

**CONSTITUTION OF THE  
NATIONAL ASSOCIATION OF STATE UTILITY CONSUMER ADVOCATES**

ARTICLE I

NAME

The name of this Association shall be the National Association of State Utility Consumer Advocates (“NASUCA”).

ARTICLE II

PURPOSE

The purpose of NASUCA shall be to improve communication among members, to enhance their impact on public policy at the state and federal levels, provide a forum for exchange of information and ideas between members and other organizations, provide education and training opportunities for members, to protect the public interest, and otherwise to assist them in the representation of utility consumer interests.

ARTICLE III

MEMBERSHIP

SECTION 1. STATE UTILITY CONSUMER ADVOCATE OFFICES. Each State Utility Consumer Advocate office shall be entitled to full membership in NASUCA, provided:

(a) That office operates independently of its respective state utility regulatory commission(s) with respect to policy determination, hiring and firing of personnel and fiscal control; and

(b) That office has been designated by the legislature of the State as the agency for the representation of utility consumer interests before state or federal regulatory agencies; and

(c) That office has the right to appeal decisions of the state regulatory commission to the Courts within that state.

SECTION 2. STATE OFFICES OF THE ATTORNEY GENERAL. Each State office of the Attorney General shall be entitled to designate an office division or person for full membership in NASUCA, provided:

(a) That the division or person so designated is actively engaged in the representation of utility consumer interests before utility regulatory agencies; and

(b) That the division or person so designated is not the legal representative of the state utility regulatory agency.

SECTION 3. ORGANIZATION WITH STATEWIDE RESPONSIBILITY. An organization with statewide responsibility for consumer interests other than a state agency may be admitted to full membership in NASUCA, provided that the organization has been specifically authorized by state law to represent the consumer interests of that state before utility regulatory agencies.

SECTION 4. ADDITIONS AND DISQUALIFICATIONS. Admission of additional members and disqualification of existing members as described in Sections 1, 2 or 3 of this Article shall be determined by a vote of the membership consistent with the procedure set forth in the By-Laws. No member shall be disqualified from membership in NASUCA as a result of any changes in this Article of the Constitution which occur after the admission of that member.

SECTION 5. ASSOCIATE MEMBERSHIP. A state official, state agency or an organization that is not eligible for full membership as set forth in Article III, Section 1 may be entitled to Associate Membership in this organization provided that the official, agency or organization:

(a) is primarily engaged in the representation of utility customers before regulatory agencies;

(b) subscribes to the purposes and goals of this organization as stated in Constitution and By-Laws;

(c) operates independently of the regulatory commission with respect to policy determination, hiring and firing of personnel, and fiscal control;

(d) has the right to appeal decisions of the state regulatory commission to the Courts within that state; and

(e) is designated for Associate Membership pursuant to a procedure set forth in the Bylaws.

- SECTION 6. AFFILIATE MEMBERSHIP. An organization may be admitted to Affiliate Membership in this organization provided that it:
- (a) represents the interests of utility consumers;
  - (b) operates independently of the regulatory commission with respect to policy determination, hiring and firing of personnel, and fiscal control;
  - (c) subscribes to the purposes and goals of this organization as stated in the Constitution and By- Laws; and
  - (d) is designated for Affiliate Membership pursuant to a procedure set forth in the By-Laws.
- SECTION 7. VOTING. Except for nonpayment of assessments as provided in the By-Laws of this Association, each member in good standing shall have one vote in all matters as provided in the By-Laws for their respective Membership class.

#### ARTICLE IV

##### MEETINGS

- SECTION 1. ANNUAL MEETINGS. The Association shall meet at least annually at a time and place to be determined by the Executive Committee. Written or electronic notice of the annual meeting shall be given to Association members in accordance with the By-Laws.
- SECTION 2. ASSOCIATION MEETINGS. Other Association meetings, including mid-year meetings, may be called and their time and place specified, by vote of the Executive Committee by written, electronic or telephonic form or by agreement in written or electronic form of a majority of the membership. Written or electronic notice of the time, place and purpose of such meeting shall be given to Association members in accordance with the By-Laws.

#### ARTICLE V

##### ASSESSMENTS

Members shall be assessed an annual membership fee and may be assessed other fees in accordance with the By-Laws. The Association is authorized to charge such fees as may be proposed by the Executive Committee and approved by the membership, consistent with the budget approved by the Association membership as provided in the By-Laws.

