

Municipal Electric  
Utilities Association  
of New York State



Constitution & Bylaws  
May 2024 Edition

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**THE CONSTITUTION OF THE  
MUNICIPAL ELECTRIC UTILITIES ASSOCIATION  
OF NEW YORK STATE**

**ARTICLE I – NAME**

This Association shall be entitled the Municipal Electric Utilities Association of New York State.

**ARTICLE II – OBJECT**

The object of this Association shall be to foster and advance the efficient operation of publicly owned and operated electric systems including the production, distribution, conservation and prudent use of electric power and energy for public service.

It shall operate for the mutual benefit of all members. It shall not engage in business for profit.

**ARTICLE III – MEMBERSHIP**

Membership shall be restricted to municipal corporations, rural electric cooperatives, and other organizations and individuals whose interests are compatible with the objects of the Association.

#### **ARTICLE IV – MEETINGS**

The Association shall meet annually or as otherwise provided by the Bylaws of the Association. Special meetings may be called by the Executive Committee or upon the written request of ten municipal members of the Association.

#### **ARTICLE V – DUES AND ASSESSMENTS**

Every member of the Association shall pay dues and assessments as prescribed by the Bylaws of the Association.

#### **ARTICLE VI – OFFICERS**

**Article VI, Section 1.** The officers of the Association shall be President, Vice President, Board Secretary, Board Treasurer, one Trustee and other such officers as may be provided in the Bylaws of the Association. All officers shall constitute the Executive committee of the Association, having general administrative powers of the Association. These officers shall be selected as provided in the Bylaws of the Association.

**Article VI, Section 2.** The term of each officer shall be for one year, commencing immediately after the close of business of the final session of the annual meeting at which they were elected.

## **ARTICLE VII – QUORUM**

A majority of the municipal members, represented by their accredited delegates, shall be present at a meeting to constitute a quorum for the transaction of all business of this Association.

## **ARTICLE VIII – POLICY**

This constitution and Bylaws and the laws of the State of New York shall govern this Association.

## **ARTICLE IX – AMENDMENTS**

This Constitution may be amended by resolution adopted by a two-thirds vote of the accredited delegates present at a meeting. Any amendment shall be proposed in writing, by the Executive Committee, or by a municipal member, which municipal member shall present the proposed amendment to the President at least three months prior to the meeting at which the amendment is to be considered by the membership. Notice of any proposed amendments, with the recommendation of the Executive Committee, if any, shall be mailed or emailed to each member at least one month prior to the meeting. The proposed amendment also shall be presented at the opening session of the meeting.

**BYLAWS OF THE  
MUNICIPAL ELECTRIC UTILITIES ASSOCIATION  
OF NEW YORK STATE**

**ARTICLE I – MEMBERSHIP**

**Article I, Section 1.** Classes of membership in the association shall be (1) Municipal, (2) Associate, (3) Corporate, (4) Honorary, and (5) Life.

**Article I, Section 2.** Municipal members (referred to herein as “members”) shall be municipal corporations as defined in Section 360 of the General Municipal Law of New York State that have established and own and operate electric distribution or electric generation and distribution systems in New York State. The term “municipality” (or “municipal”) as used in the article shall mean the governing board of a municipal electric utility of a village, city or town, which governing board is either elected locally by voters within the municipality’s corporate limits or is appointed by such a locally-elected body, and is charged with all the responsibilities that accrue to the ownership and operation of a public utility as created above. Application for such municipal membership shall be made in writing to the President and delivered to the Executive Secretary. The Executive Committee shall review the applicant’s qualifications for membership and shall have the authority to accept or reject applications into temporary municipal membership until the next annual or special meeting

when the application will be brought before the meeting for confirmation or rejection by a majority vote of the accredited delegates.

