

BY-LAWS
OF
MID-SOUTH ELECTRIC METERING ASSOCIATION
(A Non-Profit Corporation)
Replaces All Previous By-Laws

ARTICLE I
NAME

The name of this organization shall be: MID-SOUTH ELECTRIC METERING ASSOCIATION (“Association”).

ARTICLE II
MEMBERSHIP

Section 1. To qualify for Association membership, one must be employed in the distribution of electricity.

Section 2. Association Members (“Members”) are those who attend the Meter School or the Planning Meeting.

ARTICLE III
MEETINGS

Section 1. The annual meeting of the Association shall be held at the Mid-South Electric Metering Association Meter School (“Meter School”) in the first full week of May of each year.

Section 2. The regular meeting of the Association shall be held during the Meter School Planning Session in the month of October.

Section 3. Notice of Meetings. Notice of annual or regular meetings shall be provided in writing at least ten (10) days in advance of the meeting.

Section 4. The officers then in office shall conduct the order of business at the meetings.

Section 5. The review of transactions for the past year and the election and installation of new officers shall be during the annual meeting.

Section 6. Unless otherwise stated herein, a number equivalent to 10% percent of the Members present at the Meter School or Planning Session shall constitute a quorum for the transaction of business at the applicable meeting.

Section 7. The Executive Committee may suspend any meeting not to exceed two years, and may call Special Meetings of the Members as deemed advisable or necessary with no less than five (5) days written notice.

ARTICLE IV ORDER OF BUSINESS

Section 1. At all regular business meetings of the Association, the order of business shall be as follows:

1. Meeting called to order by the President.
2. Approval of Minutes of previous meeting.
3. Financial report and approval.
4. Report of the Executive Committee.
5. Report of the other committees.
6. Old business.
7. New business.
8. Announcement and Installation of Officers – when applicable.

Section 2. “Robert’s Rules of Order Revised” shall govern the meetings of the Association. Any inconsistencies between “Robert’s Rules of Order Revised” and these By-Laws shall be governed by these By-Laws.

ARTICLE V BOARD OF OFFICERS

Section 1. Composition of the Board of Officers

- A. President
- B. First Vice President
- C. Second Vice President
- D. Secretary-Treasurer
- E. Sergeant-at-Arms

Section 2. Term of Office/Vacancies. Term of office is one (1) year, or until the next officer is installed. Each office succeeds to the next higher office each year at the end of the annual meeting. Vacancies in office may be filled by the Executive Committee until the next election of officers.

Section 3. Duties and Powers of the Officers.

- A. President: The President, or in his absence, the First Vice President, or in his absence, the Second Vice President, shall preside at all meetings of the Association and of the Executive Committee and shall appoint the Auditing Committee.
- B. First Vice President: In the absence of the President, or in the event of his death, inability or refusal to act, the First Vice President shall perform the duties of the

President, and when so acting, shall have all of the authority and be subject to all of the restrictions upon the President. The First Vice President may only act upon the President's refusal to act with the consent of or when requested to do so by three members of the Executive Committee. The First Vice President shall perform such duties as may from time to time be assigned by the President or by the Executive Committee.

- C. Second Vice President: In the absence of the President and First Vice President, or in the event of their deaths, inability or refusal to act, the Second Vice President shall perform the duties of the President or First Vice President, and when so acting, shall have all the authority and be subject to all the restrictions upon the President. The Second Vice President may only act upon the President's or Vice President's refusal to act with the consent of or when requested to do so by three members of the Executive Committee. The Second Vice President shall perform such duties as may from time to time be assigned by the President or by the Executive Committee.
- D. Secretary-Treasurer: The Secretary-Treasurer shall keep and preserve the minutes of the proceedings of the Association and of the Executive Committee. The Secretary-Treasurer shall receive all money and disburse same on bills and accounts approved by the President or acting President. The Secretary-Treasurer shall be responsible for all funds and securities deposited with the Association. The Association account must be examined by the Auditing Committee before the annual business meeting during the Meter School, and this committee shall make a report to the Association during the meeting. The Secretary-Treasurer shall turn over all funds to the incoming Secretary-Treasurer immediately after installation of the officers.
- E. Sergeant-at-Arms: The Sergeant-at-Arms shall keep order during all meetings. At the end of his term he should be prepared to take on the new role of Secretary-Treasurer.

