

**THE CONSTITUTION OF THE
MUNICIPAL ELECTRIC UTILITIES ASSOCIATION
OF NEW YORK STATE**

ARTICLE I – NAME

This Association shall be entitled the Municipal Electric Utilities Association of New York State.

ARTICLE II – OBJECT

The object of this Association shall be to foster and advance the efficient operation of publicly owned and operated electric systems including the production, distribution, conservation and prudent use of electric power and energy for public service.

It shall operate for the mutual benefit of all members. It shall not engage in business for profit.

ARTICLE III – MEMBERSHIP

Membership shall be restricted to municipal corporations, rural electric cooperatives, and other organizations and individuals whose interests are compatible with the objects of the Association.

ARTICLE IV – MEETINGS

The Association shall meet annually or as otherwise provided by the Bylaws of the Association. Special meetings may be called by the Executive Committee or upon the written request of ten municipal members of the Association.

ARTICLE V – DUES AND ASSESSMENTS

Every member of the Association shall pay dues and assessments as prescribed by the Bylaws of the Association.

ARTICLE VI – OFFICERS

Article VI, Section 1. The officers of the Association shall be President, a President-Elect, two Vice Presidents, three Trustees, and other such officers as may be provided in the Bylaws of the Association. All officers shall constitute the Executive committee of the Association, having general administrative powers of the Association. These officers shall be selected as provided in the Bylaws of the Association.

Article VI, Section 2. The term of each officer shall be for one year, commencing immediately after the close of business of the final session of the annual meeting at which they were elected.

ARTICLE VII – QUORUM

A majority of the municipal members, represented by their accredited delegates, shall be present at a meeting to constitute a quorum for the transaction of all business of this Association.

ARTICLE VIII – POLICY

This constitution and Bylaws and the laws of the State of New York shall govern this Association.

ARTICLE IX – AMENDMENTS

This Constitution may be amended by resolution adopted by a two-thirds vote of the accredited delegates present at a meeting. Any amendment shall be proposed in writing, by a municipal member, to the President at least three months prior to the meeting. Notice of any proposed amendments, with the recommendation of the Executive Committee, if any, shall be mailed to each member at least one month prior to the meeting. The proposed amendment also shall be presented at the opening session of the meeting.

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**BYLAWS OF THE
MUNICIPAL ELECTRIC UTILITIES ASSOCIATION
OF NEW YORK STATE**

ARTICLE I – MEMBERSHIP

Article I, Section 1. Classes of membership in the association shall be (1) Municipal, (2) Associate, (3) Corporate, (4) Honorary, and (5) Life.

Article I, Section 2. Municipal members (referred to herein as “members”) shall be municipal corporations that have been created under Section 360 of the General Municipal Law of New York State or Section 3.308 of the Village Law of New York State, and have established and own and operate electric distribution or electric generation and distribution systems in New York State. The term “municipality” (or “municipal”) as used in the article shall mean the governing board of a municipal electric utility of a village, city or town, which governing board is either elected locally by voters within the municipality’s corporate limits or is appointed by such a locally-elected body, and is charged with all the responsibilities that accrue to the ownership and operation of a public utility as created above. Application for such membership shall be made in writing to the President. The Executive Committee shall review the applicant’s qualifications for membership and shall have the authority to accept or reject applications into temporary municipal membership until the next annual or special meeting when the application will be brought before the meeting for confirmation or rejection by a majority vote of the accredited delegates.

Article I, Section 3. Associate Membership. Organizations whose interests are companion with, similar to, and compatible with the objects of this Association, as stated in Article II of the constitution, shall be eligible for associate membership. Such membership is limited to municipalities outside of New York State and rural electric cooperatives within New York State. Application for such membership shall be made in writing to the President. The Executive Committee shall review the applicant’s qualifications for membership and shall have the authority to accept or reject applications into temporary membership until the next

annual or special meeting when the application will be brought before the meeting for confirmation or rejection by a majority vote of the accredited delegates. Any regularly elected associate membership shall be entitled to all the rights, privileges, and prerogatives of a representative of a member municipality as herein defined, except the right to hold office or vote at annual or special meetings, including but not limited to the right of attendance and voice at all meetings of the Association or its Executive Committee, with the consent of the membership. Such membership shall be terminated by majority vote of the Association by reason of incompatibility or otherwise.