**Article I, Section 3.** Associate Membership  
Organizations whose interests are companion with, similar to, and compatible with the objects of this Association, as stated in Article II of the constitution, shall be eligible for associate membership. Such membership is limited to municipalities outside of New York State and rural electric cooperatives within New York State. Application for such associate membership shall be made in writing to the President and delivered to the Executive Secretary. The Executive Committee shall review the applicant's qualifications for membership and shall have the authority to accept or reject applications into temporary membership until the next annual or special meeting when the application will be brought before the meeting for confirmation or rejection by a majority vote of the accredited delegates. Any regularly elected associate membership shall be entitled to all the rights, privileges, and prerogatives of a representative of a member municipality as herein defined, except the right to hold office or vote at annual or special meetings, including but not limited to the right of attendance and voice at all meetings of the Association or its Executive Committee. Such membership shall be terminated by majority vote of the Association by reason of incompatibility or otherwise.

**Article I, Section 4.** Corporate Membership

Organizations not qualifying for municipal or associate membership and whose organizational and/or business interests are compatible with, and/or similar to, and supportive of the objectives of this Association, as stated in Article II, shall be eligible for corporate membership. Such membership may include the following: (1) manufacturers, (2) distributors, (3) agents, (4) consultants and service providers. Application for such membership shall be made in writing to the President and delivered to the Executive Secretary. The Executive Committee shall have the authority to accept or reject applications into corporate membership by a majority vote of the Executive Committee members. Any regularly elected corporate members shall be entitled to all rights, privileges, and prerogatives of a representative of a member municipality as herein defined, except the right to hold office or vote at annual or special meetings, including but not limited to the right of attendance and voice at all meetings of the Association or its Executive Committee. Such membership shall be terminated by the majority vote of the Association or the Executive Committee by reason of incompatibility or otherwise.

**Article I, Section 5.** Honorary Membership. Persons who are not affiliated with any municipal member who have rendered such notable service to the Association as to obtain the favorable recommendation of the Executive Committee of this Association may be elected to honorary membership by a majority vote at the

annual or any special meeting of the membership. After election, such honorary member shall be entitled to all the rights, privileges, and prerogatives of a representative of a member municipality as herein defined, except the right to hold office in the Association and to vote at such annual or special meetings of the Association.

**Article I, Section 6.** Life Membership. All past Presidents of the Association, and all persons affiliated with any municipal member who render such notable service to the Association as to obtain the favorable recommendation of the Executive Committee of this Association, may be elected to Life Membership by a majority vote of the accredited representatives of the municipal membership upon their retirement or resignation from the municipal member. After election, such Life Member shall be entitled to all the rights, privileges, and prerogatives of a municipal member as herein defined, except the right to hold office in this Association, unless otherwise eligible as defined in article IV of the Bylaws, and to vote at such Annual or special meetings of the Association, unless otherwise eligible as defined in article V, Section 5. Life Members shall be exempted from paying the registration fee at the Annual Conference or other meetings of the Association.

**Article I, Section 7.** Any municipal member may resign from the Association, after fulfilling all obligations to it, including, but not necessarily limited to paying all billed and outstanding monetary obligations to the

Association, by giving written notice of such intention to the President delivered to the Executive Secretary, which notice shall be presented to the Association at the first meeting after its receipt. Any municipal member who resigns may rejoin the Association upon written application submitted to the President and delivered to the Executive Secretary. The Executive Committee shall review the application for membership and shall have the authority to accept or reject the application into temporary membership until the next annual or special meeting when the application will be brought before the meeting for confirmation or rejection by a majority vote of the accredited delegates contingent upon the payment of any dues and assessments retroactive from the date of their resignation.

**Article I, Section 8.** A municipal member may be suspended for a period of time or expelled for cause such as violation of any of the Bylaws or rules, or for conduct prejudicial to the best interest of the Association as determined and set forth by the Executive Committee. Such suspension or expulsion shall be by two-thirds vote of the Association, provided a statement of said charge shall have been mailed, by registered post, to the member under charges at his or its last recorded address at least fifteen days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place the Association shall meet and also shall provide an

opportunity to the member to present a defense at the time and place mentioned in such notice.

