

**BYLAWS OF
THE NATIONAL ENERGY AND UTILITY AFFORDABILITY COALITION
AS APPROVED THIS XX DAY OF XXXXXX, 20XX**

ARTICLE I

NAME, PURPOSE AND OBJECTIVES, AND LOCATION OF OFFICE(S)

Section 1. Name

The National Energy and Utility Affordability Coalition (NEUAC) is hereby constituted an incorporated nonprofit Section 501(c)(3) Corporation as defined by the Internal Revenue Code and may undertake allowable charitable and educational activities in order to ensure utility affordability for Americans with limited resources, especially those most vulnerable because of age or disability. NEUAC shall be a membership organization, and shall not have the authority to issue stock.

Section 2. Statement of Purpose and Objectives

NEUAC is a broad-based coalition of diverse organizations dedicated to heightening the awareness of the energy needs of limited income consumers, fostering public/private partnerships and engaging in other activities to address the utility needs of consumers with limited resources.

The goals of the NEUAC are to increase awareness and understanding of the nature and magnitude of energy/utility poverty; formulate and advance utility policy affecting those most in need through compilation, analysis, and dissemination of data and information; provide information and technical assistance in the creation and development of fuels funds and other utility assistance programs; improve communications and coordination of stakeholders associated with energy and utility assistance programs; and take all action necessary, appropriate, and achievable to realize the foregoing purposes. NEUAC may engage in other activities to address the energy and other basic needs of consumers with limited resources which may lawfully be done by an incorporated nonprofit organization under and pursuant to the laws of the State of Missouri and other applicable laws.

Section 3. Location of Office(s)

The principal office will be located in Kansas City, MO. NEUAC also may establish offices at such other locations as the Governance Board may determine.

ARTICLE II

MEMBERSHIP

Section 1. Membership Criteria

Membership in NEUAC shall be open to organizations with income-eligible utility affordability programs and other individuals, groups, organizations and/or corporations that share the purposes and objectives outlined in Article I, Section 2.

Section 2. Member in Good Standing/Board Member in Good Standing

For the purposes of these bylaws, the term “member in good standing” means a member of NEUAC who is current in payment of membership dues. For Governance Board and officer positions to be considered board members in good standing, the organizational representative also will have met the requirements and expectations for their position(s) as outlined in these bylaws, including attendance requirements and committee participation or leadership role(s).

Section 3. Voting Rights

Voting rights are granted to organizational members in good standing. Each organizational member shall have one vote, shall be eligible to make nominations and vote in elections for the Governance Board, and may participate in the Annual Membership Meeting with full motion and voting rights.

Section 4. Membership Dues

Annual membership dues shall be such amounts as the Governance Board shall determine and shall be payable in accordance with the schedule established by NEUAC.

Section 5. Revoking and Renewing Membership

NEUAC shall have the right to refuse, renew, revoke, or reinstate at any time the membership of any individual or organization, by a two-thirds vote of a quorum of Governance Board.

Section 5. Membership Privileges

In addition to voting rights, members shall be entitled to such additional rights and privileges as determined by the Governance Board.

Section 6. Membership Meetings

At least one regular meeting of members shall be held annually and shall be convened by the President of the Governance Board. Those members in good standing present shall constitute a quorum during the Annual Membership Meeting and any subsequent membership meetings.

ARTICLE III

BOARD STRUCTURE

The NEUAC board will be comprised of three categories: Governance Board members, Advisory Board members, and Ex-Officio Board members.

Section 1. Governance Board Members

NEUAC shall establish a Governance Board comprised of nonprofit and utility members of NEUAC in good standing. The Governance Board of NEUAC shall have as a common interest a concern in the utility affordability needs of limited income consumers and a commitment to educate themselves and others as to potential resolutions of the problems faced by such persons, and will support the Statement of Purpose and Objectives for NEUAC as outlined in Article I, Section 2.

The Governance Board has a duty of undivided loyalty to the mission of NEUAC including avoidance of self-interest, protection of property and assets, and obedience to these bylaws. The purpose of the Governance Board shall be to make decisions on fiduciary, governance, and other important matters related to the organization and to provide guidance and support to the staff of the NEUAC.