Article I, Section 4. Corporate Membership. Corporate Membership. Organizations whose interests are companion with, similar to, and compatible with the objectives of this Association, as stated in Article II, shall be eligible for corporate membership. Such membership is limited to the following classes: (1) manufacturers, (2) manufacturing corporations, (3) distributors, (4) agents, (5) consultants. Application for such membership shall be made in writing to the President. The Executive Committee shall have the authority to accept or reject applications into temporary membership until the next annual or special meeting when applications will be brought before the meeting for confirmation or rejection by a majority vote. Any regularly elected corporate members shall be entitled to all rights, privileges, and prerogatives of a representative of a member municipality as herein defined, except the right to hold office or vote at annual or special meetings, including but not limited to the right of attendance and voice at all meetings of the Association or its Executive Committee, with the consent of the membership. Such membership shall be terminated by the majority vote of the Association by reason of incompatibility or otherwise.

Article I, Section 5. Honorary Membership. Persons who are not affiliated with any municipal member shall render such notable service to the Association as to obtain the favorable recommendation of the Executive Committee of this Association may be elected to honorary membership by a majority vote at the annual or any special meeting of the full membership. After election, such honorary member shall be entitled to all the rights, privileges, and prerogatives of a representative of a member municipality as herein defined, except the right to hold office in the Association and to vote at such annual or special meeting of the Association.

Article I, Section 6. Life Membership. Persons who are affiliated with any municipal member who render such notable service to the Association as to obtain the favorable recommendation of the Executive Committee of this Association, may be elected to Life Membership by a majority vote of the accredited representatives of the municipal membership. After election, such Life Member shall be entitled to all the rights, privileges, and prerogatives of a municipal member as herein defined, except the right to hold office in this Association, unless otherwise eligible as defined in article IV of the Bylaws, and to vote at such Annual or special meetings of the Association, unless otherwise eligible as defined in article V, Section 5. Once a life Member has retired from the municipality with which he or she has been affiliated, he or she shall be exempted from paying the registration fee at the Annual Conference of the Association.

Article I, Section 7. Any municipal member may resign from the Association, after fulfilling all obligations to it, by giving written notice of such intention to the President, which notice shall be presented to the Association at the first meeting after its receipt. Any municipal member who resigns may rejoin the Association upon written application submitted to the President, approval of the application by a majority vote of the accredited representatives of the municipal members at the annual or any special meeting, and the payment of any dues and assessments retroactive from the date of their resignation.

Article I, Section 8. A member may be suspended for a period of time or expelled for cause such as violation of any of the Bylaws or rules, or for conduct prejudicial to the best interest of the Association. Such suspension or expulsion shall be by two-thirds vote of the Association, provided a statement of said charge shall have been mailed, by registered post, to the member under charges at his or its last recorded address at least fifteen days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place the Association shall meet and also shall provide an opportunity to the member to present a defense at the time and place mentioned in such notice.

ARTICLE II – DUES

Article II, Section 1. For purposes of calculating annual dues for municipal member systems, the following categories of systems are established:

- Up to 1,000 retail customers - - - - - Category A
- 1,001 to 2,000 retail customers - - - - - Category B
- 2,001 to 6,000 retail customers - - - - - Category C
- More than 6,000 retail customers - - - - -Category D

Each year as deemed necessary the Executive Committee shall submit a resolution during the Annual Conference, for dues to be adopted and approved by the membership for each category of System to be applicable to the subsequent fiscal year (January 1 through December 31).

Article II, Section 2. Each year as deemed necessary the Executive Committee shall submit a resolution during the annual Conference, for dues to be adopted and approved by the membership for associate and corporate members to be applicable to the subsequent fiscal year (January 1 through December 31).

