations by petition of the members, 4) spaces for write-in votes for each office appearing on the ballot, and 5) any question that properly may be sent to the membership upon the direction of the Board of Directors.
- B. For inclusion in the official tabulation, ballots shall be returned in a manner which will assure their secrecy and must reach the office of the Society not later than the fifteenth day of April.

Section 3 - Tellers

Not later than the first day of April, the President shall appoint five (5) members of the Society, none of whom shall be members of the Board of Directors, to constitute a Committee of Tellers. This Committee shall meet between the sixteenth and twenty-first days of April at the office of the Society. At that time, and in secret, the Committee shall open the ballots and count them and determine thereby, the outcome of the election. The Committee of Tellers shall certify the results of their count in a written and signed report to the President for immediate report to the Board of Directors. The Executive Vice President shall arrange for the prompt publication of the results in the designated official publication of the Society. Ballots shall be retained by the Executive Vice President until following the next Annual Meeting of the Society so as to allow for an audit by

the Board of Directors or by any candidate.

ARTICLE VII

MEETINGS

Section 1 - Annual Meeting

The Annual Meeting of the Society shall be held each year in conjunction with the Annual Conference or at a time and place designated by the Board of Directors in keeping with the corporate laws of the State of New York. At this meeting a report of the Board of Directors on the state of the Society for the preceding fiscal year shall be presented. Notice of the Annual Meeting of the Society shall be given to the Executive Vice President at least thirty (30) days in advance of the meeting in the designated official publication of the Society, or once a week for three (3) successive weeks preceding the meeting in a newspaper published in the county in the state in which the principal office of the Society is located, or otherwise ordered by the Board of Directors.

Section 2 - Special Meetings

A Special Meeting may be held at such time and place as the Board of Directors shall determine. Notice of such and its purpose shall be given by the Executive Vice President to all members at least thirty (30) days in advance of convening.

Section 3 - Annual Conference

An Annual Conference shall be held once each year on a date and at a place approved by the Board of Directors, for the presentation and discussion of technical, research, design and application papers reports and of interest of the Society.

Section 4 - Quorum

At any properly called General Meeting of the Society, the presence in person or by written proxy of one hundred of the eligible voting members shall constitute a quorum for the transaction of business.

ARTICLE VIII

BOARD OF DIRECTORS

Section 1 - Composition

The governing body of the Society shall be a Board of Directors having not less than fourteen (14) nor more than seventeen (17) members including the President, the Vice President, six (6) At-large Directors, the Treasurer, the Immediate Past President, the four (4) Regional Directors and the Outside Director and Executive Vice President, both of whom shall serve without vote.

Section 2 - Vacancy

- A. In the event of a vacancy in the office of the President, the Vice President shall succeed to the Presidency by virtue of the title, President-Elect. Such succession shall not preclude the Vice President serving as President the following year.
- B. In the event of a vacancy in any other office on the Board of Directors, the President shall nominate a replacement to fill the unexpired term, subject to a two-thirds (2/3) vote of the Board of Directors. Regional Directors shall be nominated by the Chair and Vice Chair of the appropriate Districts and submitted to the Board of Directors for a two-thirds (2/3) vote of approval. Such service shall not affect eligibility for election to the same office for a full term at the next annual election.

Section 3 - Duties

The Board of Directors shall: control all property of the Society; determine its policies; engage an Executive Vice President and such agents or employees as may be necessary for the proper conduct of the affairs of the Society; confirm committee appointments and the filling of vacancies; keep a record of its proceedings and report to the membership annually. In its discretion it may delegate to the Executive Committee all duties of the Board of Directors to the extent permitted by law, except the filling of vacancies on the Board of Directors and Executive Committee, the approval of the Official Forms, manuals and publications, and the determination of dues, fees and membership privileges.

Section 4 - Meetings

- A. The Board of Directors shall meet three times each year, at the time and place it shall determine.
- B. Special meetings may be called by the President, or any ten (10) members of the Board, provided thirty (30) days notice is given.
- C. A quorum at a meeting of the Board of Directors shall consist of a majority of its voting members.

Section 5 - Restrictions

- A. With the exception of the Executive Vice President, no member of the Board of Directors in any capacity, shall receive, directly or indirectly, any salary, compensation or emolument from the Society, unless authorized by a two-thirds (2/3) vote of the Board of Directors.
- B. No member of the Board of Directors shall have any financial interest in any contract relating to the operations conducted by the Society, nor in any contract for furnishing supplies thereto, unless by a two-thirds (2/3) vote of the Board of Directors.

