

**BYLAWS OF
UTILITY ECONOMIC DEVELOPMENT ASSOCIATION, INC.
(UEDA)**

Adopted February 20, 2002

ARTICLE I - NAME

The name of this non-profit corporation is **UTILITY ECONOMIC DEVELOPMENT ASSOCIATION, INC. (UEDA)**.

ARTICLE II - OFFICES

The principal office of this non-profit corporation shall be located in the office of the Executive Director. The Corporation may have such other offices, as the Board of Directors may determine from time to time.

ARTICLE III - PURPOSES

The primary objectives and purposes of this non-profit Corporation shall be:

- A.** To establish an Association of Economic Development Professionals that comes together at least twice a year to share their knowledge, skills and experience for the betterment of their respective companies.
- B.** To provide periodic updates to all members regarding economic development and relevant utility and energy industry activities.
- C.** To improve the profile of utility economic development professionals and promote best practices.

ARTICLE IV - MEMBERSHIP

Section 1: Membership

- A.** Membership will be good for one calendar year.
- B.** Annual active membership shall be available to economic development departments of investor-owned utilities and energy companies, and others as defined in the Membership Policy Statement, who contribute the majority of their effort to the cause of economic development as established by the Board.
- C.** The Board shall determine membership levels and voting privileges as needed. Each member is entitled to one voting representative.
- D.** All active members possess the right to vote.
- E.** The Board of Directors may grant regular membership status, by a 2/3 super majority vote, upon receiving a recommendation from the Member Relations Committee.

ARTICLE V - BOARD OF DIRECTORS

Section 1: Number

A. The authorized number of Board members shall be a minimum of 10 members and a maximum of 20 members.

B. The 4 elected officers of the Executive Committee at this time shall be made up of President, Vice President, Secretary and Treasurer.

C. In addition to the contributing members of the Board, the Utility Economic Development Association (UEDA) may maintain non-voting advisors to the Board who are invited to all Board meetings.

D. The board shall comply with the laws as established by the Equal Employment Opportunity Commission with regards to discrimination and status. The Executive Committee will determine policy and recommendations.

Section 2: Conflict of Interest

It is the responsibility of a board member to fully disclose and abstain from voting on a motion when a conflict of interest is recognized.

Section 3: Terms

A. In an effort to insure commitment to the goals of Utility Economic Development Association (UEDA), the Board members shall each serve a term of 2 years.

B. There shall be no limit to the number of terms an individual may serve on the Board.

C. The Board of Directors shall elect the officers. The terms of office for each Executive Committee shall be as follows: President - 2 years, Vice President - 2 years, Secretary – 2 years, and Treasurer - 2 years.

D. The immediate Past President shall automatically serve on the board for a two-year period upon succession of a new Board President. The Past President shall also serve on the Executive Committee.

E. Terms of office shall be considered to be immediately upon election.

Section 4: Election

A. Policy:

The Nominating Committee selects those nominees who it believes can best serve the interests of UEDA from a list recommended by members of UEDA. If a member/ members feel that a person should be considered, that person could be nominated from the floor at the Summer Annual meeting.

B. Qualifications:

1. Only active members of UEDA shall be eligible for election as President, Vice President, Secretary, Treasurer or Director.

C. Nominations:

1. The Nominating Committee, consisting of members selected by the President and automatically including the three Past Presidents of UEDA shall select candidates for elected officers and members of the Board of Directors.
2. Nominations for new Board members shall be submitted to the Secretary by the membership no later than May 31 of each year to be forwarded to the Nominating Committee.

D. Elections:

1. The election of members of the Board shall be held at the summer meeting of each year.
2. At the Summer Annual Meeting each Voting Member Utility shall be entitled to one vote. Individuals must be present to vote.
3. An announcement of the names and companies of the consenting nominees as submitted by the Nominating Committee shall be distributed at the beginning of the Summer Annual Meeting.
4. Voting shall be during the Annual Meeting by hand, voice, or written ballot as determined by the President.
5. The newly elected Board members shall take office at the end of the summer meeting of the same year.

E. Vacancies:

1. A vacancy of the Board shall be filled only by a two-thirds vote of the Board members present at the next Board meeting or by two-thirds mail or electronic proxy vote of all remaining Board members. A Board member elected to fill a vacancy shall serve for the remainder of the unexpired term. In the event that the vote is not two-thirds after consideration of three (3) candidates, the vacancy shall be filled at the next regular meeting of the general membership by a majority vote of the membership present.
2. A vacancy of those who hold office shall be appointed by the President from the Board of Directors to serve for the remainder of the unexpired term with a majority approval of the Board of Directors present at the next meeting or by two thirds mail or electronic proxy vote of all remaining Board members. The Vice President shall automatically assume the office of President in the case of the vacancy of the President.

