

BY-LAWS OF THE U.S. NATIONAL COMMITTEE OF CIGRÉ

APPROVED ON JULY 25, 2011

Parent Organization

CIGRÉ is the Conseil International des Grands Reseaux Electriques—the *International Council on Large Electric Systems*. It is a permanent International Association founded in Paris, France, in 1921 and governed by the French law on Associations dated 1 July 1901. The official languages for all its meetings and for all publications are French and English.

CIGRÉ Comprises:

- Collective Members (public or private enterprises of an industrial or commercial nature, establishments for higher education or research, government departments, scientific or technical associations) in one or more categories;
- Individual Members who can only be natural persons (engineers, managers, researchers, professors, etc. and students and young engineers) in one or more categories; and
- Honorary Members nominated by the CIGRÉ Administrative Council and approved by a CIGRÉ Selection Committee (comprised of CIGRÉ President, Technical Committee Chairman, the Secretary General, and past CIGRÉ President and Technical Committee Chairman).

In accordance with its Statutes and its Master Plan, the mission of CIGRÉ is to:

- Facilitate and develop the interchange of power engineering knowledge and information between engineering personnel and technical specialists;
- Add value to knowledge and information exchanges by synthesizing state-of-the-art and world practices; and
- Make managers, decision-makers, regulators, and academia aware of the synthesis of CIGRÉ's work in the area of electric power.

More specifically, issues related to the development, operation, and management of power systems, as well as the design, construction, maintenance and disposal of equipment and plants are at the core of CIGRÉ's mission. More recently, this mission has been expanded to include electrical system environmental performance, electricity markets and regulation, distribution systems and dispersed generation, materials and emerging technologies, and information systems and telecommunications. CIGRÉ's field of activity covers in particular:

- Electrical aspects of electricity generation;
- The construction and operation of substations and transformer stations and their associated equipment;
- The construction, insulation and operation of high voltage electric lines; and
- The interconnection of systems and the operation and protection of interconnected systems.

National Committees of CIGRÉ

Members of CIGRÉ from any country may set up a National Committee. Such a committee exercises only those rights and duties as laid down after its recognition by the CIGRÉ Administrative Council. In general, the role of National Committees is to further the interest of CIGRÉ in those countries where they have been set up. In particular, their powers are as follows:

- To recruit CIGRÉ members, to collect their annual fees, and to forward a portion of such fees to the Central Office (CIGRÉ Paris Headquarters);

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- To guide the selection and preparation of papers which properly represent the member country's viewpoint to be presented at the Sessions and forward them to the Central Office;
- To collect the registration fees for the biennial Sessions for forwarding to the Central Office;
- To make recommendations to the Technical Committee and/or Administrative Council for persons to become members of Study Committees and to encourage in their respective countries the formation of committees of experts to cooperate with the Study Committees;
- To assist in keeping its members informed of the activities of Study Committees and of the results of the Sessions;
- To recommend, if entitled, names of members for election to the Technical Committee and/or Administrative Council, in accordance with the Rules of Procedure.

1.0. U. S. National Committee

1.1 *Purpose and Powers of U. S. National Committee*

1.11 The U. S. National Committee of CIGRÉ, hereafter sometimes referred to as USNC, shall promote the aims of CIGRÉ, i.e., to facilitate the interchange of technical knowledge and data between all countries in the general field of electricity generation and transmission at high voltages. To that end, USNC is organized exclusively for scientific and educational purposes within the meaning of Section 501 (c) (6) of the Internal Revenue Code of 1954.

1.12 The USNC shall have all the powers of a National Committee of CIGRÉ as set forth in these Bylaws, and shall administer all matters pertaining to CIGRÉ within the United States. The USNC shall consist of all CIGRÉ members residing in the United States plus those living outside the country on foreign assignment. The USNC will act through the constituent bodies identified in Section 1.2.

In the event of a conflict between the Bylaws of the USNC and the Statutes and Rules of Procedure of the CIGRÉ organization, the CIGRÉ organizational documents shall govern.

1.2 *Organization*

1.21 The USNC constituent bodies are:

- a. The USNC Executive Committee, which is the governing body elected by the membership of the USNC;
- b. The USNC representatives of CIGRÉ Study Committees as appointed by the Executive Committee;
- c. The USNC Technical Committee as appointed by the Executive Committee, and
- d. The appointed committees of the Executive Committee.

1.3 *Membership*

1.31 Membership in the USNC is automatic for all U. S. members of CIGRÉ who pay the annual fee as prescribed by these Bylaws.

1.32 All individual members, honorary members, and representatives of collective members (Patron, Sustaining, and Collective members) of the USNC have equal rights and privileges, or as otherwise set forth in these Bylaws, and all members are eligible for election or appointment to USNC offices as provided herein.

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1.33 Members of the USNC Executive Committee, USNC representatives to the CIGRÉ Study Committees, and members of the USNC Technical Committee shall be individual members of the USNC.

