

**BYLAWS OF  
THE  
CONNECTICUT TRANSMISSION MUNICIPAL ELECTRIC ENERGY  
COOPERATIVE**

(Approved October 22, 2009)  
(with such amendment dated April 27, 2017 referred to herein as the “2017  
Bylaws Amendment”)

**ARTICLE I**  
**DEFINITIONS, NAME, LOCATION, SEAL, PURPOSES, AND**  
**GENERAL DESCRIPTION OF GOVERNANCE STRUCTURE**

**SECTION 1. DEFINITIONS.**

Capitalized terms used herein shall have the meanings afforded to them as provided herein. If not otherwise expressly defined herein such terms shall have the meanings afforded to such terms pursuant to the Act, or as are provided in the Replacement Power Supply Contracts, as amended (“RPSC”) by and between CMEEC and each of the Members or the General Transmission Services Agreement, as amended by and between CMEEC and each of the Members (the “GTSA”), as defined below.

In addition to the foregoing, the following terms shall have the following meanings:

“Act” means Title 7, Chapter 101a, Sections 7-233a *et. seq.* of the General Statutes of Connecticut, as amended.

“Alternate Delegate” is as defined in Article I, Section 9.

“Applicable Law” means the requirements of any federal and/or state law, code, statute, rule, regulation, or decree, including the Act, as well as any decree, order or judgment, not otherwise subject to appeal, validly issued or promulgated, and then in effect, by any court, tribunal, arbitrator or governmental agency having competent jurisdiction.

“CTMEEC” is as defined in Article I, Section 2.

“CTMEEC Board of Directors” is as further defined in Article I, Section 6. The term “Board” and “Board of Directors” is used interchangeably with this term and has the same meaning.

“CTMEEC Vision, Mission, and Objectives” means the formally published business management tools, as revised from time to time, consisting of hierarchically related components, including CTMEEC’s visionary statement of its future desired state (“Vision”), CTMEEC’s mission statement defining the manner in which the Vision shall be achieved (“Mission”), and the CTMEEC key performance areas of focus and the associated metrics used in executing to the Mission and Vision (“Objectives”); such Vision, Mission and Objectives,

and subsequent amendments thereto, shall be recommended by the CTMEEC Chief Executive Officer to the CTMEEC Board of Directors and approved by the CTMEEC Board of Directors. For purposes of CTMEEC Vision, Mission, and Objectives, the CMEEC Vision, Mission, and Objectives will serve as a joint structure, consistent with the joint Board of Director Joint Committees.

“Creating Agreement” means the “Restated and Amended Agreement made by and between the Board of Public Utility Commissioners of the City of Norwich, Connecticut; Groton Utilities Commissioners of the City of Groton, Connecticut; the Board of the Department of Utilities Commissioners of the Borough of Jewett City, Connecticut; the Board of Commissioners of South Norwalk Electric and Water of the City of Norwalk Second Taxing District; the Board of Commissioners of the Electrical Department of the City of Norwalk, Third Taxing District; the Board of Commissioners of the Town of Wallingford Department of Public Utilities and the Board of Utilities Commission of Bozrah Light and Power Company, dated December 1, 2008.

“Director” is as defined in Article I, Section 10. The term “Member Representative” is used interchangeably with this term and has the same meaning.

“Legislative Body Appointee” is a person or persons appointed by a Member’s legislative body or a Connecticut State legislative or regulatory body to serve as an ex officio, non-voting monitor of CTMEEC Board meetings, and not possessing CTMEEC fiduciary responsibilities. The Legislative Body Appointee, when monitoring any CTMEEC Regular Board of Directors’ meeting pursuant to these Bylaws, shall not be entitled to vote on any matter coming before the Board and may only provide his or her specific perspective and or position on the matter. The Legislative Body Appointee(s) shall not serve in any Officer role, Member Representative, Alternate Representative, Member Delegate, Alternate Delegate, as further defined herein, or act in, the capacity of an agent or representative of CTMEEC.

“Member” is as defined in Article I, Section 7.

“Member Delegate” is as defined in Article I, Section 9.

“Member Delegation Chair” is as defined in Article II, Section 1.

“Member Representative” is as defined in Article I, Section 10. The term “Director” is used interchangeably with this term and has the same meaning.