## ARTICLE VI

### QUORUM

- SECTION 1. A majority of full members qualified to vote shall constitute a quorum at all meetings of the Association.
- SECTION 2. A full member may attend the meeting in person, or by electronic or telephonic means, for purposes of this Article.
- SECTION 3. The Secretary, or the Presiding Officer in the absence of the Secretary, shall determine a quorum has been met at all meetings of the Association.

## ARTICLE VII

### RESOLUTIONS

- SECTION 1. Any formal expression of an official position by the Association shall be prepared in accordance with the By-Laws. Resolutions shall be presented at the annual meeting unless presented at some other meeting of the Association as hereinafter provided, or as provided by Section 6 of this Article.
- SECTION 2. If the subject matter addressed by any resolution would cause such resolution to come within the scope and subject matter covered by any of the Association's Standing or Special Committees, as determined by the President of the Association, such resolution shall be submitted to the appropriate Standing or Special Committee for its consideration and action. Upon favorable recommendation by that Standing or Special Committee, the resolution shall be brought to the floor of the Association for action at the time designated for the report of that Standing or Special Committee to the membership.
- SECTION 3. Resolutions submitted to a Standing or Special Committee, but not reported favorably by such Committee, may be brought before the Association for its consideration and action if there is a quorum under Article VI of this Constitution and twenty-five percent of the full and associate members who are qualified to vote at the meeting give consent.
- SECTION 4. Resolutions not submitted to a Standing or Special Committee at the annual meeting may be brought before the Association for its consideration and action if there is a quorum under Article VI of this Constitution and twenty-five percent of the full and associate members who are qualified to vote at the meeting give consent.

SECTION 5. Adoption of resolutions at a meeting of the Association shall be by a two-thirds vote of the full and associate members of the Association present at a meeting where there is a quorum under Article VI of this Constitution. Such vote shall be by voice unless a roll call vote is requested by any member. A resolution authorizing legal action in the name of the Association shall require a favorable vote by seventy-five percent of the full and associate members of the Association present at a meeting where there is a quorum under Article VI of this Constitution.

SECTION 6 Resolutions may also be proposed without the necessity of presentation at a formal meeting of the Association in strict compliance with provisions of this section. Any member may propose a resolution by providing it in written or electronic form to the office of the President. The President shall provide the proposal to the Executive Committee and the proposal shall be assigned to the Standing or Special Committee in accordance with sections 2 of this Article. The committee assigned the proposal shall study the matter and shall prepare and transmit to the Executive Committee a report recommending approval or rejection of the proposal. The Executive Committee shall promptly provide, in written or electronic form, to all members qualified to vote a copy of the proposed resolution along with the Standing and Special Committee report and a ballot. In situations of substantial urgency, a telephonic or electronic vote of the membership may be conducted no sooner than Two Business Days following transmittal of the original or revised text of a proposed resolution. At least a two-thirds majority of qualified full and associate members must vote in order for any action to be effective, provided that if any special percentage of voting is required for Association action, that percentage shall be required for effective action under this section.

## ARTICLE VIII

### OFFICERS AND COMMITTEES

SECTION 1. The officers of NASUCA shall be a President, Vice President, Secretary and Treasurer. These officers shall be heads of their respective NASUCA member agencies or organizations. The officers shall have the following powers and duties:

(a) **PRESIDENT.** The President shall be the chief executive officer responsible for the management of the Association, and shall be assisted in the performance of his or her duties by the Executive Committee. The

President shall preside at all meetings of the Association and of the Executive Committee.

(b) VICE-PRESIDENT. The Vice-President shall preside at meetings in the absence of the President and shall assume the position of President, in the event of a vacancy, for the remainder of the unexpired term of the President.

(c) TREASURER. The Treasurer shall be responsible for the fiscal control of the Association and shall prepare a financial statement quarterly for the Executive Committee and annually for the information of the Association members. The annual financial statement shall be sent to all members at least two weeks prior to the annual meeting. The Treasurer shall approve the depository for organization funds, determine the amount of bond, if any, to be provided by any employee to whom control over funds may be delegated, and shall approve all expenditures of funds in excess of the amount specified in the By-Laws of the Association. In conjunction with the Executive Director, and other employees or agents as necessary, the Treasurer shall prepare an annual budget for consideration of the membership as provided in the By-Laws.