Section 5: Duties

- A.** The Board shall have the authority to govern this non-profit corporation by adhering to the mission statement in making and directing policy relating to the financial and legal well being of the corporation.
- B.** The Board shall determine at its discretion staff positions and policies ensuring that such activities are conducted with the framework of the mission statement.
- C.** The President shall have general supervision and direction of the business of this nonprofit corporation. Meetings shall be conducted by the President using the established Robert's Rules of Order.

- D.** The Vice President shall assist the President in his duties and responsibilities, as requested by the President. The Vice President shall be responsible for chairing the UEDA Program Committee.
- E.** The Secretary (or agent) shall ensure completion of the following: The Secretary shall keep a book of minutes of all meetings of the Board and the General Membership, with date and place of holding, how authorized, the notice thereof given, the names of those present at Board meetings, and the proceedings thereof. The Secretary shall give of cause to be given, notice of all the meetings of the Board required by the bylaws.
- F.** The Treasurer (or agent) shall keep and maintain or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The books of account shall at all reasonable times be open to inspection by any member. The Treasurer shall deposit all moneys and other valuables in the names and to the credit of the corporation, and shall disburse the funds of the corporation as directed by the Board, and shall render to the Board, whenever requested, an accounting of all transactions and financial conditions of the corporation.
- G.** The Board may create committees or task forces to accomplish the mission of the organization. Those committees will present recommendations to the Board and receive direction from the Board.

Section 6: Voting

Each member of the Board shall be entitled to one vote on each matter submitted to a vote of the Board. Board members must be present to vote or respond in a timely manner, as determined by the Secretary, to a mail or electronic proxy vote.

Section 7: Quorum

A quorum shall consist of a simple majority of the Board. A quorum of the Board must be present at meetings to conduct business. All business conducted via mail or electronically must include all active Board members.

Section 8: Regular Meetings

The Board shall by resolution provide for regular semiannual meetings of the Board, fixing the day, time and place of the regular semiannual meetings. All regular meetings must be announced at least two weeks prior to the meeting and are open to the general membership.

Personnel matters or issues can be held in Executive Session and may not be open to the membership.

Section 9: Special Meetings

Special meetings of the Board may be called by any member of the Board or by the Advisory Board Members if such Advisory Board is established. Special meetings shall be called by submitting a written or verbal request to the President or Vice President. Such meetings must be held within ten (10) calendar days at a time and a place agreed upon by all Board members.

Special meetings are open to the general membership. Special meetings may make use of all electronic media such as conference calls and teleconferencing. Telephonic or written notice stating the place, time and date, and hour of any meeting of the Board shall be delivered to each Board member. Mailing such notice to their address on record shall constitute delivery by the Secretary.

Section 10: Members Absent from the Meeting

A member of the Board who is absent without just cause from two (2) consecutive regular meetings may be removed from office. This will be at the discretion of the Board.

Section 11: Resignations

A member of the Board may resign their membership on the Board by giving a written notice to the Secretary or President of the Board. The resignation shall take effect on the day that the resignation is received. All resignations shall be officially accepted by the Board within thirty (30) days.

Section 12: Removal

A Board member may be removed from office with cause by a unanimous vote of the remaining members of the Board.

Section 13: Compensation

No member of the Board shall receive any compensation from this non-profit corporation.

ARTICLE VI - LIABILITY OF DIRECTORS

Section 1: Immunity from Civil Liability

Each Board member of the non-profit corporation shall be immune from civil liability and shall not be subject to suit directly or by way of contribution for any act or omission resulting in damage or injury if action was taken in good faith and within the scope of their official capacity.

ARTICLE VII - EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1: Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution, authorize any officer or agent of the non-profit Corporation 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. Unless so authorized, no officer, or agent shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2: Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer (or agent). Anything over \$10,000 should be signed by another Executive officer.

Section 3: Deposits

All funds of the non-profit 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 non-profit Corporation any contribution, gift, bequest, or device for the charitable or public purposes of the Corporation.

Section 5: Management of Corporation

Management and Administration shall be provided by an entity approval by a majority of Board of Directors. This entity will provide an Executive Director to oversee the day-to-day administrative functions and provide for the continuity and oversight of the Corporation's affairs.

Section 6: Liquidation or Dissolution

In the event of the liquidation, dissolution or winding up of the Corporation in any manner or for any reason whatever, all of the assets of the Corporation after the payment of the obligations and liabilities of the Corporation shall be transferred to one or more domestic or foreign corporations or associations having a similar or analogous charter or purpose as may be selected by the Corporation's trustees; provided further, however, that any transferee corporation shall qualify under the provisions of Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code.

ARTICLE VIII - AMENDMENT OF BYLAWS

Section 1:

Any member of the non-profit corporation may submit proposed amendments to the Bylaws to the Board of Directors for consideration.

Section 2:

Amendment to these Bylaws may be approved for submission to the total membership at any meeting of the Board of Directors by a majority vote of Board members present.

Section 3:

At least two weeks prior to the meeting at which amendments are to be considered, members shall be given written notice and the text of such proposed amendments.

Section 4:

Any change in the Bylaws must be ratified by a majority of the UEDA members.