

CONSTITUTION AND BYLAWS
SOUTHWEST ELECTRICAL METERING ASSOCIATION

PREAMBLE

The Southwest Electrical Metering Association subscribes to the art 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.

In order to aid in advancing these ideals in the Southwestern United States, this Association herewith sets forth its Constitution and Bylaws of which this Preamble is a part.

CONSTITUTION

Article I
NAME

Section 1. This organization shall be known as the Southwest Electrical Metering Association.

CONSTITUTION

Article II
HEADQUARTERS

Section 1. The principal office shall be located in the city in which the duly elected secretary resides, and the place and time of meetings shall be selected by the membership.

CONSTITUTION

Article III
MEMBERSHIP

Section 1. Membership qualifications, obligations and privileges shall be as provided herewith:

Utility Member - An operating electric utility within the Southwestern United States, who has indicated in writing a bona fide interest in the purpose of the Organization and a willingness to share equally in all the responsibilities of utility members, and actively participate in, and support the constitution and bylaws, annual meter school, and various committees. Applications for

membership shall be acted on at either of the semiannual meetings. A two-thirds affirmative vote, with not less than a quorum present, is required for conditional acceptance. Final acceptance will be made on receipt of written confirmation by the Company's management supporting the objectives and activities outlined above.

Association Member - A major manufacturer of products normally used in electric energy and power measurements, who has indicated in writing a bona fide interest in the purpose of the Organization and a willingness to share equally in all the responsibilities of association members, and actively participate in, and support the constitution and bylaws, annual meter school, and various committees. Applications for membership shall be acted on at either of the biannual meetings. A two-thirds affirmative vote, with not less than a quorum present, is required for conditional acceptance. Final acceptance will be made on receipt of written confirmation by the Manufacturer's management supporting the objectives and activities outlined above.

Institutional Member - Texas A & M University

Supporting Member – An entity which is directly related to the utility industry, but is not a utility, manufacturer, or sales company, which has indicated in writing a bona fide interest in the purpose of the Organization and a willingness to actively participate in, and support the constitution and bylaws, annual meter school, and various committees. Applications for membership shall be acted on at either of the biannual meetings. A two-thirds affirmative vote, with not less than a quorum present, is required for conditional acceptance. Final acceptance will be made on receipt of written confirmation by the Member's management supporting the objectives and activities outlined above.

Cooperating Member - Manufacturing and/or sales companies who offer products for sale that are normally used in electric energy and power measurements.

Senior Member - Retired individual - shall have been active in one of the membership sections and expresses a desire to remain affiliated with the Association.

Charter Utility Member - Any active utility member that is also one of the original members of this organization. (A charter membership listing is attached to this document.)

Utility and Institutional Members may vote and hold office while four (4) Associate Members and two (2) Cooperating Members, appointed by the President, may vote. Each voting member is allowed one vote.

CONSTITUTION

Article IV OFFICERS

Section 1. The officers of the Association shall consist of a President, Vice- President, and a Secretary- Treasurer.

CONSTITUTION

**Article V
COMMITTEES**

Section 1. Standing committees shall be Program Planning, Nominating, Site Selection and such other standing committees as shall be created by a majority vote of the members.

Section 2. The Chairmen of the standing committees shall be appointed by the President. The President will also appoint members of each standing committee after due consideration of committee chairman's recommendation. The President must also consider and adhere to the makeup requirements of all the standing committees as stated in Article IV of the bylaws.

Section 3. Special non-standing committees shall be appointed by the President as required.

CONSTITUTION

**Article VI
ELECTION OF OFFICERS**

Section 1. All officers shall be elected annually and shall hold office for one year or until their successors are installed.

Section 2. All elections shall be held on the floor of the Annual Meeting after receiving the report of the Nominating Committee.

Section 3. A plurality of all votes cast shall be necessary to elect to any office, except in case of a tie vote which shall be broken by casting lots.

CONSTITUTION

**Article VII
AMENDMENTS**

Section 1. This Constitution may be amended on the floor of either of the semiannual meetings provided, however, that the voting membership has been notified of the proposed amendment at least three weeks prior to a vote on the amendment. A two-thirds affirmative vote, with not less than a quorum present, shall be required to amend this Constitution or any part thereof.

Section 2. Amendments to this Constitution shall become effective immediately.

SWEMA BYLAWS

**Article I
FISCAL YEAR**

Section 1. The Fiscal Year of the Association shall be from June First to May Thirty-First.

BYLAWS

**Article II
MEETINGS**

Section 1. REGULAR MEETINGS. The Association shall regularly convene semiannually, on a day selected by the membership. Notices of each meeting shall be mailed to the membership in a timely manner.

Section 2. ANNUAL MEETING. The meeting held in the fall of each year shall be designated as the Annual Meeting.

Section 3. SPRING MEETING. The Spring Meeting shall be held in June of each year at a location selected by the Site Selection Committee.

Section 4. QUORUM. For the purpose of transacting business of the Association, a quorum consisting of a simple majority of the voting membership shall be required.

BYLAWS

**Article III
OFFICERS**

Section 1. PRESIDENT. It shall be the duty of the president to preside at all meetings of the Association. He shall be ex officio, a member of all committees, except the Nominating Committee, and he shall appoint chairmen and members thereof except as otherwise provided. He shall have general direction of the business of the Association .

