



## NATIONAL ENERGY AND UTILITY AFFORDABILITY COALITION

### *May 2020 Proposed Bylaws Amendments*

## **SUMMARY OF PRINCIPAL CHANGES BY ARTICLE/SECTION**

Please note, all board members have been supplied with both a redline and clean copy of the proposed changes to the bylaws. The below represents not an exhaustive listing of each edit, but a summary of modifications that represent a significant shift in governance, policy, or procedure. Any exclusions were unintentional. Please refer to the complete copies for full details.

Also, please note that many sections were moved in whole or in part. When you see large sections of deleted text, that language may have been moved to a more logical Article or Section.

### **ARTICLE I: NAME, PURPOSE AND OBJECTIVES, AND LOCATION OF OFFICE(S)**

- No major changes

### **ARTICLE II: MEMBERSHIP**

- Section 2: Defined “member in good standing” as a member of NEUAC who is current in payment of membership dues. For Governance Board and officer positions to be considered members in good standing, the organizational representative also will have met the requirements and expectations for their position(s), including attendance requirements and committee participation or leadership role(s).
- Membership dues in NEUAC are optional only for government-designated Ex-Officio board members, as stated in Article III, Section 3.
- The definition of “member in good standing” is used later in the bylaws to define who may nominate, run for the board or office, participate in committees, and access other privileges.

### **ARTICLE III: BOARD STRUCTURE**

- Section 1: Limited number of Governance Board member to not less than twenty-one (21) and not more than thirty-five (35)
- Section 1: Added list of potential items to be voted on by Governance Board, including at a minimum the following matters should be addressed and/or voted upon by the Governance Board:

- Policy decisions
  - Annual budget
  - Organizational strategic plan
  - Any legal action
  - Assumption of a major new financial risk or obligation (e.g. mortgage or lease)
  - Hiring, annual review, or dismissal of an executive director
  - New Ex-Officio board members
  - Revocation of membership
  - Removal of an Officer
- Section 2: Added purpose for advisory board and how it differs from governing, ex-officio boards
  - Section 3: Added purpose for ex-officio board and how it differs from governing, advisory boards
  - Section 4: If any advisory or 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.
  - Section 5: Participation requirements added for board members, must join committees or hold leadership roles (e.g. state team leaders)

#### **ARTICLE IV: NOMINATIONS AND ELECTIONS**

- Section 1: Nominations for Governance Board must be presented 45 calendar days in advance of the annual membership meeting, changed from 60 days.
- Section 2: The Governance Board will be comprised of utility and nonprofit members (excluding individual members and vendors).
- Section 2: Tie elections will be decided by a blind draw at the annual membership meeting.
- Section 3: The majority of Officers shall be affiliated with nonprofit organizations from the Governance Board; however, the President may be either a nonprofit or utility.
- Section 3: 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.
- Section 3: The President shall be considered a member of all committees and may create or amend other ad-hoc committees and assign duties as deemed necessary.
- Section 4: 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.
- Section 4: Any Governance Board member who does not send a representative to three (3) board meetings in any one-year period shall be deemed to have tendered his/her resignation.
- Section 4: 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 6: Establishes that alternates may vote in place of the organizational representative when participating on his/her behalf.

## **ARTICLE VI: BOARD COMMITTEES**

- Section 1: Makes it clear that committees are tasked with making recommendations to the Governance Board, not making decisions for the board.
- Section 1: Committee members must be board members, unless otherwise stated (e.g. Conference Committee)
- Section 1: Purpose and objectives of most standing committees of the board have been updated

## **ARTICLES VII to XI**

- No significant changes

## **ARTICLE XII: INDEMNIFICATION OF OFFICERS AND DIRECTORS**

- Additional language to protect officers and directors added, more specificity