**ARTICLE II – DUES**

**Article II, Section 1.** For purposes of calculating annual dues for municipal member systems, the following categories of systems are established:

- Up to 1,000 retail customers - - - - - Category A
- 1,001 to 2,000 retail customers - - - - - Category B
- 2,001 to 6,000 retail customers - - - - - Category C
- More than 6,000 retail customers - - - - -Category D

Each year as deemed necessary, the Executive Committee shall submit a resolution during the Annual Conference, for dues to be adopted and approved by the membership for each category of System to be applicable to the subsequent fiscal year (January 1 through December 31).

**Article II, Section 2.** Each year as deemed necessary the Executive Committee shall submit a resolution during the Annual Conference, for dues to be adopted and approved by the membership for associate and corporate members to be applicable to the subsequent fiscal year (January 1 through December 31).

**Article II, Section 3.** The fiscal year of the Association shall be January 1 to December 31. The annual dues shall be payable within thirty (30) days of the member’s

receipt of an invoice sent by the Association, either by U.S. mail, or via email. The Executive Secretary shall forward to each member of the Association an initial invoice for not less than one-half of the member's annual dues on or about January 1st of each year. A member elected to membership during any fiscal year shall pay the proportionate share of the dues of such current fiscal year, but in any event, not less than one-half of the otherwise applicable annual dues.

**Article II, Section 4.** Members who fail to pay their dues, assessments or subscriptions within thirty days from the time same become due shall be notified by the Executive Secretary and if payments are not made within the next succeeding thirty days, it shall be reported to the Executive Committee as in arrears, and if so ordered by the said Executive Committee, shall be dropped from the rolls and thereupon forfeit all the rights and privileges of membership. Any municipal or associate member dropped from the rolls for non-payment of dues or assessments, may rejoin the Association upon written application submitted to the President and approval of the application by a majority vote of the accredited delegates of the municipal members at the annual or any special meeting, and the payment of any dues, assessments and subscriptions retroactive to the date of their being dropped from the roll.

### **ARTICLE III - OFFICERS**

**Article III, Section 1.** The officers of this Association shall be selected from and by the members of the Executive Committee and shall be a President, Vice President, Board Secretary, Board Treasurer and one Trustee. Each year, the immediate past- President shall become a trustee for a term of one year.

**Article III, Section 2.** The President, Vice-President, Board Secretary and Board Treasurer shall be elected for, and shall serve for a term of one year from the annual meeting to the next annual meeting, or until the office is vacated as described in Section 10 of this Article.

**Article III, Section 3.** The President shall preside at all meetings of the Association and of the Executive Committee, and shall perform such other duties as may be provided for in the Constitution and Bylaws. Meetings may be held either in a traditional in-person setting at a location announced in advance by the President, or by virtual electronic teleconference if such meeting is conducted in such a manner and using such technology that all participants are able to hear each other at the same time, or a combination of both in-person and electronic teleconference. In the event of absence of the President, the Vice-President shall preside at meetings of the Association and the Executive committee. Should the Vice-President be unable to preside, the meeting shall be chaired by the Executive Committee Trustee.

**Article III, Section 4.** The President shall, in conjunction with the Board Treasurer, sign all warrants drawn upon the Association's funds.

**Article III, Section 5.** The Executive committee shall consist of five individual municipal member representatives elected by the Association membership to each serve a staggered five (5) year term. A new Executive Committee member shall be elected each year, to replace that member whose term has expired. Executive Committee members shall be elected by a majority vote of the Association Members at the annual meeting. Three members of the Executive Committee shall constitute a quorum.

**Article III, Section 6.** The Executive Committee shall be the governing body of this Association and, with the Executive Director, Executive Secretary, and Association Treasurer, shall serve as the general administrative body of this Association, subject to the Constitution and Bylaws.

**Article III, Section 7.** The Executive Committee may appoint a person to the position of Executive Director at a salary to be determined by the Executive Committee. The Executive Director shall do and perform all the necessary work to carry out all the functions and business of the Association, and such other work that may be assigned to him or her by the Executive Committee.

