



**Northeast Association of
Electric Cooperatives, Inc.**

Bylaws

Amended: May 2023

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ARTICLE I: ORGANIZATION

Section 1: Name

The name of this organization shall be the Northeast Association of Electric Cooperatives, Inc. hereinafter referred to as the Association.

Section 2: NEAEC

The Association may also be referred to as the NEAEC.

Section 3: Incorporation

The Association was incorporated in the State of New Hampshire in 1995.

ARTICLE II: PURPOSE

The Association shall exist for the following purposes:

- A. Promote, foster, develop, and encourage the program of Rural Electrification in the Northeastern United States;
- B. Further the general welfare and protect the interest of its members;
- C. Enhance the safety, stability, security, and prosperity of its members and all rural electric cooperatives;
- D. Disseminate information relating to agencies engaged in the promotion of rural electrification;
- E. Assist its members to provide electric energy at the lowest possible cost consistent with sound economy;
- F. Promote the marketing of electric energy for the benefit of the community consistent with sound conservation practices;
- G. Provide a forum for the expression and interchange of ideas and facts pertaining to rural electrification; and
- H. Exercise such powers, subject to limitations and conditions that only such powers shall be exercised, as are in the furtherance of the exempt purposes of organizations as set forth in Section 501(c) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE III: MEMBERSHIP

Section 1: Classes of Membership

There shall be two classes of membership, namely Voting Member, hereinafter referred to as Member, and Non-voting Associate Member, hereinafter referred to as Associate.

Section 2: Membership Eligibility

Any rural electric distribution cooperative, any rural electric generation and transmission cooperative, and any utility district providing electric distribution service located and/or incorporated in any of the following five states: New York, Vermont, Rhode Island, New Hampshire, or Maine and is a member of the National Rural Electric Cooperatives Association (NRECA) is eligible to be a Member.

Section 3: Associate Membership Eligibility

Any individual, partnership, corporation or government agency doing lawful business with any Member, such as, but not limited to consultant, engineer, accountant, attorney, supplier, contractor, power authority, cooperative trade or service association, or lender is eligible to be an Associate Member. Electric cooperatives located in states other than those noted in Article III, Section 2, are eligible to be Associate Members.

Section 4: Membership Denial

Membership can be denied only for cause and then only for a cogent and lawful reason.

Section 5: Annual Membership Fee

The annual membership fee for each Member and Associate shall be \$200 and \$100 dollars respectively, applicable for the fiscal year May 1 through April 30 of the following year.

Section 6: Annual Dues Statement

In addition to the annual membership fee, each electric distribution cooperative Member may be assessed annual dues not to exceed 10 cents for each connected meter receiving electric energy as of December 31 of the preceding year as reported in the Form 7 or other reliable source. The assessed amount shall be determined by the Board of Directors and, combined with other revenue, shall be sufficient to: liquidate all existing debts, pay all authorized expenses for the Annual Meeting, cover all other budgeted items, and provide a contingency over and above the total approved budget.

Section 7: Nonliability for Debts

The property and assets of the Members and Associates of the Association shall be exempt and saved harmless for any debts or liabilities of the Association.

Section 8: Member or Associate Expulsion

The Board of Directors, by a majority vote of directors thereof present and voting, may expel any Member or Associate for cause. Any individual or organization so expelled may be reinstated at any meeting of the Association by a majority vote of the Members, and upon payment of any existing debt, annual membership fee, or annual dues owed and payable to the Association.

Section 9: Membership Withdrawal

Any Member or Associate may voluntarily withdraw from membership in the Association upon advance written notice and payment in full of all debts, if any, owed to the Association.

ARTICLE IV: MEETINGS

Section 1: Annual Meeting

An Annual Meeting of the Association shall be held at a time and place to be selected by the Board of Directors for the purpose of electing officers, approving minutes and reports, and transacting such other business as may be appropriate.

Section 2: Meeting Location

The Annual Meeting and any special meetings shall be held at a convenient location either virtually or in the State of New York, Vermont, Rhode Island, New Hampshire, or Maine. The host of the Annual Meeting shall be rotated in turn through the five states insofar as it is practical.

Section 3: Business Meeting at Annual Meeting

An Association business meeting shall be held during the Annual Meeting.

Section 4: Board Meeting at Annual Meeting

The Board of Directors shall meet prior to the start of the Annual Meeting. If possible, this session should be held the day before the start of the Annual Meeting.

Section 5: Notice of the Annual Meeting

All Members and Associates shall be provided notice of the meeting by mail (including electronic mail), to include a summary of the purpose or an agenda, and the response required, not less than 15 calendar days before the meeting date. Such notice shall include any proposed Bylaw amendments.

Section 6: Voting Delegates

Each Member may appoint one Voting Delegate and an Alternate to exercise voting privileges at any Annual or special meeting of the Association. In the absence of the Voting Delegate, the Alternate shall become the Voting Delegate pro tem. A Voting Delegate shall be a Cooperative Trustee, Director or Employee.

Section 7: Annual Planning Meeting

- A. The Board of Directors shall meet at an Annual Planning Meeting no later than January 31 preceding the Annual Meeting at a time and place selected by the General Manager/President.
- B. The Planning Committee shall also meet at the Annual Planning Meeting. At this meeting, the Planning Committee shall plan for the Annual Meeting, select topics and subject for presentation, determine menus, select participants and guest speakers, discuss proposed awards, and develop an agenda for the Annual Meeting.

