

**BY-LAWS AND OPERATING RULES OF THE
NATIONAL UTILITY TRAINING AND SAFETY EDUCATION ASSOCIATION**

ARTICLE I

NAME

Section 1. This organization shall be known as the National Utility Training and Safety Education Association, referred to herein as the Association. The principle place of business will be located the Administrative Assistant's current address and the Resident Agent's business address.

Section 2. The Association shall be organized and operated according to these by-laws. Operating rules not in conflict with these by-laws, when adopted as provided by these by-laws, shall also govern.

ARTICLE II

PURPOSES

Section 1. To promote a continuous exchange of information, ideas and job-related experience among members of the Association in order to effectively assist them in upgrading their professional competence, analyze and solve problems involving job-training and safety education, and to better qualify and equip them to perform their essential duties in the field of personnel training and accident prevention.

Section 2. To plan, organize and sponsor an annual national conference for the purposes set forth in Section 1 and above, and to provide instruction, training and technical information vital to the growth, training and development of its members.

Section 3. To participate on an organizational basis with other organizations which are concerned with or are dealing with job-training, safety education and related activities.

Section 4. To conduct research and issue reports dealing with information and data beneficial to job training and safety education personnel in their professional field of endeavor.

ARTICLE III

MEMBERSHIP

Section 1. Active Member: To be eligible for active membership, a person shall be currently holding a position, the primary activities of which involve more than 50% of their work time devoted to job training, safety education, environmental or safety program administration with one or more operating electric utility systems. Only active members in good standing shall be eligible to hold office and to vote on issues involving Association policies or operations at official business meetings of the Association.

Section 2. Associate Member: To be eligible for associate membership, a person must currently hold an administrative or supervisory position involving the regular activities of Job

Training and Safety education, or have been designated to represent cooperating organizations in conducting Association activities. Persons who hold a position with partial but less than 50% of their work activity in the area of job training, safety education, environmental or safety program administration with an operating electric utility system are eligible for Associate Membership. An Associate Member is not eligible to serve as an advisory member of temporary and/or standing committees of the Association.

Section 3. Honorary Member: By affirmative action of a majority of the Executive Board, the Association may confer honorary membership upon any individual who has made outstanding or valuable contribution to the advancement and success of the Association, or who has a worthy record of service and accomplishment in the field of job training and safety or related fields, deserving recognition and honor by the Association. Honorary membership does not carry voting rights.

All active members by virtue of retirement may become honorary members. Honorary memberships shall be reviewed and designated annually by the Executive Committee.

Section 4. At the first session of the annual meeting, the Chairman of the Membership Committee shall present a list of applicants, who have been approved by the Membership Committee, for active and associate membership. Listed applicants for active or associate membership shall be voted on at this first session of the annual meeting by the association. A majority vote shall be sufficient to elect a person to membership.

ARTICLE IV

FEES

Section 1. No initiation fee shall be charged a person elected to membership.

Section 2. The Executive Board shall establish a budget for the annual conference and the registration fees shall, insofar as is practicable, be sufficient to cover the expenses expected to be incurred by the Association. The budget shall not include funds collected as membership fees as authorized in Section 3 of this article.

Section 3. The Executive Board shall determine and establish each year the amount of an annual membership fee to be paid by each Active Member and/or Associate Member to help meet the expenses of the Association.

ARTICLE V

OFFICERS, DIRECTORS AND ADMINISTRATIVE ASSISTANT

Section 1. Officers shall be: Chairman, Vice-Chairman, Secretary and Treasurer.

Section 2. By virtue of their office, the Chairman, Vice-Chairman, Secretary, Treasurer and Directors shall be members of the Executive Board.

Section 3. The Administrative Assistant's position is filled by interview with the Executive Board of NUTSEA. The Administrative Assistant is a contract position.

Section 4. There shall be six (6) Directors. Two active members shall be elected annually as Directors for terms of three years.

Section 5. The terms of office of the Chairman, Vice-Chairman, Secretary, Treasurer and Directors shall start at the close of the Old Business portion of the annual business meeting at which they were elected.

Section 6. The Chairman, Vice-Chairman, Secretary and Treasurer shall be elected by and from the active membership of the Association for a one-year term of office. In the event a Director is elected as an Officer and chooses to serve as such, his/her position as Director shall be vacant.

ARTICLE VI

EXECUTIVE BOARD

Section 1. The Executive Board shall consist of the Directors, the Chairman, the Vice-Chairman, the Secretary, the Treasurer and the immediate past Chairman.