The Governance Board shall be comprised of members numbering not less than twenty-one (21) and not more than thirty-five (35) who are broadly representative of the membership's interests and various geographic regions of the country. The majority of members elected to the Governance Board shall be from nonprofit organizations.

Each member of the Governance Board shall designate an employee to represent the organization for the purposes of carrying out the responsibilities of board service, and may designate an alternate to carry out the responsibilities of board service in his or her absence. The member may replace such representative with the designated alternate or another employee to serve out the member's term when necessary.

While this may not constitute a complete list, at a minimum the following matters should be addressed and/or voted upon by the Governance Board:

- a. Policy decisions
- b. Annual budget
- c. Organizational strategic plan
- d. Any legal action
- e. Assumption of a major new financial risk or obligation (e.g. mortgage or lease)
- f. Hiring, annual review, or dismissal of an executive director
- g. New Ex-Officio board members
- h. Revocation of membership
- i. Removal of an Officer

Section 2. Advisory Board Members

NEUAC shall establish an Advisory Board comprised of members in good standing that are not currently serving on the Governance Board and support the Statement of Purpose and Objectives as outlined in Article I, Section 2. The purpose of the Advisory Board shall be to provide additional expertise to NEUAC, serve on certain committees, volunteer at events, and perform other supportive functions. Each member of the Advisory Board shall designate an employee to represent the organization for the purposes of carrying out the responsibilities of board service and may designate an alternate employee to carry out those responsibilities in the absence of the official member. Advisory Board members differ from Ex-Officio members in that members of the Advisory Board may be nominated for the Governance Board, if eligible.

Section 3. Ex-Officio Board Members

NEUAC shall establish an Ex-Officio Board representing organizations that have national impact, interest, and/or expertise on the issue of utility affordability, and support the Statement of Purpose and Objectives as outlined in Article I, Section 2. The purpose of the Ex-Officio Board shall be to offer expertise, long-term guidance, and broad perspective on issues related to utility affordability. There is no term limit for Ex-Officio board members. The Ex-Officio member organization shall designate an individual to serve as the representative to NEUAC, and also may designate an alternate to serve in his or her absence. Membership dues in NEUAC are optional only for government-designated Ex-Officio board members.

Section 4. Attendance Requirement

In order to assure the proper discharge of his/her duties, each member of the Governance Board is expected to attend all meetings of the Governance Board, and are required to attend two (2) meetings in person each year. The Secretary of the Governance Board shall be tasked with tracking attendance at each meeting and notifying members of non-compliance.

Advisory Board members are invited and encouraged to attend and participate in Governance Board meetings, but do not have voting or motion rights during board meetings. If any Advisory Board member fails to participate by phone or in person at four (4) consecutive board meetings, the member will have forfeited its position on the board. Advisory Board members may be nominated and elected to the Governance Board, if eligible.

Ex-Officio members are invited and encouraged to attend and participate in Governance Board and NEUAC Committee meetings, but do not have voting or motion rights during Governance Board meetings. If any Ex-Officio Board member fails to participate by phone or in person at four (4) consecutive board meetings, the member will have forfeited its position on the board.

a. Electronic Attendance in Governance Board Meetings

Members of the NEUAC board may participate in Governance Board meetings by any means that allows all persons participating in the meeting to communicate and understand one another simultaneously. Participation by Governance Board members by such means shall constitute presence at the meeting for the purposes of establishing a quorum, but does not replace the requirement to attend two (2) in-person meetings per year unless determined otherwise by a majority vote of the Governance Board.

Section 5: Participation Requirement

Governance Board members shall participate in at least one (1) NEUAC board committee or leadership role.

Advisory Board members are encouraged to participate in at least one (1) NEUAC board committee or leadership role.

Ex-Officio members are encouraged to participate in at least one (1) NEUAC board committee or leadership role.

ARTICLE IV

NOMINATIONS AND ELECTIONS

Section 1. Nominations

All candidates for the Governance, Advisory, and/or Ex-Officio Board must be members in good standing of NEUAC at the time of nomination in order to be considered.