Article II, Section 3. The fiscal year of the association shall be January 1 to December 31. The annual dues shall be payable on January 1st of each year. The secretary shall forward to each member of the Association a bill for their dues thirty days prior thereto. A member elected to membership during any fiscal year shall pay the proportionate share of the dues of such current fiscal year.

Article II, Section 4. Members who fail to pay their dues, assessments or subscriptions within thirty days from the time same become due, shall be notified by the secretary and if payments are not made within the next succeeding thirty days, it shall be reported to the Executive Committee as in arrears, and if so ordered by the said Executive Committee, shall be dropped from the rolls and thereupon forfeit all the rights and privileges of membership. Any member dropped from the rolls for non-payment of dues or assessments, may rejoin the Association upon written application

submitted to the President, approval of the application by a majority vote of the accredited delegates of the municipal members at the annual or any special meeting, and the payment of any dues, assessments and subscriptions retroactive to the date of their being dropped from the roll.

ARTICLE III - OFFICERS

Article III, Section 1. The officers of this Association shall be a President, President-Elect, two Vice Presidents, and three Trustees. The President, President-Elect, and two Vice Presidents shall be elected from the membership. Each year, the retiring President shall become a trustee for a term of three years.

Article III, Section 2. The President, President-Elect, and two Vice-Presidents shall be elected for and shall serve one year from annual meeting to the next or until the office is vacated as described in Section 10 of this Article.

Article III, Section 3. The President shall preside at all meetings of the Association and of the Executive Committee, and shall perform such other duties as may be provided for in the Constitution and Bylaws. In the event of absence of the President, the President-Elect shall preside at meetings of the Association and the Executive committee. Should the President-Elect be unable to preside, the meeting shall be chaired by the Vice Presidents in order of seniority.

Article III, Section 4. The President shall, in conjunction with the Treasurer, sign all warrants drawn upon the Treasury.

Article III, Section 5. The Executive committee shall consist of the President, President-Elect, two Vice-Presidents, and three Trustees. Four members of the Executive Committee shall constitute a quorum.

Article III, Section 6. The Executive Committee shall be the governing body of this Association and, with the Executive Director, Executive Secretary, and Treasurer, shall serve as the general administrative body of this Association, subject to the Constitution and Bylaws.

Article III, Section 7. The Executive Committee may appoint a person to the position of Executive Director at a salary to be determined by the Executive Committee. The Executive Director shall do and perform all the necessary work to carry out all the functions and business of the Association, and what other work that may be assigned to him by the Executive Committee.

Article III, Section 8. The Executive Committee may appoint a person to the position of Executive Secretary, reporting to the Executive Director at a salary to be determined by the Executive Director and the Executive Committee. The duties of this position shall include:

- a. Keep clear, accurate records of the Association, including membership and attendance records.
- b. Record and maintain minutes of all annual and special meetings of the membership and of the Executive Committee.
- c. Maintain a repository of all correspondence and records of the Association.
- d. Prepare and transmit correspondence of the Association as required.

Article III, Section 9. The Executive Committee may appoint a person to the position of Treasurer at a stipend to be determined by the Executive Director and the Executive Committee. The duties of this position shall include:

- a. Establishment of an account in the name of the Association at a financial institution approved by the Executive Committee.
- b. Furnish a bond to be approved by the Executive Committee.
- c. Collect payable dues and assessments and deposit them in the Association's account.
- d. Assist in the preparation of the annual budget.

- e. Submit Association accounts for audit.
- f. Advise the Executive Committee on financial affairs of the Association.

Article III, Section 10. Succession of Officers. When an officer of the Association ceases, from any cause whatsoever, to hold office in the member municipality that he represented when elected to office in the Association, he shall be deemed ineligible to continue to hold office in the Association. Should a Trustee move from the State, become deceased, or resign for any reason, the Executive Committee, by a majority vote, shall appoint his successor, who shall be a Past President. If no Past President is eligible or willing to serve as Trustee, the Advisory Committee shall be asked to nominate a member of the Advisory Committee to the Executive Committee for approval.