1.34 Members shall receive at least 10 days written notice of meetings conducted under the auspices of the USNC, except meetings of the Executive Committee or other committees.

1.35 Members shall receive notice of proposals for amendment of these Bylaws at least 30 days in advance of action by the Executive Committee to permit an expression of opinion thereon directly to the Secretary or Secretariat, as appropriate, who shall communicate such opinion to the Executive Committee.

1.36 Any member may resign from membership in the USNC by giving written notice to that effect to the Secretary or Secretariat, as appropriate. The resignation shall be effective at the time specified in the notice or if no such time is specified then the resignation shall be effective upon acceptance by the Executive Committee. Resignation or acceptance of resignation shall not affect a member's liability for obligations to the USNC existing at the time of resignation.

Except as otherwise provided by law or articles of incorporation, any member whose membership in the USNC shall have terminated by resignation, suspension, expulsion or other cause shall forfeit thereby all interest in any and all funds, property, assets, rights and interest belonging to the USNC.

1.4 *Fees*

1.41 The annual membership fee to be paid to USNC CIGRÉ, inclusive of the fee payable to CIGRÉ, shall be established by the Executive Committee.

1.42 To maintain membership in the USNC and exercise the privileges thereof, the member shall maintain his or her membership in CIGRÉ and remit CIGRÉ fees to the Secretary or Secretariat, as appropriate, of the USNC within three months of the established annual date on which these fees become due.

1.43 The established annual date on which membership fees become due shall be January 1 of each year.

1.44 Any member failing to make a payment within two months after it becomes due shall be notified in writing by the Secretary or Secretariat, as appropriate. If said payment is not made within 30 days from mailing of said notice, the Executive Committee may, without prejudice to any other rights which the USNC may have to enforce collection, immediately terminate such membership and all incidental rights and privileges of such member without further notice, and without hearing.

1.45 All U.S. members of CIGRÉ shall remit all USNC CIGRÉ and CIGRÉ fees to and through the Secretary or Secretariat, as appropriate, of the USNC.

1.5 *Quorum and Voting at Members' Meetings*

1.51 Quorum. At any meeting of the U. S. National Committee, the presence, in person or by proxy, of members entitled to cast ten percent of the total number of votes entitled to be cast shall constitute a quorum for the transaction of business. The presiding officer may prescribe such rules of order as he or she deems necessary or appropriate.

1.52 Voting. Each collective member (Patron, Sustaining, and Collective member) shall at any meeting of members be entitled to four votes in person or by proxy and each individual member and each honorary member shall be entitled to one vote in person or by proxy. Any action to be taken by vote of the members shall be authorized by a majority of votes cast in person or by proxy at a meeting of the members at which

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a quorum is present.

1.53 The members shall elect every two years, on nomination by the Nominating Committee, petition of five or more members, or pursuant to a motion made and seconded at the meeting, a President, a Secretary, and a Treasurer, each to serve for a term of two years or until a successor is elected and qualifies. The President, Secretary, and Treasurer shall be voting members of the Executive Committee.

1.54 The members shall elect every year, on nomination by the Nominating Committee, petition of five or more members, or pursuant to a motion made and seconded at the meeting, Vice Presidents of the Executive Committee, each to serve a term of two years or until a successor is elected and qualifies. Normally eight Vice Presidents will be nominated, but additional nominations may be made at the discretion of the Executive Committee. Vice Presidents shall be voting members of the Executive Committee.

1.55 The members shall elect every year, on nomination by the Nominating Committee, Members-At-Large, who are individual members, representatives of USNC collective members (Patron, Sustaining, and Collective members), and whose organization does not have an officer representative on the Executive Committee, each to serve a term of two years or until a successor is elected and qualifies. The Nominating Committee will stagger the terms of the Members-At-Large such that about half of the Members-At-Large will be elected each year. Normally, nominations of Members-At-Large will be limited such that the maximum membership of the Executive Committee is no greater than 50, however, additional nominations may be made at the discretion of the Executive Committee. Members-At-Large shall be voting members of the Executive Committee.

1.56 In the event of a vacancy in any of the aforesaid elected offices, including all officers and Members-At-Large, during the term thereof, by reason of death, disability, resignation or other cause, the Executive Committee may fill such vacancy for the unexpired term.

1.57 All officers and Members-At-Large elected pursuant to paragraphs 1.53, 1.54, and 1.55 may be reelected for successive two-year terms. However, no person who has served as President for three successive two-year terms, including any unexpired terms, shall again be eligible to be elected until at least two years have elapsed following his/her third successive term.

1.58 The immediate past USNC President shall be an ex-officio (voting) member of the Executive Committee and shall serve until a successor President becomes immediate past President, at which time he or she shall become an ex-officio (non-voting) member of the USNC Executive Committee.