GOVERNANCE BOARD

Any member in good standing of NEUAC may nominate their own nonprofit or utility organization or another nonprofit or utility organization to the Governance Board. Candidates for the Governance Board shall be presented to members in good standing no less than forty five (45) calendar days in advance of the Annual Membership Meeting of NEUAC.

ADVISORY BOARD

Any member in good standing of NEUAC may nominate their own organization or another NEUAC member organization to the Advisory Board.

EX-OFFICIO BOARD

The Governance Board will nominate members to the Ex-Officio board.

Section 2. Elections and Terms

GOVERNANCE BOARD

Each Governance Board member shall be elected according to the largest number of votes in each of two categories, utilities and nonprofits, and shall serve a term of three (3) consecutive years. Upon expiration of the first three- (3) year term, each member may be re-elected to serve one additional term of three (3) consecutive years. When all eligible terms have expired, the member is required to take a one- (1) year break in service before being eligible for re-election to the Governance Board.

Completed ballots shall be delivered to the Chair of the Credentials and Elections Committee who will convene a committee meeting to review and ratify the results of the election.

In a contested election, the nominee having the highest number of valid votes among the contested nominees shall be the winner(s), and ties shall be determined by blind drawing of names by the Chair of the Credentials and Elections Committee during the Annual Membership Meeting. In the event of a conflict of interest or if the Chair is unable for any reason to complete the duties of his or her position, the President of the Board shall assume his/her duties.

ADVISORY BOARD

Advisory Board members are elected annually by a majority vote of the Governance Board during the summer quarter meeting.

EX-OFFICIO BOARD

Members of the Ex-Officio board require a one-time vote by Governance Board. A vote of at least two-thirds of Governance Board Members is required in order to establish the organization as a member of the Ex-Officio Board.

Section 3. Officers/Executive Committee

At a minimum, the Officers of NEUAC shall be a President, First Vice President, Second Vice President, Secretary, and Treasurer. Officers must be current Governance Board members. The immediate Past President shall participate in meetings of the Officers in an advisory capacity and shall not have voting privileges as an Officer, unless otherwise stated in these bylaws. These Officers shall constitute the Executive Committee.

To the extent practicable, the majority of Officers shall be affiliated with nonprofit organizations from the Governance Board. In the context of this paragraph, the term “practicable” means that if a majority seating of nonprofit Officers is possible based on nominations made in accordance with the provisions of Article IV, Section 1, then regardless of the ultimate board vote a nonprofit majority of Officers shall be seated.

Incoming Officers shall be nominated and elected by a majority of the outgoing members of the Governance Board. Officers shall serve a one-year term of office. Their term shall begin at the close of the Annual Membership Meeting and continue through the Annual Membership Meeting the following year, regardless of length of term. Officers are eligible to serve two (2) consecutive one (1)-year terms in the same position. No officer may hold more than one position concurrently.

The Officers shall be responsible for management of NEUAC between board meetings. Such management shall include, but not be limited to, entering into contracts, establishing compensation for the Executive Director, managing finances, acting on recommendations by board committees, and ensuring that all activities of the board are carried out. Actions undertaken by the Officers will be reported to the full Governance Board at the next subsequent board meeting.

In the event that a vote by the Officers is not unanimous regarding any motion, the matter shall be shared with the Governance Board for a final decision.

The powers and duties of the Officers of NEUAC are as follows:

a. President

The President shall be the Executive Officer of NEUAC. He or she shall call and preside at meetings of NEUAC and the Governance Board, and he or she is considered to be a member of all committees. The President may create or amend ad-hoc committees as necessary. The President shall be the chief liaison to the Executive Director.

b. First Vice President

The First Vice President shall assist the President in the general supervision of NEUAC and shall perform the duties of the President in his/her absence.

c. Second Vice President

The Second Vice President shall assist the President and First Vice President in the general supervision of NEUAC and shall perform the duties of the First Vice President in his/her absence.

d. Secretary

The Secretary shall keep the minutes of the meetings of the NEUAC Governance Board.

