

ROCKY MOUNTAIN ELECTRIC METERING ASSOCIATION

BYLAWS

(Adopted September, 2013)

ARTICLE I NAME

- 1.01 This organization shall be known as the Rocky Mountain Electric Metering Association or “RMEMA”.
- 1.02 The organization may change its name by vote of a majority of the Board of Directors. Any such name change shall be done by amendment to the Bylaws and Articles of Incorporation with the State as well as any State or Federal agencies relative to organization status.

ARTICLE II HEADQUARTERS

- 2.01 The principal office shall be located at the business office of the Association’s contracted Management Company in care of the Association.

ARTICLE III PURPOSE

- 3.01 The Rocky Mountain Electric Metering Association subscribes to the science of metering electric energy and power and to the purpose of keeping abreast of new developments and techniques in the practice of this technology, and the sponsorship of educational programs and training for electric meter personnel.
- 3.02 The primary function of the Rocky Mountain Electric Metering Association is to plan, coordinate and host the annual Rocky Mountain Meter School.

ARTICLE IV NONPROFIT STATUS AND POWERS

- 4.01 The organization seeks to obtain and retain a nonprofit status
- 4.02 The organization seeks to obtain and retain a tax exemption under Section 501(c) (3) of the United States Internal Revenue Service
- 4.03 The organization shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary to convenient to affect the purposes of the organization and to aid or assist other organizations or persons whose activities further accomplish, foster or attain such purposes. The powers of the organization shall include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.
- 4.04 **Exempt Activities Limitation.** Notwithstanding any other provision of these Bylaws, no Officer, Director or Planning Committee Member of this organization shall take any action or carry on any activity by or on behalf of the organization not permitted to be taken or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code as it now exists or may be amended
- 4.05 No part of the net earnings of the organization shall inure to benefit or be distributable to any Officer, Director or Planning Committee Member, or other private person, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws.

- 4.06 **Distribution upon Dissolution.** Upon the dissolution of the organization, assets shall be distributed for one or more except purposes with the meaning of section 501 (c) (3) of the Internal Revenue Code or corresponding section of any federal tax code, or shall be distributed to the federal governments or to a state or local government for a public purpose. Any assets not disposed of shall be disposed of by the District Court of the county of which the principal office of the organization is then located, exclusive for such purposes or to such organization, as said court shall determine, which are organized and operated exclusively.

ARTICLE V
MEMBERSHIP AND REPRESENTATION

- 5.01 The Rocky Mountain Electric Metering Association does not have formal Membership or membership dues. All association activities, with an emphasis on the Annual Meter School, and including leadership are available to all those working in and having an interest in Electric Metering.
- 5.02 The following is a list of Representative categories. Definitions are relevant to the organization governance.
- a) **Utility Representatives** – Electric utilities and government agencies involved in power production, transmission and distribution primarily but not exclusively in the Rocky Mountain Area of the United States who, having indicated interest in the purpose of the Association, express a desire to affiliate.
 - b) **Associate Representatives** – Manufacturers, manufacturer representatives, and distributors of electric products normally used in electric energy and power measurements.
 - c) **Senior Representatives** – Retired individuals who shall have been active in one of the membership sections and express a desire to remain affiliated with the Association.

ARTICLE VI
BOARD OF DIRECTORS

- 6.01 The organization will be governed by a nine person Board of Directors. The Board is comprised of four officers, representing the Executive Board and five Directors.
- 6.02 **Board Officers.** The organization will have four officers that make up the Executive Board. The officers of the organization shall consist of a President, Vice President/President-Elect, Past President and a Secretary/Treasurer. Associate Representatives, as defined in Section 5.02, may hold no more than one, out of the four offices, in any given year and/or term. Board officers should have previously held a Board Director's position, or at a minimum, have served as an active member of the Meter School Planning Committee. Exceptions to this are allowed by vote of a majority of the Board of Directors, should there be no other willing representative meeting that criteria to take an open officer position.
- 6.03 **Board Directors.** The organization will have five Board Directors. Associate representatives, as defined in Section 5.02, may hold no more than two director positions, out of the five seats, in any given year and/or term.
- 6.04 **Term of Office.** Each Board Officer and Director shall serve a two-year term of office and may not serve more than two consecutive terms of office. Term limit can be accepted and exceeded, by vote of a majority of the Board of Directors, should there be no other willing representative to take an open officer or director position. The term for each Board Officer and Director shall align with the fiscal year of the organization, July 1st to June 30th. The slate of officers will include the status of the term and the term expiration; Year one of two-year term or Second year of a two-year term. The ideal succession, although not required, will be to have at least ½ of the Board of Directors elected each year or ½ the Board in Year one and the other ½ serving year two.
- 6.05 **Vacancies.** Board of Directors may fill vacancies due to resignation, death, or removal of a position or may appoint new representative to fill a previously unfilled position for the balance of the term, subject to the number of Board positions under these Bylaws.

