

AWEA Membership Terms and Conditions

Companies submitting new member or renewal applications acknowledge and represent that: the joining or renewing Company desires to be a member of AWEA and the membership category selected on this application is accurate; this application becomes a binding agreement upon acceptance by AWEA and is subject to the terms and conditions that constitute a part of, or are included in, this application and is subject to the terms and conditions of membership listed in this application, on the AWEA website and any policy adopted by AWEA; any dues specified pursuant to this membership agreement are non-refundable; and the membership agreement terminates at the end of this calendar year, unless extended by AWEA. It is further acknowledge that membership in AWEA does not create any agency, joint venture or employment relationship between myself and AWEA. All actions taken by member company employees, unless expressly requested by, and carried out under the supervision of, AWEA, will be considered independent actions and are not sanctioned, endorsed or approved by AWEA. Member companies further agree to indemnify and hold AWEA, its affiliates, and their respective agents, directors, principals, officers and employees (the "AWEA Parties") harmless from any and all liabilities, obligations, losses, claims, damages, penalties, actions, costs, or expenses of any kind whatsoever, which may be imposed upon or incurred by any of the AWEA Parties as a result of any claims relating to the actions of the Company, its employees, directors or agents (unless expressly requested by, and carried out under the supervision of AWEA). Company may not assign its membership.

AWEA Bylaws Pertaining to Membership

ARTICLE II – Membership

Section 2.1 Definition. The members of the Association (the "Members") shall be those individuals, companies, partnerships, or other entities that join the Association and are in good standing.

Section 2.2 Membership Classifications. Within the Association, there shall be the following membership classes: Corporate, Utility, Associate, Individual, Academic, Nonprofit, and Affiliate members. The qualifications for each class of membership are set forth in the AWEA Membership Policies. The Board shall have the authority to amend the current membership classes or establish new membership classes by an amendment to these Bylaws.

Section 2.3 Membership Rights and Privileges

a) Eligibility for Office. Individuals who serve as employees or directors of any membership class except the Affiliate membership class are eligible to be nominated as elected directors of the Association (the "Directors", and each a "Director"). Individuals who serve as employees or directors of the Corporate or Utility membership classes are eligible to be nominated as elected officers of the Association (the "Officers", and each an "Officer").

b) Voting Rights for Election of Directors and Officers. All Members except Affiliate Members are

entitled to vote for Directors and Officers of the Association.

- c) Voting Rights at Annual and Special Membership Meetings. Except for the matters to be submitted to a vote of the Members specifically enumerated in these Bylaws, and except as otherwise provided in the Act, the Members shall not have authority to make decisions or take action on behalf of, or otherwise manage the business or affairs of, the Association. A membership class may not vote on any matter unless such voting right is expressly granted to such class by a specific provision of these Bylaws.
- d) Right to Petition for Special Meeting of Members. Twenty-five percent (25%) of the aggregate number of Corporate and Utility Members in good standing may petition the Board in writing to convene a special meeting of the Members.
- e) Voting Rights on Amendments to Bylaws. Members shall have the right to approve amendments to the Bylaws as set forth in Article XII.
- f) Privileges. Except as set forth in Section 2.3 and Article XII, the Board in its discretion may establish and modify the privileges of membership.

Section 2.4 Admission of New Members. Any entity or individual may become a Member of the Association upon approval by the Chief Executive Officer (“CEO”), which approval may be delegated by the CEO to any Association employee(s), and which approval shall not be granted if the CEO or Association employee(s) determines that any prerequisite for approval set forth in these Bylaws or any rules and regulations duly adopted by the Association have not been met.

Section 2.5 Termination of Membership. The Ethics Committee may recommend that any entity or individual Member be expelled from the Association for conduct contrary to the objectives of the Association. The entity or individual Member shall be given an opportunity to be heard at the next Board meeting after a written recommendation for termination has been presented to the Board. After deliberating the issue, the Board shall vote on the question of whether the Member shall be expelled. A two-thirds (2/3) affirmative vote of the Board shall be necessary to expel a Member. Any Member who resigns or is expelled shall remain liable for any charges due at the time of the resignation or expulsion.