The Secretary shall be provided a list of all Governance Board members for purposes of establishing a quorum at each meeting and shall call for a roll call vote when necessary. He or she shall keep a record of and manage attendance requirements of board members.

e. Treasurer

The Treasurer shall be responsible for primary financial oversight of NEUAC and be custodian of the fund(s). He or she shall work closely with NEUAC staff to ensure that payments are made in accordance with the budget and full and accurate accounts are kept, and shall present financial statements at the Governance Board meetings. He or she shall present the annual budget to the Governance Board for its approval at the Annual Meeting.

He or she also is responsible for presenting the long-range financial plan for NEUAC. He or she shall work closely with the NEUAC staff to ensure timely preparation of the records for audit and will present the audit results to the Governance Board.

The Treasurer shall serve as Chair of the Finance and Audit Committee.

f. Past President

The Immediate Past President shall provide historical context for discussions and advise current Officers as necessary.

Section 4. Vacancies, Resignations, and Officer Removal

Mid-term vacancies for Officers will be filled by appointment by the President. In the event that the President position is vacant, the position will be filled in the interim by the First Vice President until the next election.

Any Governance Board member who does not send a representative to attend three (3) board meetings in any one-year period shall be deemed to have tendered his/her resignation.

An Officer or any Governance, Advisory, or Ex-Officio board member may be removed at any time if two-thirds of the members of the Governance Board vote for such removal for reasons including but not limited to failure to act in the best interests of NEUAC or lack of sympathy with the stated mission as stated in Article I, Section 2.

ARTICLE V

BOARD MEETING STRUCTURES

Section 1. Regular Governance Board Meetings

Meetings of the Governance Board shall be held regularly to further the purposes of NEUAC. These meetings may be convened no less than three (3) times a year at such times and places as the Board determines, and when called by the President.

Section 2. Special Governance Board Meetings

Special Governance Board meetings may be called by the President or at the request of five or more members of the Governance Board with a minimum of ten (10) days written or electronic notice of time and location/access information for the purpose given in the notice.

Section 3. Notice of Meetings

Notice of regular Governance Board meetings customarily will be announced at least two weeks in advance via written or electronic notice. Notice of the Annual Membership Meeting shall be furnished to the membership at least forty-five (45) days in advance.

Section 4. Quorum

At all meetings, 51% of the Governance Board shall constitute a quorum for the transaction of any business.

Section 5. Compensation

No activity shall inure to the benefit of any Board member, each of whom shall serve without compensation.

Section 6. Voting

In the event that an organization's main representative to the Governance Board is unable to attend a board meeting, the named alternate for that organization may cast the vote for that organization. If there are an even number of board members present for any

governance board meeting or board vote, the board president will vote last, and if the President's vote would cause a tie, the President would refrain from voting.

ARTICLE VI

BOARD COMMITTEES

Section 1.

Standing Committees. The purpose of the standing committees of NEUAC is to advise the Governance Board and Executive Director on specific areas of focus. Unless otherwise stated in these bylaws, committees are tasked with making recommendations to the Governance Board. Standing committees represent the activities of NEUAC that are ongoing in nature and include the Executive, Nominating, Credentials and Elections, Fundraising, Finance and Audit, Membership, Conference, and Public Policy and Advocacy committees. The President of the Governance Board of NEUAC shall appoint the chairpersons for standing committees with approval by a majority of the Executive Committee, with the Past President permitted to vote in the event of a tie. The chairpersons and members of standing committees shall be representatives of the Governance Board, Advisory Board, or Ex-Officio Board unless otherwise stated in these bylaws.

- a. **Executive Committee.** The Executive Committee is entitled to exercise the powers of the Board, where necessary, between Board meetings provided that all actions legally binding for the organization made by the Executive Committee must be ratified at the next regular Board meeting.
- b. **Nominating Committee:** This committee shall oversee the recruitment and nomination of new Governance Board members. The Nominating Committee also shall oversee recruitment and nominations for Officers annually, or when a vacancy exists. Whenever possible, the Nominating Committee should be comprised of an odd number of members.
- c. **Credentials and Elections Committee:** The Credentials and Elections Committee (C&E Committee) shall validate the result of member votes and consider and decide all questions, issues, or disputes regarding the tabulation and certification of member votes for the NEUAC Governance Board and Officers elections. The Chair of the C&E Committee shall present election results at the Annual Membership Meeting. Whenever possible, the C&E Committee shall consist of an odd number of members numbering no more than seven (7).