Section 8: Special Meetings

Special meetings may be called by the General Manager/President or the Board of Directors for a specific purpose and upon written notice to all Members and Associates of record not less than 15 calendar days before the meeting date. Such notice shall include the purpose of the special meeting.

ARTICLE V: OFFICERS

Section 1: Officers

The Officers of this Association shall be a General Manager/President, Vice President, Secretary, and Treasurer. These Officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted herein.

Section 2: Officer Nominations

It shall be the duty of the Nominating Committee to nominate a candidate for each office to be filled at the Annual Meeting. After the report of this Committee at the annual business meeting and prior to the election of officers, additional nominations from the floor shall be permitted.

Section 3: Officer Elections

Each Officer shall be elected to serve for one year or until a successor is elected. An Officer’s term of office shall begin at the close of the meeting at which he or she is elected, or at such date determined by a vote of the Members present at the Annual Meeting.

Section 4: Qualifications for Office

To be nominated, elected, and hold office in this Association, an individual shall be a Trustee, Director, or Employee of a Member. No Member shall hold more than two offices at a time.

Section 5: Duties of the General Manager/President

The General Manager/President shall: (a) preside at all meetings of the Association; (b) act as Chair of the Board of Directors; and (c) act as Chair of the Planning Committee.

Section 6: Duties of the Vice President

The Vice President shall discharge the duties of the General Manager/President whenever the General Manager/President is unable to do so.

Section 7: Duties of the Secretary

The Secretary shall: (a) keep an accurate record of the proceedings of the Association; (b) maintain custody of all corporate books and records except such as shall be in the charge of the Treasurer; and (c) give written notice of special meetings and the Annual Meeting.

Section 8: Duties of the Treasurer

The Treasurer shall: (a) receive all monies on behalf of the Association and make disbursements; (b) document all financial transactions accurately and thoroughly; (c) safeguard the Association’s monetary assets; (d) notify Members and Associates annually of the amount of membership fees and dues owed and collect same; and (e) provide a full written financial account at the Annual Meeting and at such times as the General Manager/President or the Board of Directors may determine.

ARTICLE VI: BOARD OF DIRECTORS

Section 1: Board of Directors

The four elected Officers of the Association and the immediate past General Manager/President (other than the current General Manager/President) shall constitute the Board of Directors.

Section 2: Board Meetings

The Board of Directors shall meet at the Annual Planning Meeting and prior to the Annual Meeting.

Section 3: Special Meetings

Special meetings of the Board of Directors may be called by the General Manager/President, Vice President, or a minimum of two directors upon notification in writing to the Secretary, who shall in turn notify each member of the Board of Directors.

Section 4: Powers

The Board of Directors shall have general supervision of the affairs of the Association and shall exercise all of the powers of the Association except as are by law, the Articles of Incorporation, or these Bylaws conferred upon or reserved to the Members. The fiscal year for the Association shall be May 1 through

April 30 of the following year.

Section 5: Quorum

Three or more directors shall constitute a quorum. Each director shall have the right to cast one vote, or to abstain.

ARTICLE VII: COMMITTEES

Section 1: Standing Committees

The Association shall have the following Standing Committees: Nominating, Budget, Auditing, Bylaws and Policy, Awards, and Planning. Committee members shall be a Cooperative Trustee, Director, or Employee. The General Manager/President shall be an ex officer member of all committees except the Nominating Committee.

Section 2: Nominating Committee

The Nominating Committee shall consist of representatives of at least three Members appointed at the Annual Planning Meeting by the Board of Directors.

Section 3: Budget Committee

The Budget Committee shall consist of the Treasurer and representatives of two Members appointed by the General Manager/President. This Committee shall review the current budget and prepare a new budget for the ensuing year.

Section 4: Auditing Committee

The Auditing Committee shall consist of representatives of at least two Members appointed by the General Manager/President to audit the financial records of the Association.

Section 5: Bylaws and Policy Committee

The Bylaws and Policy Committee shall consist of the Secretary and representatives of at least two Members appointed by the General Manager/President. This Committee shall suggest changes thereto as deemed necessary.

Section 6: Awards Committee

The Awards Committee shall consist of the Vice President and representatives of at least two Members appointed by the General Manager/President to present names of candidates for the Governor George D. Aiken Award. This award is to be presented at the Annual Meeting. The award will be approved at the Annual Planning Meeting if nominations are available at that time. Nominations made after the Annual Planning Meeting shall be approved by a vote of the Board of Directors. Such vote is to be taken in person or by telephone.

Section 7: Planning Committee

The Planning Committee shall consist of the Board of Directors and all representatives from Members present at the Annual Planning Meeting. There shall be no limitation on the number of individuals attending the Planning Committee Meeting from any member organization.

Section 8: Other Committees

Such other Committees, standing or special, shall be appointed by the General Manager/President or by the Board of Directors, if in session, as shall be deemed necessary to carry on the work of the Association.

ARTICLE VIII: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert’s Rule of Order, Newly Revised, shall govern this Association in all cases to which they are applicable and in which they are not inconsistent with the Bylaws and any special rules of order the Association may adopt.

ARTICLE IX: AMENDMENT OF BYLAWS

These Bylaws may be amended by the Members at any meeting by a two-thirds vote of Members present and voting. The text of any proposed amendment must be submitted in writing to the Secretary at least 60 days prior to the meeting. Notice of any amendments must be provided with the notice of the meeting at which the amendment will be considered.