

**BY-LAWS
OF THE
NATIONAL ASSOCIATION OF STATE UTILITY CONSUMER ADVOCATES**

ARTICLE I

NAME AND LOCATION

- Section 1. The name of this Association shall be the National Association of State Utility Consumer Advocates.
- Section 2. The Association shall be incorporated in the State of Florida as a 501(c)(4) organization.
- Section 3. The domicile of the Association is in the State of Florida. The offices of the Association shall be located at such place as the membership from time to time may determine.

ARTICLE II

MEMBERSHIP

- Section 1. A state official or agency may be admitted to membership in this organization in the following manner:
- (a) A state official or agency or other organization shall initially make a written application for membership to the Secretary, furnishing evidence that the applicant's powers and responsibilities satisfy the membership qualifications stated in Article III of the Constitution.
- (b) Within thirty days of receipt of a completed application for membership, the Secretary shall:
- (i) certify or refuse to certify the applicant's qualifications for membership;
 - (ii) notify the applicant of this decision; and
 - (iii) notify the membership of this action.
- (c) Upon certification of an applicant's qualifications for membership, the members shall vote on admission of the applicant. The vote may be taken

at the next annual meeting, a special meeting called for this purpose, or by written ballot distributed by regular or electronic mail.

(d) Upon the refusal of the Secretary to certify the qualifications of the applicant, the Secretary shall, at the written request of the refused applicant, place the subject application directly before the membership at the next annual meeting, a special meeting called for that purpose, or by written ballot distributed by regular or electronic mail. The membership may then decide whether the applicant is qualified, and vote to admit the applicant.

Section 2. A state official, state agency, or organization eligible for either Associate or Affiliate Membership in this Association pursuant to Article III, Sections 5 and 6 of the Constitution may seek to be admitted as either an associate member or an affiliate member, with the following rights of membership:

(a) An “associate member” shall have the right to serve on all standing and ad hoc committees of this organization, other than the Executive Committee, and the right to vote. The right to vote shall be limited to committee decisions and resolutions brought before the general membership.

(b) An “affiliate member” shall only have such rights as are designated by the membership of the Association, except that such rights shall not include the right to vote on matters before the general membership, hold office, or serve on the Executive Committee. Affiliate members may serve on standing or ad hoc committees and may vote only on decisions of those committees.

Section 3. A state official, state agency, or organization which is eligible for full or associate membership in this Association pursuant to Article III, Sections 1, 2, 3 or 5 of the Constitution shall not be eligible to become an affiliate member of this organization.

Section 4. A state official, state agency, or organization eligible for Associate or Affiliate Membership in this Association pursuant to Article III, Sections 5 and 6 of the Constitution may be admitted to Associate or Affiliate Membership under the same procedure set forth in Section 1 of this Article for the admission of members.

ARTICLE III

MEETINGS

- Section 1. The annual meeting of the membership shall be held in the fall of each year. The purpose of this annual meeting is the election of officers and other members of the Executive Committee, approval of the budget, and the transacting of such other business as may come before the meeting.
- Section 2. The President or designee of the President shall issue written or electronic notice of an annual or other Association meeting to the membership. Notice for an annual meeting shall be provided at least sixty (60) days in advance of the meeting, and notice of any other meeting shall be provided at least ten (10) days in advance of the meeting.

ARTICLE IV

EXECUTIVE COMMITTEE AND STANDING COMMITTEES

- Section 1. The Executive Committee shall meet regularly at such times and at such places as the President shall designate. The President may call special meetings of the Executive Committee from time to time and specify their time and place. A meeting may occur in person or by telephone, as the President designates.
- Section 2. The members of the Executive Committee shall not represent any position on behalf of the Association unless such position has been adopted by a resolution of the membership, or otherwise has been approved in accordance with the requirements of Article V of the By-Laws.
- Section 3. Standing Committees. The Association shall have the following Standing Committees:
1. Electric Committee
 2. Natural Gas Committee
 3. Telecommunications Committee;
 4. Water Committee;
 5. Consumer Protection Committee;
 6. Distributed Energy Resources and Energy Efficiency Committee; and
 7. Accounting and Tax Committee.
- Section 4. Standing committees shall report their activities during the business session of the annual meeting and at such other times as the President may direct.

Section 5. Officers and non-officer members of the Executive Committee shall be elected by majority vote of the membership at the annual meeting or a special meeting called for that purpose, giving due regard to the need to reflect the geographical diversity of the Association on the Executive Committee.

ARTICLE V

OFFICIAL POSITIONS OF THE ASSOCIATION

Section 1. No public position may be taken by NASUCA or by any member in the name of or on behalf of NASUCA unless such position has been specifically approved by the Executive Committee pursuant to a resolution of the membership or, absent such a resolution, unless such position is approved in the manner provided herein. This in no way restricts the ability of any individual member to take whatever position it deems appropriate in any proceeding in its own name.

Section 2. In no event shall any action be taken by NASUCA or any one of its members on behalf of NASUCA which is inconsistent with or contrary to a previously approved resolution.

Section 3. (a) The Executive Committee, upon majority vote, is authorized to take positions regarding matters other than litigation, in behalf of the organization, in the event that the position is consistent with an existing resolution.

(b) The Executive Committee is authorized to take positions in regulatory proceedings or litigation, by majority vote, on behalf of the Association, in the event that authorization for legal action has been specifically provided by resolution adopted in accordance with Article VII, Section 5 of the NASUCA Constitution. The Executive Director or the President shall provide written or electronic notice of any action taken by the Executive Committee under the provisions of this Section to the full membership in accordance with the provisions of Section 3 (c)(5) of this Article.