**Article III, Section 8.** The Executive Committee may appoint a person to the position of Executive Secretary,

reporting to the Executive Director at a salary to be determined by the Executive Director and the Executive Committee. The duties of this position shall include:

- a. Keep clear, accurate records of the Association, including membership and attendance records.
- b. Record and maintain minutes of all annual and special meetings of the membership and of the Executive Committee.
- c. Maintain a repository of all correspondence and records of the Association.
- d. Prepare and transmit correspondence of the Association as required.

**Article III, Section 9.** The Executive Committee may appoint a person to the position of Association Treasurer at such compensation as may be determined by the Executive Director and the Executive Committee. The duties of this position shall include:

- a. Establishment of an account in the name of the Association at a financial institution approved by the Executive Committee.
- b. Furnish a bond to be approved by the Executive Committee.
- c. Collect payable dues and assessments and deposit them in the Association's account.
- d. Assist in the preparation of the annual budget.
- e. Submit Association accounts for audit.
- f. Advise the Executive Committee on financial affairs of the Association.

**Article III, Section 10.** Succession of Officers. When an officer of the Association ceases, from any cause whatsoever, to hold office or to continue in service by employment, contract or other capacity in the member municipality that he or she represented when elected to membership on the Executive Committee, he or she shall be deemed ineligible to continue to hold office in the Association. Should an officer die or resign for any reason, the Executive Committee, by a majority vote, shall appoint his or her successor to serve the remainder of the term. The appointee shall be a Past President unless no eligible past president is willing to serve the remainder of the term of the vacated office. If no Past President is eligible or willing to serve as a member of the Executive Committee, the Executive Committee may appoint any eligible member to fill the remainder of the term of the vacant office.

In the event of ineligibility to hold office, prolonged or extended absence, disability, or death of the President, the office shall be filled by the then serving Trustee, and the office of Trustee shall be filled as provided in the preceding paragraph to serve the remainder of the term of the Trustee.

#### **ARTICLE IV – ELECTION OF MEMBERS OF THE EXECUTIVE COMMITTEE**

**Article IV, Section 1.** Manner of election of members of the Executive Committee. At least sixty (60) days prior to the first session of each annual meeting of the

Association, the President or the Executive Director shall appoint a Nominating Committee, to be composed of representatives from three municipal members who, when feasible, have at least five (5) years of service with a municipal member and have been active in the Association. The role of the Nominating Committee shall be to assess the qualifications of the candidates and report to the membership whether each candidate is or is not qualified to serve on the Executive Committee. Not less than forty-five (45) days prior to the first session of the annual meeting, the Nominating Committee shall meet for the purpose of reviewing the nominations or applications received for Executive Committee membership and interviewing the candidates. At the opening session of the annual meeting, they shall submit their report with the name or names recommended by the Nominating Committee as qualified for the position(s) to be filled, and the election shall be held by the Association membership immediately following that report. When making their recommendations regarding candidates, the Nominating Committee shall take into account the experience and length of service of the candidates, their capacity to devote time to service on the Executive Committee and the expression of support for the candidates by their sponsoring municipality. Notice of the report of the Nominating Committee and the names of all candidates recommended by the Nominating Committee as qualified to serve on the Executive Committee shall be given to the members with the

notice of meeting not less than thirty (30) days prior to the Annual Meeting.

**Article IV, Section 2.** If no candidates are presented as qualified for nomination by the Nominating Committee, any delegate may name a candidate from the floor by motion, and upon a second to the motion, this person shall be considered as a nominee to the same extent as if presented by the Nominating Committee. If there is more than one name submitted for any one position on the Executive Committee, whether upon report of the Nominating Committee or upon nominations from the floor, the election shall be by roll call as provided for in accordance with Article V, Section 5, of the Bylaws, for that particular office, except that upon the call of the roll, each member shall vote by paper ballot submitted to the Board Secretary, and the result of the vote shall be reported by totals of votes only without publicly identifying the vote of any particular member. When one name only is presented for election to the Executive Committee, a motion may be entertained for the purpose of instructing the President or Presiding Officer to cast one ballot for the nominee. Any person from a member municipality may be eligible to hold a position on the Executive Committee, but only one person from each member municipality may serve on the Executive Committee at any given time. One accredited delegate from each municipal member shall be entitled to vote for any office, and the person receiving the highest number of votes shall be declared elected. The newly elected member(s) of the Executive

Committee shall take office following the close of the Annual Meeting at which he, she or they are selected.