ARTICLE VI ELECTION OF OFFICERS

Section 1. Election of Officers. At the opening session of the Meter School the Executive Committee will announce a slate of two nominees for Sergeant-at-Arms and for any other vacant offices. The goal for the slate of nominees will be a selection of candidates with diverse backgrounds in employment and geography. From the time of the announcement of the slate of nominees to the start of the annual meeting, the Members will be able to vote for the offices presented on the slate. The results of the election will be announced at the annual meeting.

Section 2. Immediately following an election, the new Sergeant-at-Arms, and any new officer elected to fill a vacancy will be installed and, when applicable, the Sergeant-at-Arms of the prior term will be installed as the next Secretary-Treasurer, the Secretary-Treasurer of the prior term will be installed as the next Second Vice President, the Second Vice President of the prior term will be installed as the First Vice President, the First Vice President of the prior term will be

installed as the next President. The former President will no longer serve at an officer but will remain on the Executive Committee.

ARTICLE VII EXECUTIVE COMMITTEE

Section 1. Composition of Executive Committee. The Association's Executive Committee shall be comprised of the Board of Officers and the five former Presidents immediately preceding the current President.

Section 2. The Executive Committee shall be the executive body of the Association and shall manage its general affairs subject to such instructions and limitations as from time to time may be prescribed by the Association. The Executive Committee shall carry on all transactions of the Association. Except as otherwise stated herein, the Executive Committee shall appoint all committees. The Executive Committee shall make a full report of its proceedings at Association meetings and will recommend any action which it deems advisable for approval by the Members.

Section 3. Powers/Limitations of Power. The Executive Committee is empowered to expel Members at its discretion. All contracts shall be made and approved by the Executive Committee. The Executive Committee does not have the power, without authority from the Association, to incur any indebtedness or obligation exceeding the sum of cash on hand, to remove officers, or to dissolve the Association.

Section 4. Meetings. Meetings of the Executive Committee may be called by the President or his designee, or by or the First Vice President or any three members of the Committee, with twenty-four (24) hour notice. The meeting notice may be waived by ratification by 2/3 of the Committee before, at or following the meeting. However, participation in a meeting constitutes ratification of the meeting. Executive Committee members can be present at such meetings in person or by audio/visual means, such as by phone or Skype, and must be able to be heard by all others present at the meeting. A majority of the Executive Committee members in office shall constitute a quorum, and a majority of those considered present at the Meeting can act.

Section 5. Consent Action Meetings. Consent Action Meetings, for a single purpose or action, may be called and conducted by the President or his designee without prior written notice. Consent Action meetings can take place via electronic messaging, but one-hundred percent of the Executive Committee then in office must respond in writing to the request for Consent Action within twenty-four (24) hours. Action from a Consent Action Meeting may be approved by a majority of the Executive Committee then in office at the next regular meeting following the Consent Action. Electronic transmissions (email, etc.) may constitute a writing so long as the electronic transmission can be preserved as a written record.

ARTICLE VIII
SPECIAL COMMITTEES

Section 1. Before or at the beginning of the Meter School, the President or his designee shall appoint two members to the Auditing Committee.

Section 2. The Auditing Committee shall review the accounts and vouchers of the Secretary-Treasurer during the Meter School, prior to the annual business meeting, and shall report its findings during the annual meeting.

Section 3. The Executive Committee may create any other committee which it may deem necessary and assign its duties.

ARTICLE IX
FISCAL YEAR

The fiscal year starts on July 1 and ends on June 30.

ARTICLE X
AMENDMENTS

Section 1. Amendments to these By-Laws may be made at any meeting of the members upon no less than ten (10) days written notice of the purpose of the meeting and amendments to be made.

Section 2. Amendments to these By-Laws must be approved by a vote of two thirds of the members present at the annual meeting after the establishment of a quorum.

Section 3. The Secretary-Treasurer shall submit any proposed amendment to the members when instructed to do so by the Executive Committee or upon the written request of ten members of the Association.

ARTICLE XI
CONTRACTS AND INSTRUMENTS

Section 1. Authority to execute. No person shall have any authority to expend money or bind the Association by any contract or instrument unless authorized by these By-Laws or by the Executive Committee to do so.

Section 2. Authorization. Except as stated otherwise herein, the Executive Committee may authorize any officer, officer's agent or agents of the Association to execute and deliver any contract, note or other instrument in the name of the Association, and such other authority may be general or confined to specific instances.

Section 3. All former By-Laws of the Association are hereby repealed and replaced with these By-Laws.

APPROVED by the Members of the Mid-South Electric Metering Association on the _____ day of _____, 2019.

President

Secretary-Treasurer