In the event of ineligibility to hold office, prolonged or extended absence, disability, or death of the President, the office shall be filled by the immediate Past President. Should the immediate Past President be unable to serve, the succession to the presidency shall proceed through the most junior Trustee to most senior Trustee in inverse order of seniority as determined by the date of their most recent election as President. This appointment shall continue until the next Annual meeting, at which time the position shall be filled as described in Article IV. Should there be, for any reason, no Trustee available to fill the vacancy on a temporary basis, an immediate special meeting of the Association shall be called to hold a special election and the office filled as described in Article IV of the Bylaws.

In the event of ineligibility to hold office, a prolonged or extended absence, disability or death of the President-Elect or a Vice President, the unexpired term of office shall be filled by the remaining Vice Presidents in order of Seniority.

ARTICLE IV – ELECTION OF OFFICERS

Article IV, Section 1. Manner of election of officers. Prior to the first session of each annual meeting of the Association, the President shall appoint a Nominating Committee, to be composed of representatives

from three municipal members. At the first session of the annual meeting, the President shall announce the time and place when the Nominating Committee shall hold an open meeting for the purpose of receiving the nominations for offices to be filled, not later than the same day. At the next session following the open meeting of the Nominating committee, they shall submit their report with the names recommended by the committee for the offices to be filled, and the election shall be held. When making their recommendations regarding candidates, the Nominating committee shall take care to insure that representative geographical distribution is maintained through the members of the Executive Committee. The newly elected officers shall not take office until after the annual meeting at which they are selected.

Article IV, Section 2. Any delegate also may name a candidate from the floor and this person shall be considered as a nominee, if the nomination is seconded. If there is more than one name submitted for any one office, the election shall be by roll call as provided for in Article V, Section 5, of the Bylaws, for that particular office. When one name only is presented for one office, a motion may be entertained for the purpose of instructing the President or Presiding Officer to cast one ballot for the nominee. Any person from a member municipality may be eligible to hold office in the Association, but only one accredited delegate from each municipal member shall be entitled to vote for any office, and the person receiving the highest number of votes shall be declared elected.

ARTICLE V – MEETINGS

Article V, Section 1. There shall be an annual meeting of the Association during the month of September unless otherwise directed by the Executive Committee. Notice of such meeting shall be mailed to each member at least thirty days before the time appointed for the meeting.

Article V, Section 2. Special meetings of the Association shall be called by the Executive Committee, or upon the written request of ten municipal members in good standing of the Association; notice of any special meeting is to be given in the same manner as for the annual meeting except in emergencies when the meeting shall be called by the President. No other business than that specified in the notice of meeting shall be transacted at any special meeting of the members of the Association.

Article V, Section 3. Special meetings of the Executive Committee may be called by the President at such time and place as he may determine. Upon written request of at least four members of the Executive Committee, the President shall call a meeting at such time and place as may be requested by the petitioning members. Any business affecting the welfare of the Association may be acted upon at any meeting of the Executive Committee whether or not such business is mentioned in the call of the meeting.

Article V, Section 4. The presence of a majority of the municipal members as represented by their accredited delegates shall be necessary to constitute a quorum for the transaction of business. If a quorum is not present, they may adjourn to some future time, not less than six days and not more than twenty days later. The Executive Secretary shall thereupon mail notice of adjournment not more than three days after the adjourned meeting to each member entitled to vote, who was absent from the meeting adjourned. If the meeting is to be reconvened, this notice also shall contain the time and place of the meeting.