## **ARTICLE V – MEETINGS**

**Article V, Section 1.** There shall be an annual meeting of the Association during the month of September, unless otherwise directed by the Executive Committee. Notice of such meeting shall be mailed or emailed to each member at least thirty days before the time appointed for the meeting. In addition to the annual meeting, the Association may hold a semi-annual meeting in the month of either April or May, or as otherwise determined by the Executive Committee.

**Article V, Section 2.** Special meetings of the Association shall be called by the Executive Committee, or upon the written request of ten municipal members in good standing of the Association. Notice of any special meeting is to be given in the same manner as for the annual meeting except in emergencies when the meeting shall be called by the President. No other business than that specified in the notice of meeting shall be transacted at any special meeting of the members of the Association.

**Article V, Section 3.** Special meetings of the Executive Committee may be called by the President at such time and place as he or she may determine. Upon written request of the Executive Director or at least three members of the Executive Committee, the President shall call a meeting at such time and place as may be

requested by Executive Director or the petitioning members. Any business affecting the welfare of the Association may be acted upon at any meeting of the Executive Committee whether or not such business is mentioned in the call of the meeting.

**Article V, Section 4.** The presence of a majority of the municipal members as represented by their accredited delegates shall be necessary to constitute a quorum for the transaction of business. If a quorum is not present, they may adjourn to some future time, not less than six days and not more than twenty days later. The Executive Secretary shall thereupon mail notice of adjournment not more than three days after the adjourned meeting to each member entitled to vote, who was absent from the meeting adjourned. If the meeting is to be reconvened, this notice also shall contain the time and place of the meeting.

**Article V, Section 5.** Every municipal member of the association shall be entitled to vote at any regular or special meeting. Each member may send as many representatives as it desires, but only one accredited delegate shall have the right to cast the vote for the member. An accredited delegate is defined as a person, or persons, authorized by a municipal member to represent, and vote for said municipality. Such authorization shall be in writing, properly executed, and filed with the Executive Secretary prior to the commencement of the meeting. An accredited delegate may represent more than one municipal member if so designated by a duly adopted proxy

authorization. An alphabetical roll call shall be prepared by the Board Secretary and on every question before the Association, the entire roll of members shall be called, and the vote of the members recorded. All Questions shall be decided by a majority vote of the accredited delegates present unless otherwise stated herein.

**Article V, Section 6.** The order of business at the annual meeting of the Association shall include:

1. Call to Order
2. Call of the Roll
3. Proof of Notice of the Meeting
4. Executive Secretary's Report and Minutes
5. Association Treasurer's Report
6. Committee Reports
7. Executive Director's Report
8. President's Report
9. Unfinished Business
10. New Business
11. Election of new Association Members and members of the Executive Committee
12. Adjournment

This order of business may be altered or suspended at any meeting by a majority vote of the accredited delegates present.

**Article V, Section 7.** All resolutions to be presented to the members at the annual meeting must be presented at the opening session of the annual meeting and read to the membership, and at the closing session on the last day of the annual meeting shall be voted upon for adoption or rejection.

## **ARTICLE VI – COMMITTEES**

**Article VI, Section 1.** The standing committees of this Association shall be: Audit and Budget, Accounting and Finance, Engineering, Safety and Training, and Bylaws. Members of these committees shall be named by the President or the Executive Director, who shall also designate the Chair of the committee. The Chair of all standing, special and ad hoc committees, and the Executive Director shall constitute an Advisory Committee.