- i. A C&E Committee member may not be: (1) a member of the Nominating Committee; or (2) an existing or a close relative of an existing NEUAC employee or any candidate for the Governance Board or Officers.
 - ii. A C&E Committee decision or action requires a vote of a majority of the C&E Committee members and results must be presented to the Governance Board for ratification.
- d. Fundraising Committee:** The Fundraising Committee shall assist NEUAC staff with fundraising plans and activities, secure financial support for NEUAC, and assist NEUAC staff with communication strategies.
- e. Finance and Audit Committee:** The Finance and Audit Committee will oversee the organization's financial status, routine audits, and IRS annual filings. The committee shall review the financial statements for the organization monthly and report to the board quarterly on the financial status of the organization.
- f. Membership Committee:** The Membership Committee is responsible for member benefits, member fund development and assisting NEUAC staff with outreach to lapsed and potential NEUAC members.
- g. Public Policy and Advocacy Committee:** This committee is responsible for supporting NEUAC staff with the planning of LIHEAP Action Day as well as providing feedback on positions regarding public policy issues including utility assistance, weatherization, utility affordability, and poverty.
- h. Conference Committee:** This Committee shall be responsible for the supporting NEUAC staff in the planning and organization of the NEUAC annual conference. In addition to board members, any member of NEUAC may serve on this committee.

Section 2. Ad-Hoc Committees and Other Leadership Roles

Ad hoc committees include Site Selection Committee, By-Laws Committee, Communications Committee, and other committees created by the authority of the President as described in Article IV, Section 3a. Other leadership opportunities that fulfill the participation requirement as described in Article III, Section 5 for board members include the role of State Team Leader or Conference Track Leader.

ARTICLE VII

AFFILIATION

When deemed appropriate, the Board may enter into agreements for affiliation with other organizations and for cooperative arrangements with organizations and agencies that would assist in the furtherance of the mission of NEUAC.

ARTICLE VIII

DEPOSITORIES

The Executive Director shall have the power to select depositories for the NEUAC with the approval of the Governance Board. The Governance Board has the authority to direct expenditures and to determine the method and manner of signing checks, notes, and other instruments binding on NEUAC.

ARTICLE IX

FISCAL YEAR

The fiscal year of NEUAC shall begin on the first day of each calendar year.

ARTICLE X

PARLIAMENTARY AUTHORITY

Meetings of NEUAC shall be conducted pursuant to rules of order adopted by the Governance Board. A Parliamentarian may be selected annually by the Governance Board with no limit on the number of terms that may be served. The Parliamentarian may be selected from the Governance Board, Advisory Board, or Ex-Officio Board. The Parliamentarian will serve as the Board President's advisor on these bylaws and rules of conduct for board meetings.

The Parliamentarian shall assume office following the Annual Membership Meeting each year. In the event the Parliamentarian is absent from the meeting, the Board Secretary shall fulfill this function.

ARTICLE XI

AMENDMENT OF BYLAWS

These bylaws may be amended at any regular meeting of the Governance Board, provided that the amendment has been submitted at least thirty (30) days in advance of the proposed meeting date. Bylaws amendments require a two-thirds majority of the Governance Board for approval.

ARTICLE XII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

NEUAC shall, to the extent legally permissible, indemnify each person who has served at any time as an officer, director, or employee of the corporation against all expenses

and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that any compromise or settlement payment shall be approved by a majority vote of the Governance Board who are not at that time parties to the proceeding. NEUAC will not indemnify any person for actions taken that are not in the

best interest of the organization including gross negligence, recklessness or actions outside the scope of their official duties, as determined by a majority vote of the Governance Board.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between NEUAC and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE XIII

USE OF FUNDS AND DISSOLUTION

NEUAC shall use its funds only to accomplish the purposes specified in the Bylaws. NEUAC may contribute funds to those members of the Organization that qualify as 501[c][3] tax-exempt organizations in furtherance of its mission as defined in Article I.

Upon the dissolution of NEUAC and after all outstanding obligations are paid, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations which shall be selected by the Governance Board.