

## Edits proposed to NEUAC bylaws

Location	Proposed Edit	Rationale
Article I. Name, Purpose and Objectives, and Location of Office(s), Section 2. Statement of Purpose and Objectives	Revise definition of “utility”	Reflect the full diversity of utility companies that are NEUAC members (including “indirect” utility providers that may not work directly with consumers, renewable energy sources, and providers of both heating and cooling), and clarify focus on “residential” utilities.
	Add definition of “nonprofit”	Define the category as it is used to determine the majority of Governance Board seats and Officers, though no prior definition was provided. Reflect NEUAC’s historical practice of including non-utility government entities and tribes in the nonprofit category.
Article III. Board Structure, Section 1. Governance Board Members <i>and</i> Article IV. Nominations and Elections, Section 1. Nominations	Add clause for Governance Board to approve/decline Governance Board candidacy by entities other than “utility” and “nonprofit”	Provide a process for what to do when a NEUAC member that is a consultant, vendor, etc. wants to stand for election to the Governance Board, that allows for review on a case-by-case basis.
Article III. Board Structure, Section 1. Governance Board Members	Add clause about Governance Board authority to clarify, interpret, and determine implementation	Affirm Governance Board’s role to establish guidance on matters not fully detailed in the bylaws (e.g., create a guidance document to assist the Credentials & Elections Committee’s determination of the practicability of maintaining a nonprofit majority)
	Remove minimum of 21 Governance Board members	Replace with requirement for electing a Governance Board comprised of an odd number of members (with the understanding that mid-term eligibility changes or resignations may result in an even number post-election)
Article III. Board Structure, Section 2. Advisory Board Members <i>and</i> Section 3. Ex-Officio Board Members	No change	The Bylaws Committee considered imposing limits on the number of members and terms for Advisory and Ex-Officio Board members, and recommended that it is not in the best interest of NEUAC to do so.
Article IV. Nominations and Elections, Section 1. Nominations	Add clause to disallow individual members from board service	Incorporate decision that was approved at the 6/15/2021 Annual Membership Meeting.
Article IV. Nominations and Elections, Section 4. Nominations and Elections of Officers/Executive Committee	Remove definition of “practicable” with regard to maintaining a nonprofit majority (Currently: “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.”)	Defer to the Credentials & Elections Committee to determine what is practicable for the purposes of maintaining a nonprofit majority, to allow for handling of unforeseen election scenario in any given year (e.g., would it be practicable to flip a contested Officer seat from utility to nonprofit if the nonprofit received the fewest votes in an election versus multiple utility candidates?)

Article VI. Board Committees, Section 1. Standing Committees	Add clause requiring all committee decisions be communicated to the Governance Board	Clarify that a committee’s recommendation for non-action cannot result in a de facto decision on behalf of the Governance Board.
	Add clause to clarify voting at committee meetings	Clarify that Advisory and Ex-Officio Board members may vote in committee meetings on recommendations to the Governance Board.
	Change eligibility for Credentials & Election Committee membership	Disqualify a representative from serving on the C&E Committee for a broader range of potential conflicts than being a relative of a candidate; namely, a board member could not serve on the C&E Committee if they are an employee of the same parent company as a candidate.
Article X. Parliamentary Authority	Change eligibility for who can serve as Parliamentarian	Prioritize Governance Board candidates to serve as Parliamentarian, and remove Ex-Officio Board eligibility.
Throughout	Replace “he or she” with “they” and replace “his or her” and “his/her” with “their”	Remove gendered language.
	Corrections for consistency	Revise capitalization, section numbering, similar section/paragraph placement of like clauses for each board type, etc.