- 6.06 **Compensation for Board Service.** Officers and Board Directors shall receive no compensation for carrying out their duties. The Board may adopt policies providing for reasonable reimbursement for expenses incurred in conjunction with carrying out Board responsibilities.

ARTICLE VII
METER SCHOOL PLANNING COMMITTEE

- 7.01 This committee shall make all arrangements for the annual Meter School.
- 7.02 **Planning Committee Meetings.** The Planning Committee does not meet separately from the Board of Directors. Association business and Meter School planning will be conducted jointly in one meeting structure.
- 7.03 **Meter School Dates and Location.** The place and dates of the annual Meter School shall be determined by the Planning Committee in collaboration with the Board of Directors.
- 7.04 **Compensation for Service.** Planning committee shall receive no compensation for carrying out their duties. The Board may adopt policies providing for reasonable reimbursement for expenses incurred in conjunction with carrying out Planning Committee responsibilities.

ARTICLE VIII
GOVERNANCE

- 8.01 **Fiscal Year.** The Fiscal Year of the Association will be July 1 to June 30 to align with the Rocky Mountain Meter School. Board positions and financial management of the Association will both follow the terms of this fiscal year.
- 8.02 **Meetings.** The organization leadership shall regularly convene on days selected by the Board of Directors in collaboration with the Program Planning Committee. Meetings will be attended by Officers, Board Directors and Meter School planning committee members.
- 8.03 **Quorum.** A majority of the Board, at least five Officers and Directors combined, must be present to transact business and make decisions affecting organization interests, policy and finances. This includes the process of making and voting on a motion.
- 8.04 **Vote.** The act of the majority of the voting positions (9) present at a meeting at which a quorum is present (5) shall be the act of the Officers and the Board Directors. Each position shall have one vote.
- 8.05 **Participation.** All representatives (Officers, Directors and Planning Committee) are expected to participate through the use of any means of communication. All representatives are to be heard and are encouraged to actively participate in discussions that will affect organization decisions. While only Officers and Directors can make and vote on motions, other representatives are valuable resources to those positions in their decision-making responsibilities.
- 8.06 **Action without a Meeting.** Any time-sensitive action required or permitted outside the organization's meeting structure can be conducted in writing as long as all voting positions are entitled to vote. Such action may be taken by email if an electronic copy of the resolution or decision is printed out and documented. Such consent shall have the same effect as a face to face meeting vote.

ARTICLE IX
BOARD OF DIRECTORS NOMINATIONS AND ELECTION

- 9.01 **Call for Nominations.** On an annual basis, communication will be sent to all existing Officers, Board Directors and Planning Committee members outlining open positions on the Board of Directors for the upcoming fiscal year. This information will also be made available on the Association website and can be forwarded to any interested person working in and having an interest in Electric Metering. The call for nominations is an open process within the Electric Metering community to assess interest in leadership with the organization.
- a. Nominations will be submitted to the current Management Company as they act as a neutral, non-biased party.
 - b. Nominations will be presented to the Officers, Directors and Planning Committee Members equally and fairly.
 - c. Nominations will be reviewed by Officers, Directors and Planning Committee Members.
- 9.02 **Election Process.** Following the review of Nominations, current Officers will determine whether a vote is required to fill the vacant positions. This will be determined by the number of nominations in respect to the number of open positions.
- a. In the event that the number of nominations exceed available positions, the voting positions (Board Officers and Directors) will vote on the nominated representatives.
 - b. In the event that the number of nominations is less than the number of available positions, Officers will be responsible for recruiting or inviting new leaders until all open positions are filled.
- 9.03 **Slate of Board of Directors.** Upon finalization of the proposed Slate of Officers and Directors, the current voting positions on the Board, must vote by majority to approve the Slate. Once approved, the Slate will be available for open viewing on the Association website. Additionally, the slate will be announced and presented at the Annual Meter School.
- 9.04 **Timeline.** The entire process from Nominations to Elections to the Confirmation of Slate need to be concluded prior to the Annual Meter School. It is suggested to begin the process at least 3 months prior to the Meter School Dates.
- 9.05 **Exception.** The only reason Nominations and Elections would not take place is in the event that there are no upcoming open or vacant positions on the Board for the upcoming fiscal year. In this case, a Slate must still be announced and presented in accordance with 9.03 of these Bylaws

ARTICLE X
INDEMNIFICATION

The organization shall indemnify current or former Officers, Directors and Planning Committee members against reasonable expenses incurred by him or her in connection with or in the defense of any proceeding to which he or she was a party because of their current or former position within the organization.

ARTICLE XI
AMENDMENTS

These Bylaws can be amended, altered, repealed or restated by a vote of the majority of the voting members. Amendments to this Constitution shall become effective immediately.