(c) In the event that a public position proposed to be taken by the Executive Committee is not addressed or specifically authorized by an existing NASUCA resolution, the Executive Committee may nonetheless authorize such action in accordance with the following provisions:

(i) Any such proposal shall be referred to the President who shall immediately refer the matter to the appropriate standing or special committee or, in the absence thereof, to an ad hoc committee appointed by the President for the purpose of reviewing the proposal. Written or electronic notice of the proposal, the referral to the Committee and the person to be considering the proposal shall be given to each NASUCA member.

(ii) A committee to which such matter has been referred shall meet immediately by any means, whether electronic, telephonic or in writing and shall issue its report to the Executive Committee as soon as possible.

(iii) The Executive Committee may take action on behalf of NASUCA pursuant to this subsection only after consideration of the designated committee's report and only upon the favorable vote of three-fourths of the total Executive Committee membership.

(iv) If such action is approved by the Executive Committee, the Executive Committee shall report its approval to the President with specific direction regarding the position to be taken on the issue or issues in question.

(v) The President shall then direct either the committee to which the matter was originally referred or, at the President's discretion, any other member of NASUCA to prepare such filings, documents or releases as may be required in accordance with the guidelines and directives issued by the Executive Committee. At the same time as this direction is issued by the President, the President shall also provide written or electronic notification to all member offices of the action being taken.

(vi) The Executive Committee may require that any filing, document or release be re-submitted to the Executive Committee for final approval or, in the alternative, the Executive Committee may provide, as a part of its decision hereunder, that the committee or individual NASUCA office preparing the filing, document or release be authorized to file or issue same directly.

ARTICLE VI

ASSESSMENTS AND FINANCE

- Section 1. Ninety (90) days prior to the annual meeting the Treasurer, with the assistance of the Executive Director and other employees or agents of the Association, as necessary, shall submit to the Executive Committee for review and revision a proposed budget and schedule of assessments for the next fiscal year.
- Section 2. Sixty (60) days prior to the annual meeting the Executive Committee shall send to each member a copy of the proposed budget and schedule of assessments (Fee Schedule) for the next fiscal year of the Association.
- Section 3. At the annual meeting the membership shall approve a budget and schedule of assessments for the next fiscal year.
- Section 4. Assessments shall be based upon the member's documentable annual appropriation or approved operating budget which reflects all direct and indirect utility related regulatory, legislative, administration and educational funding.
- Section 5. Waivers to assessments (if any) shall only be approved by the Executive Committee based upon:
- (a) the written request of the member stating the reason(s) therefor and any proposed alternative(s) in lieu thereof, and
 - (b) the recommendation of the Treasurer to the Executive Committee of its approval.
- Section 6. (a) Notice of annual assessments shall be sent to each NASUCA member no later than January 15 of each year.
- (b) Assessments shall be payable annually during the first quarter of each fiscal year.
- Section 7. The budget may be supplemented by additional assessments only upon a majority vote of the membership.
- Section 8. Funds unexpended at the end of a fiscal year shall be applied to the budget of the next fiscal year or maintained as a reserve.

- Section 9. The funds of the organization shall be:
- (a) deposited in such bank or trust company or companies as the Treasurer shall designate; and
 - (b) withdrawn in amounts greater than \$1000 only with the written approval of the Treasurer.
- Section 10. The fiscal year of the organization shall begin on January 1st of each year.
- Section 11. The Treasurer of the Association, with the assistance of the Executive Director and other employees or agents of the Association, as necessary, shall maintain a system of accounting for the Association's funds that complies with applicable accounting standards and that ensures that revenues and expenses associated with grants, gifts, donations, special projects, and any other third party revenues are appropriately segregated.
- Section 12. On a schedule established by the Executive Committee, the Treasurer of the Association, with the assistance of the Executive Director and other employees or agents of the Association, as necessary, shall contract for the performance of an independent financial audit or other financial review of the books and records of the Association. The Treasurer shall report the results of any such audit or financial review, together with any findings or recommendations, to the membership at the first Annual Meeting immediately following the completion of such audit or financial review.
- Section 13. Assessments for associate members shall be made on the following basis: An Associate Member shall pay a membership fee of not less than an amount established by the membership in accordance with Article V of the Constitution. However, in no event shall the associate member assessment exceed 90% of the full membership fee approved by the membership for a given fiscal year. An Affiliate Member shall pay an annual membership fee in an amount established by the membership in accordance with Article V of the Constitution. Annual membership fee assessments shall be adopted by a vote of the membership after the Treasurer has submitted a budget proposal, and as adopted shall govern the calculation of assessments, unless an exception is granted as provided for in these By-Laws. A schedule of such annual membership fees shall be distributed promptly to the members.
- Section 14. No member whose annual membership fee assessment has not been promptly paid shall be qualified to vote in accordance with Article III, Section 7 of the NASUCA Constitution, except upon waiver of this requirement by a disinterested majority of the Executive Committee upon good cause shown.

ARTICLE VII

AMENDMENTS

Section 1. These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by a vote of two-thirds of the full members who are qualified to vote and constitute a quorum under Article VI of the Constitution of the Association;

(a) at any annual meeting of the membership; or

(b) at any other meeting when the proposal to amend these By-Laws has been stated in the notice of such meeting.