Article V, Section 5. Every municipal member of the association shall be entitled to vote at any regular or special meeting. Each member may send as many representatives as it desires, but only one accredited delegate shall have the right to cast the vote for the member. An accredited delegate is defined as a person, or persons, authorized by a municipal member to represent, and vote for said municipality. Such authorization shall be in writing, properly executed, and filed with the Executive Secretary prior to the commencement of the meeting. An accredited delegate may represent more than one municipal member. An alphabetical roll call shall be prepared by the Executive Secretary and on every question before the Association, the entire roll of members shall be called, and the vote of the members recorded. All Questions shall be decided by a majority vote of the accredited delegates present unless otherwise stated herein.

Article V, Section 6. The order of business shall be as follows at all meetings of the Association and the Executive Committee:

1. Call to Order
2. Call of the Roll
3. Proof of Notice of the Meeting
4. Executive Secretary's Report and Minutes
5. Treasurer's Report
6. Committee Reports
7. Executive Director's Report
8. President's Report
9. Correspondence and Communications
10. Unfinished Business
11. New Business
12. Election of Officers and members
13. Adjournment

This order of business may be altered or suspended at any meeting by a majority vote of the accredited delegate present.

Article V, Section 7. All resolutions must be submitted on the second day of the annual meeting and read to the membership, and on the last day of the annual meeting shall be voted upon for adoption or rejection.

ARTICLE VI – COMMITTEES

Article VI, Section 1. The standing committees of this Association shall be: Audit, Finance, Engineering, Safety and Training, communication, Bylaws, and Liaison. Members of these committees shall be named by the President. The first person named to a committee shall be considered Chairman. The Chairman of all standing, special and ad hoc committees, the regional representatives, and the Executive Director shall constitute an Advisory Committee.

Article VI, Section 2. The President shall have the power to appoint ad hoc and special committees for the investigation of matters of interest to the Association, and for the conduct of any other duties that he may designate to them. The person first named to a committee shall be considered the Chairman.

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Article VI, Section 3. The President shall appoint a Resolutions committee to serve at the annual convention.

Article VI, Section 4. The President shall appoint a Nominating committee as described in Article IV, Section 1 of the bylaws.

ARTICLE VII – MUNICIPAL ELECTRIC AGENCY OF NEW YORK STATE

Article VII, Section 1. The Municipal Electric Agency of New York State is created for the sole purpose of entering into joint agreements for the provision of public power and energy for its members through generation, purchase, and transmission or wheeling agreements or contracts. A certain sum of money is set aside in the budget for the creation of this municipal entity, which sum shall be repaid to the Association in due time from subscription fees paid to this agency from its own members.

Article VII, Section 2. Membership shall be restricted to the same classes noted in the Association Bylaws. It is intended, however, that all who participate in and benefit from this entity shall have an equal vote in all matters.

Article VII, Section 3. This joint action agency shall create its own Bylaws, subject to approval of the Executive Committee of this Association. It shall then elect its own officers and hire its own employees. Once created and self-sufficient, having repaid all debts to the Association, this agency shall be an entity totally separate from the Association.

ARTICLE VIII – BUDGET

The Executive Committee shall at each annual meeting present a detailed budget of its estimated expenses and revenues for the ensuing year, and also shall file with the President a detailed statement of annual expenses incurred during the preceding year. No extra assessments or expenditures over and above dues shall be assessed, except by a majority vote of the entire membership, and then only if a notice of the vote on the additional assessment shall have been mailed to each member at least thirty days before the vote upon the motion.

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ARTICLE IX – AMENDMENTS

These Bylaws may be amended, repealed, or altered in whole or in part, at the annual or any special meeting of the Association. Any amendment shall be proposed in writing by a municipal member to the President, at least three months prior to the annual or any special meeting. Notice of any proposed amendments, with the recommendation of the Executive Committee, if any, shall be mailed to each member at least one month prior to the opening session of the meeting. The proposed amendment also shall be presented at the opening session of the meeting. A favorable vote of two-thirds of the accredited delegates of the members present, at such annual or special meeting shall be required to adopt any amendment.

ARTICLE X – PARLIAMENTARY RULES

“Roberts’ Rules of Order” shall be the governing parliamentary law of the Association, in all cases not definitely provided for by its Constitution and Bylaws, or its own rules.