**Article VI, Section 2.** The President shall have the power to appoint ad hoc and special committees for the investigation of matters of interest to the Association, and for the conduct of any other duties that he or she may designate to them. The President shall also designate the Chair of all such committees.

## **ARTICLE VII – MUNICIPAL ELECTRIC AGENCY OF NEW YORK STATE**

**Article VII, Section 1.** The Municipal Electric Agency of New York State is created for the sole purpose of

entering into joint agreements for the provision of public power and energy for its members through generation, purchase, and transmission or wheeling agreements or contracts. A certain sum of money is set aside in the budget for the creation of this municipal entity, which sum shall be repaid to the Association in due time from subscription fees paid to this agency from its own members.

**Article VII, Section 2.** Membership shall be restricted to the same classes noted in the Association Bylaws. It is intended, however, that all who participate in and benefit from this entity shall have an equal vote in all matters.

**Article VII, Section 3.** This joint action agency shall create its own Bylaws, subject to approval of the Executive Committee of this Association. It shall then elect its own officers and hire its own employees. Once created and self-sufficient, having repaid all debts to the Association, this agency shall be an entity totally separate from the Association.

#### **ARTICLE VIII – BUDGET**

The Executive Committee shall at each annual meeting present a detailed budget of its estimated expenses and revenues for the ensuing year, and also shall file with the President a detailed statement of annual expenses incurred during the preceding year. Any additional assessments over and above the base dues shall be presented with the budget and presented to the members prior to the vote to approve the budget.

## **ARTICLE IX – AMENDMENTS**

These Bylaws may be amended, repealed, or altered in whole or in part, at the annual meeting, the semi-annual meeting, or any special meeting of the Association. Any amendment shall be proposed by the Executive Committee, or by a municipal member who shall present the proposed amendment in writing to the President at least three months prior to the annual, semi-annual or any special meeting at which the proposed amendment is to be considered by the membership. Notice of any proposed amendments, with the recommendation of the Executive Committee, if any, shall be mailed or emailed to each member at least thirty (30) days prior to the opening session of the meeting. The proposed amendment also shall be presented at the opening session of the meeting. A favorable vote of two-thirds of the accredited delegates of the members present at such annual, semi-annual or special meeting shall be required to adopt any amendment.

## **ARTICLE X – PARLIAMENTARY RULES**

“Roberts’ Rules of Order” shall be the governing parliamentary law of the Association, in all cases not definitely provided for by its Constitution and Bylaws, or its own rules.

## **ARTICLE XI - INDEMNIFICATION**

### ***Article XI, Section 1.*** Indemnification

To the extent permitted by the laws of New York, from time-to-time in effect, the Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was an Officer, the Executive Director or other employee, or an agent of the Association, or is or was serving at the request of the Association as an Officer, employee or agent of another authority, corporation, partnership, joint venture, trust or other enterprise, against all expenses including attorneys' fees (and except in the case of a derivative action, suit or proceeding), any judgments, fines and amounts paid in settlement, actually and reasonably incurred in connection with the defense or settlement of such action, suit or proceeding (if they acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Association), and, with respect to a criminal action or proceeding, has no reasonable cause to believe the conduct was unlawful; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of the duty to the Association unless and only to the extent that the Court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability (but in view of all circumstances of the case), such person is fairly and reasonably

entitled to indemnity for such expenses which such Court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, or itself, create a presumption that the person did not act in good faith and in a manner which was reasonably believed to be in or not opposed to the best interests of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any agreement, or otherwise, both as to capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

***Article XI, Section 2.*** Insurance

The Association may purchase and maintain insurance on behalf of any person who is or was an Officer, employee or agent of the Association or is or was serving at the request of the Agency as an Officer, employee or agent of another authority, municipality, corporation, partnership, joint venture trust or other enterprise, against any liability asserted against him/her and incurred in any such capacity, or arising out of such status, whether or not the Association would have the power to indemnify against such liability under the provisions of this Article or of the laws of New York State.