

**CONSTITUTION  
OF THE  
NATIONAL ASSOCIATION OF STATE UTILITY CONSUMER ADVOCATES**

**ARTICLE I**

**NAME**

The name of this organization shall be the National Association of State Utility Consumer Advocates.

**ARTICLE II**

**PURPOSE**

The purpose of this organization shall be to improve communication among members, to enhance their impact on public policy at the state and federal levels, and otherwise to assist them in the representation of utility consumer interests.

**ARTICLE III**

**MEMBERSHIP**

**SECTION 1.**

**STATE UTILITY CONSUMER ADVOCATE OFFICES.  
Each State Utility Consumer Advocate office shall be entitled  
to membership, provided:**

- (a) That office operates independently of state utility regulatory commission(s) with respect to policy determination, hiring and firing of personnel and fiscal control; and
- (b) That office has been designated by the legislature of the State as the agency for the representative of utility consumer interests before state or federal regulatory agencies; and
- (c) That office has the right to appeal decisions of the state regulatory commission to the Courts within that state.

**SECTION 2.** **STATE OFFICES OF THE ATTORNEY GENERAL.** Each State office of the Attorney General shall be entitled to name a member of its staff for membership in this organization provided that the person so designated is actively engaged in the representation of consumer interests before utility regulatory agencies and is not the legal representative of the state utility regulatory agency.

**SECTION 3.** An organization with statewide jurisdiction other than a state agency may be admitted to membership provided that it has been specifically authorized by state law to represent the consumer interests of that state before utility regulatory agencies.

**SECTION 4.** **INITIAL MEMBERSHIP.** The initial members of this organization shall be the agencies represented by the signatories of this Constitution. Admission of additional members and disqualification of existing members shall be determined by a vote of the membership. No member shall be disqualified from membership in this organization as a result of any changes in this Article of the Constitution which occur after the admission of that member into this organization.

**SECTION 5.** **VOTING.** Except for nonpayment of dues as provided in the By-Laws of this organization, each member organization shall have one vote in all situations requiring votes of the general association or any individual committees thereof.

**SECTION 6.** **ASSOCIATE MEMBERSHIP.** A state official or agency or an organization shall be entitled to Associate Membership in this organization provided:

- (a) That the official, agency or organization be actively engaged in the representation of utility customers before regulatory agencies; and
- (b) That the official, agency or organization subscribe to the purposes and goals of this organization as stated in Constitution and By-Laws; and
- (c) That the official, agency or organization operate independently of the regulatory commission with respect to policy determination, hiring and firing of personnel, and fiscal control, and have the right to appeal decisions of the state regulatory commission to the Courts within that state; and

(d) That the official, agency or organization be designated for Associate Membership pursuant to a procedure set forth in the By-laws.

**SECTION 7.**

**AFFILIATE MEMBERSHIP.** An organization may be admitted to Affiliate Membership in this organization provided that it represents the interests of utility consumers, operates independently of the regulatory commission with respect to policy determination, hiring and firing of personnel, and fiscal control, subscribes to the purposes and goals of this organization as stated in the Constitution and By-Laws, and is designated for Affiliate Membership pursuant to a procedure set forth in the By-Laws.

**ARTICLE IV**

**MEETINGS**

**Section 1.**

**ANNUAL MEETINGS.** The organization shall meet at least annually at a time and place to be determined by the Executive Committee. Members shall be advised of the time and place of such meeting in writing at least 90 days in advance; provided, however, that any individual member who failed to receive such notice in writing at least 90 days in advance of the meeting, may waive that requirement in writing before or after the meeting.

**Section 2.**

**SPECIAL MEETINGS.** Special meetings may be called and their time and place specified, by unanimous vote of the Executive Committee or by written agreement of, a majority of the membership. Notice of the time, place and purpose of such meeting shall be given in accordance with the By-Laws.

**ARTICLE V**

**ASSESSMENTS**

Members shall be assessed fees in accordance with the By-Laws. The organization is authorized to charge such fees as may be set by the Executive Committee for products and services.

## ARTICLE VI

### QUORUM

A majority of all members qualified to vote shall constitute a quorum at all meetings of the organization.

## ARTICLE VII

### RESOLUTIONS

- Section 1. Any formal expression of a policy position by the Association shall be prepared in accordance with the By-Laws. Resolutions shall be presented at the annual meeting unless presented at some other meeting of the Association as hereinafter provided, or as provided by Section 8 of this Article.
- Section 2. If the subject matter addressed by any resolution would cause such resolution to come within the scope and subject matter covered by any of the Association's Standing or Special Committees, as determined by the President of the Association, such resolution shall be submitted to the appropriate Standing or Special Committee for its consideration and action. Upon favorable recommendation by that Standing or Special Committee, the resolution shall be brought to the floor of the Association for action at the time designated for the report of that Standing or Special Committee to the membership.
- Section 3. If the subject matter addressed by any resolution would not cause such resolution to come within the scope and subject matter covered by any of the Association's Standing or Special Committees, such resolution shall be submitted to a Resolutions Committee. The Resolutions Committee shall be appointed by the President. Upon favorable recommendation by the Resolutions Committee, the resolution shall be brought to the floor of the Association for action at the time designated for the report of the Resolutions Committee to the membership.
- Section 4. Resolutions submitted to a Standing or Special Committee or to the Resolutions Committee, but not reported favorably by such Committee, may be brought before the Association for its consideration and action if twenty-five percent of members of the Association present and voting consent.