BOARD OF DIRECTORS - *continued*

Section 6 - Conflict of Interest

Purpose

The purpose of the conflicts of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with Board delegated powers who has a direct or indirect financial interest, as defined below, is an interested person. If a person is an interested person with respect to any entity in the group of affiliated organizations of which the Corporation is a part, he or she is an interested person with respect to all entities in the group.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment

or family --

- a. an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or
- b. a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

Procedures

1. Duty to Disclose

In connection with any actual or possible conflicts of interest, an interested person must disclose the existence and nature of his or her financial interest to the directors and members or committees with Board delegated powers considering the proposed transaction or arrangement.

CONFLICT OF INTEREST - *continued*

Section 6 - Conflict of Interest - *continued*

Procedures

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest, the interested person shall leave the Board or committee meeting while the financial interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. The chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- b. After exercising due diligence, the Board or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- c. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board or committee shall determine by a two-thirds majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the

transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

4. Violations of the Conflicts of Interest Policy

- a. If the Board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and correction action.

CONFLICT OF INTEREST- *continued*

Section 6 - Conflict of Interest - *continued*

Records of Proceedings

The minutes of the Board and all committee with Board-delegated powers shall contain --

- a. the names of the person who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.
- b. the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Compensation Committees

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

Annual Statements

Each director, principal officer and member of a committee with Board delegated powers shall annually sign a statement which affirms that such person --

- a. has received a copy of the conflicts of interest policy,
- b. has read and understand the policy,

- c. has agreed to comply with the policy, and
- d. understands that the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

CONFLICT OF INTEREST – *continued*

Section 6 - Conflict of Interest - *continued*

Periodic Reviews

To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining.
- b. Whether acquisitions of services result in inurement or impermissible private benefit.
- c. Whether partnership and joint venture arrangements and arrangements with other organizations conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further the Corporation's charitable purposes and do not result in inurement or impermissible private benefit.
- d. Whether agreements with providers, employees, and third party payers further the Corporation's charitable purposes and do not result in inurement or impermissible private benefit.

Use of Outside Experts

In conducting the periodic reviews provided for in Article VII, the Corporation may, but need not, use outside advisors. If outside experts are use, their use shall not relieve the Board of its responsibility for insuring that periodic reviews are conducted.

ARTICLE IX

EXECUTIVE COMMITTEE

Section 1 - Composition and Meetings

The Executive Committee shall be composed of the President, the immediate Past President, the Vice President, the Treasurer, and the Executive Vice President. The Executive Committee shall meet at the call of the President. In addition, the Executive Committee shall consider executive personnel matters and make recommendations to the Board.

Section 2 - Duties

Subject to review and ratification by the Board of Directors, either by ballot vote or at its next meeting, the Executive Committee shall be delegated to perform all duties of the Board of Directors between its meetings, except those duties specifically excluded in Article VIII, Section 3 or by law, and may also act for the Board of Directors in the execution of the technical and administrative affairs of the Society, as directed.

ARTICLE X

OTHER COMMITTEES

Section 1 - Responsibility, Composition, Duties, Size

- A. All committees shall be responsible to the Board of Directors and shall report on their activities in the manner prescribed and approved by the Board of Directors. The Board of Directors may at any time, by a majority vote, remove any or all members of any committee.
- B. All committees shall conform in composition, duties and size to those adopted in the IES Committees' Procedure Manual.

Section 2 - Terms

- A. Standing Committees shall assume duties on July 1 and/or shall serve until their successors are appointed.
- B. Special Committees shall report as directed, so long as interim reports are presented, but shall be automatically discharged upon receipt of a final report.

Section 3 - Representation

To ensure balanced representation, committee membership shall be divided among consumers, producers and general interest groups. Committee membership shall be limited to one (1) person per company, except when representation from different company divisions is necessitated by committee expansion or scope of responsibilities. However, in all cases committee membership shall be balanced among various informed viewpoints.

ARTICLE XI

DUES, FEES AND FISCAL PRACTICE

Section 1 - Dues

- A. The Board of Directors shall establish the annual dues for membership by a two-thirds (2/3) vote and shall determine such Society privileges as may from time to time be granted.

- B. The classification of Member Emeritus and Fellow Emeritus shall be exempt from payment of annual dues.
- C. The classification of Honorary Member shall be exempt from payment of annual dues.
- D. Annual dues for Sustaining Members shall be voluntary in excess of a minimum established by the Board of Directors.