Section 2. The Chairman shall appoint the members of all standing, temporary and special committees and shall designate the chairman of each. He/she shall also determine the number of members to serve on any committee, providing the size of the committee has not otherwise been determined.

Exception: 1 The Nominating Committee shall be appointed by the Executive Board. The immediate past chair shall be designated the chairman of this committee.

Section 3. Five voting members shall constitute a quorum for the transaction of business by the Executive Board.

Section 4. Whenever the Chairman deems it necessary, in conducting the operations of the Association, to obtain an official action by the Executive Board at times when it is not practicable or economically feasible to call the Board into session, he/she may present the item or items of business to the Board members by mail. Their votes, returned to the chairman by mail, shall constitute an official action of the Board. Such actions shall be made a part of the record of the minutes of the Executive Board.

Section 5. By virtue of incorporation, the Resident Agent for NUTSEA will be designated by the Executive Board.

Section 6. An outside financial auditor shall be designated by the Executive Board. The cost of the outside financial auditor will be paid by the Association.

ARTICLE VII

VACANCIES

Section 1. In the event a director or RESAP delegate is unable to fulfill the duties and obligations of his/her office because he/she is no longer an active member, or for other reasons, the Chairman shall declare that a vacancy exists and may appoint a qualified Active Member in good standing to fill the vacancy until the next annual Training and Safety Conference, when an election shall be held to fill the unexpired term.

Section 2. In the event an officer of the Association is unable to fulfill the duties and obligations of his/her office because he/she is no longer an active member, or for other reasons, or he/she resigns the office, the Executive Board shall, within 30 days, elect another active member to the office so vacated. Procedure for official action by mail balloting as set forth in Article VI, Section 4, may be followed and shall constitute an official action of the Board. The Vice-Chairman shall serve as Chairman until such action is taken when there is a vacancy as Chairman.

ARTICLE VIII

DUTIES OF THE OFFICERS AND ADMINISTRATIVE ASSISTANT

Section 1. The Chairman shall preside at all meetings of the members of the Association and at meetings of the Executive Board according to Roberts Rules of Order. He/she shall perform all such duties that are incidental to the office of Chairman and chief executive officer of the Association as are properly and appropriately required of him. The Chairman has authorization to issue checks drawn on the funds held by the Association.

Section 2. The Vice-Chairman, in the absence or incapacity of the Chairman, shall exercise all of the powers and perform all of the functions of the Chairman.

Section 3. The Secretary shall work closely with the Administrative Assistant and shall be responsible for the preparation of the minutes of the meetings of the members and of the Executive Board, insuring that all notices of official meetings are properly prepared and sent. The Secretary shall assist the Administrative Assistant in maintaining a register of all names and post office addresses of the members. The Secretary will perform such other duties as may, from time to time, be assigned to him/her by the Chairman and/or the Executive Board.

Section 4. The Treasurer shall report on the financial operations of the Association at such times as he/she shall be directed by the Chairman and/or Executive Board. In addition, the Treasurer shall present a statement of the Association's financial status at the annual conference. He/she shall perform such other duties, from time to time, as may be assigned to him/her by the Chairman and/or the Executive Board, including acting as Recording Secretary. The Treasurer has authorization to issue checks drawn on the funds held by the Association.

Section 5. NUTSEA shall carry general liability insurance coverage and includes crime/fidelity coverage. The crime/fidelity coverage shall have a limit of \$60,000.

Section 6. Costs for the above-described general liability insurance coverage will be paid by the Association

Section 7. The Administrative Assistant reports to the Chairman and the Treasurer. The Administrative Assistant is responsible for the specific duties listed as terms of the current employment contract. The Administrative Assistant has authorization to issue checks drawn on the funds held by the Association.

ARTICLE IX

ELECTIONS

Section 1. The Chairman of the Nominating Committee shall call a meeting of this committee in advance of the first session of the annual business session of the Association. The committee will give due consideration to suggestions and recommendations from Active Members in nominating candidates to fill existing and expected vacancies as Directors and Officers and RESAP Delegates shall nominate one or more candidates for each vacancy to be presented for consideration and election by the Active Members at the first session of the annual business meeting.

Section 2. The Chairman or presiding officer of the business session shall also call for nominations to be made from the floor by Active Members, providing, however, that no candidate may be nominated either by the Nominating Committee or from the floor, to fill more than one vacancy.

Section 3. Nominations shall be made separately to fill each vacancy and candidates shall be voted upon separately by secret ballot of the Active Members. The candidate receiving the largest number of ballots votes shall be declared elected. If the nomination is uncontested, no secret ballot is required.

