

**Bylaws  
of the  
Ocean Thermal Energy Association**

**ARTICLE I  
Name**

The name of this association shall be the Ocean Thermal Energy Association, hereafter, “Association”.

**ARTICLE II  
Objectives**

The purpose of the Association is to provide a means for collection, coordination, and dissemination of information for Ocean Thermal Energy Conversion (OTEC) stakeholders. The Association is transnational, non-political, and dedicated to the realization and future growth of commercial OTEC deployment. This is an association consisting of individuals with interest in the development of OTEC technology and closely related activities.

Thus, the objectives of the Association include:

1. Promote, advise, inform, and exchange information on policy, projects, organizations, facilities, and use of OTEC and related technologies
2. Support the organization of annual OTEC Symposia

**ARTICLE III  
Members**

- Section 1. Classification. There shall be the following classes of members:
- A. Member. Members participate in relevant Association voting.
  - B. Observer. Observers may interact and participate in most Association activities but not vote.
  - C. Delegate. A delegate will represent association members from a country or region to the Executive Committee as outlined in Article V.
- Section 2. Eligibility.
- A. An individual may become a Member after receipt of application by the Secretariat and corresponding approval of the Executive Committee is conveyed.
  - B. An individual or organization may become an Observer through self-registration with the Secretariat.
  - C. A Delegate must be a resident and/or citizen of the country or region, limited to one choice. Members from each country or region represented by at least 3 Members may select a Delegate to represent them on the Executive

Committee. Regions, their composition and representation may be determined as noted in Article V. In the event of dispute in selecting a Delegate, the Secretary General will act as arbiter and may refer the decision to an Executive Committee vote.

Section 3. Change of Status.

- A. An individual may change from Observer to Member by notifying the Secretariat and upon approval of the Executive Committee. An individual may change from Member to Observer by notifying the Secretariat.
- B. A Delegate term is for 2 years. Multiple successive terms are allowed. Delegates shall be appointed by consensus or majority vote, operated by the Secretariat, of Members registered in the country or region concerned. A delegate may be removed by a super majority of two thirds (67%) of the Executive Committee. A removed Delegate will be ineligible for reappointment. When a delegate is removed or otherwise leaves the office, a replacement shall be selected by Members registered in the country or region concerned to fulfil the remainder of the term.

#### **ARTICLE IV Finances**

Section 1. Status.

- A. The Association will be a non-for-profit, volunteer organization.
- B. The Association shall collect no dues nor disburse payments, unless required by laws, government regulations, or need to complete Association objectives.
- C. If deemed necessary, the Executive Committee may manage any monies, gifts, fees, etc. required to perform the operations of the Association. This may be delegated to the Secretariat with oversight and approval of the Executive Committee.

#### **ARTICLE V Executive Committee**

Section 1. Composition. The Executive Committee shall be composed of Delegates. The Executive Committee shall elect a Chair and two Vice Chairs to lead from among the Delegates. The Vice Chairs shall be elected from among delegates in two areas: 1. Europe and the Americas, and 2. Asia Pacific.

Section 2. Duties. The Executive Committee shall guide and oversee the Association, subject to the orders of the Association as expressed through proposals confirmed by a majority of Members, providing such directives do not violate these bylaws, pertinent laws, or customs. The Executive Committee shall:

- A. take responsibility and supervise the affairs of the Association;
- B. make recommendations to the Association;
- C. review applications to join the Association;
- D. determine regions, if necessary such as to consolidate Executive Committee membership, as well as the method of country representation to the Executive Committee for any region(s) by unanimous decision;

- E. adopt rules as needed to carry on the business of the Executive Committee, provided such rules are not in conflict with these bylaws or any special rules of order or standing rules adopted by the Association; and
- F. perform such other duties as are specified in these bylaws or ordered by the Association.