DUES, FEES AND FISCAL PRACTICE – *continued*

Section 2 - Fees

The following fees shall be fixed by the Board of Directors:

- a) An entrance fee, payable on admission to the Society;
- b) Reinstatement fee(s) for delinquent members.

Section 3 - Fiscal Practice

- A. The fiscal year of the Society shall extend from July 1 through June 30 each year.
- B. All payments to the Society shall be in United States of America currency drawn on a U.S. bank, except that payments may be made in Canadian currency in accordance with published dues, fees and price schedules of the Society.

ARTICLE XII

INDEMNIFICATION

IES shall indemnify each person (or heirs, executors and administrators) made, and IES may in the discretion of the Board of Directors indemnify each person (or heirs, executors and administrators) threatened to be made, a party to an action or proceeding (other than one by or in the right of IES to procure a judgment in its favor), whether criminal or civil, by reason of serving or having served as member of the Board of Directors or as a member of a committee, or as an officer, or an employee of IES, or of another corporation or organization with which such person may serve or have served as such or as trustee, at the request of IES, or by reason of otherwise serving or having served as a nominee of IES, against judgments, fines, amounts paid in settlement and reasonable expenses (including attorney's fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein) provided that such person acted in good faith for a purpose which reasonably believed to be in the best interests of IES and, in criminal actions, had no reasonable cause to believe that the conduct was unlawful. Such expenses shall include the cost of reasonable settlement made with a view of curtailment of litigation. The foregoing right of indemnification shall not be exclusive of other rights to which any such person may be entitled as a matter of law.

ARTICLE XIII

OFFICIAL FORMS, MANUALS OR PROCEDURES, SOCIETY PUBLICATIONS

- A. The Official Forms and such Manuals of Procedure necessary to carry out the provisions of these Bylaws shall be adopted by the Board of Directors and amended periodically upon recommendation,

to assure the Society's Purpose is being fulfilled. Amendment of such official documents shall be submitted through the Executive Vice President for the Board's approval and shall become effective upon its majority vote.

OFFICIAL FORMS, MANUALS OR PROCEDURES, SOCIETY PUBLICATIONS – *continued*

- B. Professional Publications and/or Proceedings of the Society for promulgation to members, subscribers and the general public shall be under the control of the Board of Directors through such Committees as are established by the Board of Directors and shall be protected by such copyright(s) as are applied and granted in the Society's name.

ARTICLE XIV

PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall govern the proceedings of IES in all cases not provided by law in these Bylaws or the official documents of the Society.

ARTICLE XV

DISSOLUTION

Section 1

Upon dissolution or winding up, assets of the Society then remaining in the hands of the Board of Directors, after paying or making provisions for payment of all of the liabilities of the Society, shall be distributed, transferred, conveyed, delivered, and paid over only to educational, scientific, or charitable organizations that are exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, and which are not private foundations within the meaning of Section 509 (a) of the Code; the distribution shall be made on whatever terms and conditions and in whatever amounts the Board of Directors may determine, to be used by the institution or institutions receiving them exclusively for educational, scientific, or charitable purposes.

Section 2

No director, officer, employee, member of a committee, or person connected with the Society or any private individual shall be entitled to share in the distribution of the corporate assets of the Society upon its dissolution.

ARTICLE XVI

AMENDMENT OF BYLAWS

Section 1 - Proposals to Amend

A proposal to amend these Bylaws may be made by:

- A. The Bylaws Committee appointed by the Board of Directors and charged with the preparation of amendment(s) to these Bylaws;

Section 1 - Proposals to Amend – continued

- B. A majority vote of the Board of Directors, either originating amendment(s) or recommending a revision to the Bylaws Committee;
- C. A recommendation in writing signed by at least fifty (50) members sent to the Executive Vice President for forwarding to the Bylaws Committee for proposal to the Board of Directors.

Section 2 - Adoption of Amendments

- A. Upon a two-thirds (2/3) vote of the Board of Directors and written notification of amendments to these Bylaws, the Executive Vice President shall submit such amendments to the membership in proper form for their vote;
- B. An affirmative vote of two-thirds (2/3) of the entire vote cast by qualified members of the Society shall be necessary for final adoption;
- C. Unless otherwise provided therein, an amendment shall take effect July 1 following adoption by the members and with editing shall be included in the next official Bylaws printing.

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