ARTICLE X

STANDING AND SPECIAL COMMITTEES

Section 1. The Nominating Committee and its Chairman shall be appointed annually and shall consist of three to five Active Members to be appointed by the Executive Committee, not later than ninety (90) days before the next annual Association Conference. Consideration is to be given in selecting committee members from widely diverse geographical sections of the country.

Section 2. The Operations and Rules Committee shall consist of not less than three, nor more than five Active Members, appointed annually by the Chairman to serve for a period of one year. The committee shall have responsibility for drafting proposed changes in the By-laws and Operating Rules as such changes may be deemed necessary from time to time.

Section 3. The Resolutions Committee shall consist of not less than three, nor more than five Active Members, appointed annually by the Chairman to serve for a period of one year. The committee will have responsibility for drafting and presenting proposed resolutions to the Members for consideration and action at the business session of the annual Job Training and

Safety Conference. Any recognition, presentations or awards from the Association shall be the responsibility of the Resolutions Committee.

Section 4. The Host Committee shall consist of at least one member employed by the host and shall have responsibilities for handling the meeting registration, coordinating any special displays or events and making all local arrangements for the Annual Association Conference. The Host committee will review and update their guidelines as needed for the Benefit of future hosts.

Section 5. NUTSEA RESAP committee shall consist of current NUTSEA Chairman, the immediate Past Chairman of NUTSEA, current chairman of the Area Administrator Council, a representative from NRECA, the current chairperson of the G&T will make his/her recommendation to the NUTSEA Chairperson and a NUTSEA member who is employed by a currently accredited distribution cooperative. If the current chairperson of the Area Administrator Council is not a NUTSEA member, the current NUTSEA chairman shall appoint his/her replacement.

The committee shall meet prior to each conference to discuss the RESAP Program and any activities and concerns related to it. The committee shall monitor the membership and make recommendations to the Delegates about the concerns of the NUTSEA membership regarding the RESAP Program. The NUTSEA RESAP committee shall review the qualifications of the Delegates each year and before appointment as a Delegate to determine if the Delegate(s) meet the qualifications criteria as spelled out in the NUTSEA Committee guidelines document.

Section 6. Special Committees shall consist of not less than three, nor more than five active members, appointed by the NUTSEA Chairperson and shall consist of active NUTSEA members. Special projects or assignments may necessitate formation of such a committee.

ARTICLE XI

CONFERENCE PLANNING

Section 1. The Executive Board shall have the responsibility for planning the annual Association Conference.

ARTICLE XII

BUSINESS MEETINGS

Section 1. The annual business meeting of the Association shall be held in one or more sessions, held at the time of the annual Association Conference.

Section 2. The Operating Rules may be amended at any official business meeting of the Association by a majority vote of the active members present.

Section 3. The first sessions of the business meeting shall be held no later than the day preceding the final day of the Annual Conference. Business conducted at this session shall be limited to election of new Directors , Officers, and new members and the determination of

the location and the dates on which the next Annual Conference is to be held and such other items of business as may be directly related to planning for the next conference. Other items of business may be considered providing they have been prominently posted at least 24 hours prior to the business session.

Section 4. The second and/or final session of the business meeting shall be held on the last day of the Annual Conference.

Section 5. Any additional business sessions, if deemed necessary by the Executive Board, may be held during the Annual Conference, providing all Active Members at the conference are given not less than 24 hours notice of such additional sessions.

Section 6. A quorum for the transaction of any official business at a business session of the Association shall consist of one-half of the number of Active Members in good standing on the Financial record of the Association registered at the immediately preceding Annual Meeting.

Section 7. There shall be no voting by proxy and no suspension of the rules to allow for proxy voting except to comply with Article XIV, Section 2 and Section 3.

ARTICLE XIII

AMENDMENT OF BY-LAWS

Section 1. These by-laws may be altered, amended or repealed by the affirmative vote of not less than two-thirds (2/3) of the Active Members present and voting at any regular or special meeting, as provided in Article IX of the articles of incorporation of the corporation.

Section 2. The Operating Rules may be amended at any official business meeting of the Association by a majority vote of the Active Members present.

Section 3. Any changes approved by the membership to the bylaws or operating rules, shall cause the by-laws or the operating rules to be revised. The Administrative Assistant shall incorporate the changes, reprint the affected page(s) and the page with the revision date, and send these pages to each member before the next annual conference.