(d) SECRETARY. The Secretary shall be responsible for maintaining the Association's official minute book and records and providing an electronic copy of such minute book and records to the Executive Director of the Association, and shall perform such other services as may be normally performed by such an officer, as directed by the President or Executive Committee, or as may be otherwise specified in the By-Laws.

SECTION 2. EXECUTIVE COMMITTEE. The Executive Committee shall consist of the officers, the immediate past President, if circumstances allow, and seven other persons selected according to the By-Laws, and shall have the power to act on all matters for the Association, except as otherwise provided by this Constitution or the By-Laws. The immediate past President is an ex officio, non-voting member. All members of the Executive Committee shall be heads of their respective NASUCA member agencies or organizations.

SECTION 3. EXECUTIVE DIRECTOR AND OTHER EMPLOYEES. The Association may employ an Executive Director and other employees, with or without compensation, who shall have such duties as may be assigned by the Executive Committee, or in accordance with the By-Laws; provided, however, that the hiring of all personnel and the setting of all salaries, and the selection of the location of offices, shall be done with the approval of the Executive Committee.

#### SECTION 4.

#### COMMITTEES.

(a) **NOMINATING COMMITTEE.** A Nominating Committee, consisting of three (3) members, including a past President, to be appointed by the President, shall meet at each annual meeting and shall report a recommended slate of officers for the coming year to the business session of the annual meeting. Such slate shall consist of nominees for President, Vice-President, Secretary, Treasurer, and other members of the Executive Committee. Nominations may also be made from the floor at this meeting.

(b) **STANDING COMMITTEES.** The Association shall have Standing Committees as established in the By-laws.

(c) **AUDIT COMMITTEE.** The Audit Committee shall consist of the Treasurer, the President, and one other member of the Executive Committee. The Treasurer shall act as Chair of the Committee. The President shall appoint the remaining member from among the members of the Executive Committee. The committee will consult and work with the Executive Director in carrying out his duties, which shall include, but not be limited to:

(i) reviewing the Association's accounting, financial reporting, and systems internal controls;

(ii) selecting or retaining an independent registered public accounting firm to conduct the required bi-annual audits;

(iii) reviewing the performance of the Association's internal audit function, and the Association's response to any auditor recommendations; and

(iv) performing other duties delegated by the Executive Committee.

(d) **APPOINTMENT TO COMMITTEES.** The President shall appoint the Chair for each NASUCA committee. The Chair of each committee shall appoint, from the membership of the Association, no less than five (5) individuals to the Committee. No more than one individual from each member office may vote on the same committee.

(e) **OTHER COMMITTEES.** Other standing committees may be provided for as specified in the By-Laws. The President shall have the power to appoint such special committees as may be necessary.

#### SECTION 5.

The terms of each officer of this Association shall be from adjournment of the annual meeting at which such officer is chosen until the adjournment

of the next succeeding annual meeting at which his or her successor shall be chosen. The President shall fill any vacancies occurring in an officer's position by appointment for the remainder of that officer's unexpired term. Upon a vacancy occurring in the non-officer membership of the Executive Committee prior to the expiration of the term, the remaining members of the Executive Committee may fill the vacancy by appointment from the membership of the Association to serve the remainder of such unexpired term.

SECTION 6. An officer may be removed from office, with or without cause, by seventy-five percent of the members of the Association present at a special meeting called for that purpose.

SECTION 7. A quorum for meetings of the Executive Committee shall be in conformance with Article VI of this Constitution.

## ARTICLE IX

### AMENDMENTS

Amendments to this Constitution may be adopted at any meeting of the Association by a vote of two-thirds of the full members who are qualified to vote and constitute a quorum under Article VI of this Constitution, provided notice of such amendment has been duly given to the members at least thirty (30) days in advance of the meeting.

## ARTICLE X

### BY-LAWS

By-Laws not inconsistent with this Constitution may be adopted at any meeting of the Association by a vote of two-thirds of the full members who are qualified to vote and constitute a quorum under Article VI of this Constitution, provided notice of such By-Law or an amendment thereto has been duly given to the members at least thirty (30) days in advance of the meeting.

## ARTICLE XI

### LEGAL ACTION

The filing of any legal action in the name of the Association shall be in accordance with the provisions of the By-Laws.