- Section 5.** Resolutions not submitted to a Standing or Special Committee at the annual meeting may be brought before the Association for consideration and action by twenty-five percent of the members of Association present.
- Section 6.** Resolutions may be brought before meetings other than the annual meeting if a quorum is present and if twenty-five percent of those members present consent.
- Section 7.** Adoption of resolutions at a meeting of the Association shall be by a two-thirds vote of the members of the Association present at a meeting at which a quorum is present. Such vote shall be by voice unless a roll call vote is requested by any member. A resolution authorizing legal action in the name of the Association, shall require a favorable vote by seventy-five percent of the members of the Association present at a meeting at which a quorum is present.
- Section 8.** Resolutions shall also be proposed without the necessity of presentation at a formal meeting of the Association in strict compliance with provisions of this section. Any member may propose a resolution by delivering it to the office of the President. The President shall deliver the proposal to the Executive Committee and the proposal shall be assigned to the Standing or Special Committee in accordance with sections 2 and 3 of this Article. The committee assigned the proposal shall study the matter and shall prepare and transmit to the Executive Committee a report recommending approval or reaction of the proposal. The Executive Committee shall promptly transmit to all members qualified to vote a copy of the proposed resolution along with the Standing and Special Committee report and a ballot. In situations of substantial urgency, a telephone vote of the membership may be conducted no sooner than Seven Days following transmittal of the original or revised text of a proposed resolution. At least a majority of qualified members must vote in order for any action to be effective, provided that if any special percentage of voting is required for Association action, that percentage shall be required for effective action under this section.

## ARTICLE VIII

### OFFICERS AND COMMITTEES

#### Section 1.

The officers of this organization shall be a President, Vice President, Secretary and Treasurer. These officers, and seven other persons selected according to the By-Laws, shall constitute an Executive Committee, which shall have the power to act on all matters for the organization, except as otherwise provided by this Constitution or the By-Laws. The officers shall have the following powers and duties:

(a) **President.** The President shall be the chief executive officer of the organization and shall preside at all meetings of the organization and of the Executive Committee.

(b) **Vice-President.** The Vice-President shall preside at meetings in the absence of the President and shall assume the position of President, in the event of a vacancy, for the remainder of the unexpired term of the President.

(c) **Treasurer.** The Treasurer shall be responsible for the fiscal control of the organization and shall prepare a financial statement quarterly and annually for the information of the members. The annual financial statement shall be sent to all members at least two weeks prior to the annual meeting. The Treasurer shall approve the depository for organization funds, determine the amount of bond, if any, to be provided by any employee to whom control over funds may be delegated, and shall approve all expenditures of funds in excess of \$100.

(d) **Secretary.** The Secretary shall maintain the organization's official minute book and records, and shall perform such other services as may be normally performed by such an officer, as directed by the President or Executive Committee.

(e) **Executive Director and Other Employees.** The organization may employ an Executive Director and other employees, with or without compensation, who shall have such duties as may be assigned by the Executive Committee, the membership, or the By-Laws; provided, however, that the hiring of all personnel and the setting of all salaries, and the selection of the location of offices, shall be performed by the Executive Committee.

Section 2.

**COMMITTEES**

(a) **Nominating Committee.** A Nominating Committee consisting of three (3) members to be appointed by the President shall meet at each annual meeting and shall report a recommended slate of officers for the coming year to the business session of the annual meeting. Such slate shall consist of nominees for President, Vice-President, Secretary, Treasurer, and other members of the Executive Committee. Nominations may also be made from the floor at a meeting.

(b) **Resolutions Committee.** For each annual meeting, the President shall appoint from the membership of the Association a Resolutions Committee consisting of three (3) members, which committee shall report to the business session scheduled for consideration of resolutions and at such other meetings of the Association as the President may direct until the following Annual Meeting.

(c) **Standing Committees.** Electric Committee, Gas Committee, Telecommunications Committee. Electric, Gas and Telecommunications Committees shall be established as standing committees of the Association. To each of these committees, the President shall appoint, from the membership of the Association, no less than five (5) individuals. No more than one individual from each member office may vote on the same committee.

(d) **Committee Member Removal and Reappointment.** The President may appoint a substitute member of the Nominations, Resolutions, or other committees, when a member is unable or unwilling to serve at any time.

(e) **Other Committees.** Other standing committees may be provided for in the By-Laws. The President shall have the power to appoint such special committees as may be necessary.

Section 3.

The terms of each officer of this Association shall be from adjournment of the annual meeting at which such officer is chosen until the adjournment of the next succeeding annual meeting at which his or her successor shall be chosen. The President shall fill any vacancies occurring in an officer's position by appointment for the remainder of that officer's unexpired term. Upon a vacancy occurring in the non-officer membership of the Executive Committee prior to the expiration of the term, the remaining members of the Executive Committee may fill the vacancy by appointment from the membership of the Association to serve the remainder of such unexpired term.

- Section 4. An officer may be removed from office, with or without cause, by seventy-five percent of the members of the Association present at a special meeting called for that purpose.
- Section 5. A quorum for meetings of the Executive Committee or any other Association Committee shall be in conformance with Article VI of this Constitution.

## ARTICLE IX

### AMENDMENTS

Amendments to this Constitution may be adopted at any meeting of the Association by a vote of seventy-five percent of the members who are present and voting provided notice of such amendment has been duly given to the members at least thirty (30) days in advance of the meeting.

## ARTICLE X

### BY-LAWS

By-Laws not inconsistent with this Constitution may be adopted at any meeting of the Association by a vote of two-thirds of the members who are present and voting.

## ARTICLE XI

### LEGAL ACTION

The filing of any legal action in the name of the Association shall be in accordance with the provisions of the By-Laws.