ARTICLE XIV

VOLUNTARY DISSOLUTION OF ASSOCIATION

Section 1. To initiate action for dissolution of the Association, the Executive Board must adopt a resolution recommending such dissolution and direct that the question of dissolution be submitted to a vote at a regular or special meeting of the Active Members. Written or printed notice stating that the purpose, or one of the purposes of such meeting is to consider the advisability of dissolving the Association must be given to each member entitled to vote at such a meeting.

Section 2. A resolution to dissolve the Association must be adopted upon receiving at least two-thirds (2/3) of the votes of the Active Members present or represented by proxy.

Section 3. Upon adoption of such resolution by the Active Members, the Association must cease to conduct its affairs except as may be necessary for the proper winding up of the Association's affairs, including such steps as may be proper and prudent for the paying of all creditors, collecting all sums due the Association, and such related activities as may be deemed necessary in the circumstances and are in accordance with applicable statutes. Any money left in the treasury after payment to all creditors, shall be donated to the American Heart Association, and approved by vote of (2/3) of the Active Members present or represented by proxy.

ARTICLE X

Responsibilities and Duties of the Various Appointed NUTSEA Committees

- I. Nominating Committee: This committee is to select and contact active members three months in advance of the national conference and receive their permission in writing to nominate them in filling any vacancy that may exist on the executive board as required in the by-laws. The committee will give due consideration to suggestions and recommendations from active members in nominating candidates to fill existing and expected vacancies as directors and officers and shall nominate one or more candidates for each vacancy to be presented for consideration and election by the active members during the annual business meeting. The committee shall inform all candidates that if elected they will be expected to attend the executive board meeting immediately following the conclusion of the national conference business meeting.
- II. Operation and Rules Committee: The committee shall have responsibility for drafting proposed changes or additions in the by-laws and conference operating rules as such changes or additions may be required or recommended. These changes or additions will have to be drafted and posted, along with a prepared agenda at least 24 hours prior to the business session. The committee chairman or his/her representative shall present the proposed changes or additions to the Executive Board at the first Executive Committee meeting at the national conference. These changes shall then be posted prior to and presented to the general membership during the business session for their approval. The chairman of the committee shall coordinate with the Administrative Assistant to ensure approved changes are sent to the general membership.
- III. Resolutions Committee: This committee will have the responsibility for drafting and presenting proposed resolutions to the business session of the active members for consideration and action at the annual national conference. Any recognitions, presentation or awards from the Association shall be the responsibility of the Resolutions Committee. Example: Workshop presenter gift, past chairman gavel, host appreciation award, retiree, or any other items designated by the Executive Board. The Assistant and all workshop coordinators to determine necessary awards or presentation. These awards or gifts shall be approved by the Executive Board. Any workshop awards not presented shall be given away as door prizes during the national conference.
- IV. Host Committee: The Host Committee shall consist of at least one member employed by the host state. The committee has the responsibility to work with the representatives from the state which is hosting the national conference. The

committee will provide any help that may be requested by the host towards the handling of local arrangements. At the business session, the committee will report on their activities and recommend suggestions which would be beneficial for future state that are planning to host an annual conference. These suggestions will be considered when the Executive Board reviews the “recommended guidelines for host” at the planning session for national conferences.

- V. SIP Committee (Self Improvement Program): This section was deleted September 2007 by member vote.
- VI. NUTSEA RESAP Committee: The RESAP Committee shall meet prior to each conference to discuss the RESAP Program and any activities. The committee shall monitor the NUTSEA Membership and make recommendation to the Executive Board regarding the RESAP Program. The Executive Board shall make recommendations to the Delegate. The NUTSEA RESAP Committee shall review the qualifications of the Delegate each year and before appointment as a Delegate to determine if Delegate meets the qualifications criteria as outlined in the Operating Rules.

Other Committees (not required in by-laws)

- I. Membership Committee: The responsibility of the membership committee will be to evaluate all new member applications (active and associate) according to Article III Sections 1 & 2 of the bylaws and rule 7 of the operating rules. New applications along with the membership fee are sent to the Administrative Assistant. The Treasurer shall be a member of this committee. The Membership Committee will require early activity in evaluating the prospective new members so that the committee recommendation can be presented for vote at the first general session of the annual conference.
- II. New Member Orientation Committee: The responsibility of the New Member Orientation Committee is to welcome and orientate all new and potential members to NUTSEA during the first luncheon meeting at the national conference. A packet of material (by-laws, operating rules, recommended guidelines for chairman, committees and host, etc.) shall be available for all new members. A report of the activities and suggestions will be made during the business session.