Section 3. Executive Committee Leadership

- A. Term of Office. The Chair and Vice Chairs shall assume their duties upon election by the Executive Committee. They shall serve for a term of 2 years. The Executive Committee shall set any term limits for offices.
- B. Duties.
  - 1. The Chair shall:
    - a. preside at all meetings of the Association and Executive Committee;
    - b. act as tiebreaker in all Executive Committee voting;
    - c. appoint committee chairs to the extent provided in Article VIII; and
    - d. fulfill such other duties as may be assigned by the Association or the majority of the Executive Committee.
  - 2. The Vice Chairs shall:
    - a. perform the duties of the Chair in the absence of or at the request of the Chair;
    - b. fill the unexpired term if a vacancy occurs in the office of Chair;
    - c. when need arises to assume or fill Chair roles, the Chair shall appoint a Vice Chair, or the ExCo shall vote to appoint one of the Vice Chairs if the Chair is unavailable; and
    - d. fulfill such other duties as may be assigned by the Association, the Executive Committee, or the Chair.
- C. Election.
  - 1. The Chair and Vice Chairs shall be elected by simple majority of the Executive Committee at the first meeting of the Executive Committee after or during the start of a new Delegate term when possible.
  - 2. The Secretariat shall operate and report on elections, ensuring anonymity, transparency, and fairness. Voting may take place online.

Section 4. Meetings.

- A. Regular meetings of the Executive Committee shall be held quarterly when possible and no less than two times a year; in person or by virtual meetings.
- B. Special meetings may be called by the Chair or upon the written request of 3 or more members of the Executive Committee. The purpose of the meeting shall be stated in the call. At least 10 days prior written notice shall be given unless the Chair deems an emergency session is required.

Section 5. Removal.

- A. The Chair, Vice Chairs, or Delegate may be removed from the Executive Committee prior to the end of term by super majority vote of the other Executive Committee members. Such a vote may be called at any official meeting of the Association, provided it is seconded by a member of the Executive Committee.
- B. In the event a member of the Executive Committee is removed, a new delegate shall be selected to fill the vacant post for the remainder of the term. The

removed member shall be ineligible for reappointment to the Executive Committee in any role unless approved by a unanimous decision of the Executive Committee.

## **ARTICLE VI Meetings**

- Section 1. Annual. The annual meeting of the Association shall be held at a time and place to coincide with the annual International OTEC Symposium when possible, and may take place online.
- Section 2. Special. Special meetings may take place as called by the Chair, online or in person, when applicable.
- Section 3. Official. Any meeting of the Association deemed to be official by the Chair or majority of the Executive Committee.

## **ARTICLE VII Secretariat**

- Section 1. Composition. The Secretariat shall support the Executive Committee and be led by the Secretary General. It will include any members or other staff appointed by the Secretary General with approval of the Executive Committee. The Secretary General shall be appointed by the Executive Committee and serve until removal by the Executive Committee.
- Section 2. Duties. The Secretariat shall carry out the day-to-day operations of the Association at the direction of the Executive Committee, providing such directives do not violate these bylaws, pertinent laws, or customs. The Secretariat shall:
- A. have general operation of the affairs of the Association between meetings;
  - B. ensure recording of the minutes of all official meetings of the Association and the Executive Committee. Minutes may be edited for brevity and clarity;
  - C. be custodian of all documents, bylaws, and rules;
  - D. notify members when necessary, such as of meeting scheduling;
  - E. make recommendations to the Executive Committee;
  - F. adopt rules as needed to carry on the business of the Secretariat, provided such rules are not in conflict with these bylaws or any special rules of order or standing rules adopted by the Association;
  - G. operate and report on elections to the Executive Committee, Amendments to these bylaws, etcetera;
  - H. compile and submit reports to the Executive Committee, to be commented on and approved by the Executive Committee; and
  - I. perform such other duties as are specified in these bylaws or ordered by the Executive Committee.
- Section 3. Removal.  
A member of the Secretariat may be removed by the Secretary General upon approval of the Executive Committee.

**ARTICLE VIII**  
**Committees**

- Section 1. Committees composed of Members and Delegates may be formed by the Executive Committee.
- Section 2. Composition. Committee membership shall be approved by the Executive Committee after requesting participation from Members and include at least one member of the Secretariat. The chair of committees shall be appointed by the Executive Committee Chair in consultation with the committee participants.
- Section 3. Duties. Duties of each committee will be decided by its members, with regular reports to and in concert with the Executive Committee and wider Association.

**ARTICLE IX**  
**Dissolution**

In the event of the dissolution of the Association, the assets shall be liquidated and distributed to charity in accordance with government regulations.

**ARTICLE X**  
**Amendment**

- Section 1. These bylaws may be amended at any official meeting of this Association by a super majority of Members. Proposals to amend the bylaws should be made in advance to the Executive Committee for inclusion in the agenda for the next official meeting. Proposals to amend the bylaws must be seconded by a member of the Executive Committee in order to be included as a voting item.