Section 2. VICE-PRESIDENT. In the absence of the President, or in the case of the inability of the President to act, or at the request of the President, it shall be the duty of the Vice-President to perform all the duties of the President. In the absence of the President and Vice-President, the chairman for that meeting shall be elected from the floor .

Section 3. SECRETARY- TREASURER. The Secretary- Treasurer shall keep an accurate record of all proceedings of the Association and shall have custody of all official papers, monies, and records. He shall render all bills and shall submit a report when requested, within thirty days, of the monies received and disbursed since the previous report. Annually he shall submit a written report covering the activities of his office, including a complete financial statement of all monies received and disbursed, and a statement of the membership of the Association. At the expiration of

his term of office, he shall turn over to his successor all books, monies, documents, and other property of the Chapter in his custody, and shall receive a receipt therefor.

BYLAWS

Article IV COMMITTEES

Section 1. PROGRAM PLANNING. This committee shall make all arrangements for the annual meter school. This committee shall be appointed by the President and composed of a Chairman and one representative from each of the Charter Utility Members, a maximum of three representatives from the non-Charter Utility Membership, one Institutional Member representative, four representatives from the manufacturers specified as an Associate Member, and two representatives from the Cooperating Members group.

Section 2. NOMINATING COMMITTEE. This committee shall be responsible for recommending officers for nomination at the Annual Meeting for the succeeding fiscal year. This committee shall include three Utility Members to be appointed by the President at the Spring Meeting.

Section 3. SITE SELECTION COMMITTEE. This committee shall be charged with selecting a site and making arrangements for the succeeding Annual Spring Meeting. The site selected should be the most advantageous to the Utility Members of SWEMA. The Site Selection Committee shall be appointed by the President at the Annual Meeting and composed of three to five members with at least one Charter Utility Member.

Section 4. SPECIAL COMMITTEES. These committees as appointed by the President shall meet at the earliest possible date after appointment, study their special assignment thoroughly, and report promptly.

BYLAWS

Article V MEMBERSHIP, DUES AND ASSESSMENTS

Section 1. Membership qualifications, obligations, and privileges shall be as provided in the Constitution of the Association.

Section 2. No annual dues are to be collected by the Association.

Section 3. Assessments to be collected and retained for use by this Association shall be entirely discretionary with the membership, and shall be voted upon by the Membership assembled. The details of such assessments shall be determined at the time the matter is presented for consideration and shall be explained. A two-thirds affirmative vote, with at least fifty-percent of the members voting, shall be necessary to authorize levying of assessments.

Section 4. All members or guests of members desiring to participate in any function of the Spring Meeting of the Association shall register and pay the prescribed registration fee except:

- (a) Spouses,
- (b) Welcoming Speaker and Host Company Officials,
- (c) Other invited to speak at luncheons or banquets.

Section 5. At the Annual Meeting, the Association will consider past cost experience of Spring Meetings and in consultation with the Site Selection Committee, set the maximum budget for Association funds to be expended at the following Spring Meeting.

At the Annual Meeting, the Association will also set the fee for each registrant at the following Spring Meeting.

Section 6. As required, the Association will, from its Treasury, provide funds for all expenditures incurred by the members organizing the Spring Meeting, up to the annual maximum budgeted amount, that are in excess of the total registration fees collected.

Any registration fees collected that are in excess of the annual Spring Meeting budgeted amount shall not be expended but are to be returned to the Association.

Any registration fees collected that are not expended shall be returned to the Association.

Section 7. The Association, by agreement between its Secretary and the organizing members, will provide from its Treasury, advance funding for the Spring Meeting if required.

The responsible organizing members will, in the name of the Association, collect all registration fees and make all necessary expenditures and provide an accounting thereof to the Association.

BYLAWS

Article VI OBLIGATIONS

Section 1. No obligations shall be incurred by the Association that require funds in excess of that on hand or assessed as provided for in Article V, Section 3 of these bylaws.

Section 2. No continuing obligations may be incurred without the approval of a majority of the members present and voting at a meeting of the Association.

Section 3. The Treasurer and the President may incur and the Treasurer expend monies for the routine and incidental expenses of the Association.

BYLAWS
Article VII
AMENDMENTS

Section 1 .These Bylaws may be amended on the floor of either of the semiannual meetings provided, however, that the voting membership has been notified of the proposed amendment at least three weeks prior to a vote on the amendment. A two-thirds affirmative vote, with not less than a quorum present, shall be required to amend these Bylaws or any part thereof.

Section 2. Amendments to these Bylaws shall become effective immediately.

LISTING OF CHARTER MEMBERS

Lower Colorado River Authority

Gulf States Utilities (Entergy)

Texas-New Mexico Power Co.

El Paso Electric

Southwestern Public Service Co. (Xcel Energy)

West Texas Utilities (American Electric Power)

Reliant Energy/Houston Lighting & Power

Texas Utilities (ONCOR)

City of Austin (Austin Energy)

Southwestern Electric Service Co. (American Electric Power)

City Public Service

Central Power & Light (American Electric Power)

Southwestern Electric Power Co. (ONCOR)

Public Service Co. New Mexico