“Municipal Electric Utility” shall have the same meaning as is afforded such term by the Act.

## **SECTION 2. NAME.**

The name of the Cooperative is the Connecticut Transmission Municipal Electric Energy Cooperative (“TRANSCO” or “CTMEEC”).

### **SECTION 3. LOCATION.**

The principal office of CTMEEC shall be located in Norwich, Connecticut, or in such other location in the State of Connecticut as may be designated by the CTMEEC Board of Directors.

### **SECTION 4. CORPORATE SEAL.**

The Board may adopt and alter the seal of CTMEEC.

### **SECTION 5. PURPOSES.**

The purposes for which this TRANSCO is organized are to undertake the planning, financing, development, acquisition, construction, reconstruction, improvement, enlargement, betterment, operation, and maintenance of a project or projects including, but not limited to, transmission-related projects, and transmission and supporting services needs for the present and future needs of its Members and Participants; and to do and perform all acts and things for the benefit of its Members and Participants, which by law, expressed or implied, it is authorized, empowered, or permitted to do and perform.

### **SECTION 6: GENERAL GOVERNANCE STRUCTURE.**

**Section 6.1. General.** CTMEEC shall be managed by two governing bodies, subject to separate and distinct sets of structures, and requirements, for the purpose of maintaining appropriate segregation of interests and responsibilities, namely: (a) the CTMEEC Member Delegation, through which the CTMEEC Members act collectively, as defined further below, with respect to issues relating to their ownership, as Members of CTMEEC, and (b) the CTMEEC Board of Directors, comprised of Member Representatives named by each of the Members, as further defined herein, with respect to the operational management of CTMEEC and as otherwise required pursuant to the Act. The roles and function of each of the CTMEEC Member Delegation and the CTMEEC Board of Directors are further described below in Article I, Sections 6.2 and 6.3.

**Section 6.2. CTMEEC Member Delegation:** The CTMEEC Member Delegation is established and shall serve as the body to oversee and administer the individual and collective ownership-related interests of the Members in CTMEEC, in their capacity as Members of CTMEEC. The CTMEEC Member Delegation shall be established and shall operate pursuant to Article II below. The CTMEEC Member Delegation scope of responsibilities shall include, but not be limited to ensuring the interests of the Member Delegation are achieved through the development and implementation of, and ongoing execution to the CTMEEC Vision, Mission, and Objectives by the CTMEEC Board of Directors. The CTMEEC Member Delegation shall possess the primary responsibility for managing all matters related to membership, equity requirements, and the financial stability of CTMEEC, and as provided for in the voting requirements in Article II, applicable to the Member Delegation.

**Section 6.3. CTMEEC Board of Directors:** The CTMEEC Board of Directors shall serve as the governing and oversight body for the individual and collective interests of the Members and

customers of CTMEEC, with such fiduciary duties as apply pursuant to the Act and Applicable Law, with respect to CTMEEC's operations and in otherwise fulfilling the purposes as stated in this Section 6.3, and as further defined in Article III, and in Article IV hereof. The CTMEEC Board of Directors, comprised of the Member Representatives, as further defined herein, shall provide operational oversight of the CTMEEC Chief Executive Officer in executing to and fulfilling the Vision, Mission, and Objectives. Unless otherwise noticed in writing by the Member, the Member Representatives and Alternates for the CTMEEC Board of Directors shall be the same as those appointed to the CMEEC Board, with exception of Officer positions.

#### **SECTION 7. MEMBER(S).**

Member(s) are defined as the Municipal Electric Utilities within Connecticut, which have by official action agreed to participate as Members in CTMEEC by the filing of concurrent resolutions of each and every Member and the filing of said concurrent resolutions with the office of the Secretary of State of the State of Connecticut.

#### **SECTION 8. INTENTIONALLY LEFT BLANK**

#### **SECTION 9. MEMBER DELEGATE SERVICE ON THE CTMEEC MEMBER DELEGATION.**

From the two (2) Member Representatives and the two (2) Alternate Representatives, appointed pursuant to Article I, Section 10 below, one (1) shall be selected and further appointed by the Member as the sole Member Delegate, to act with the full powers and duties of the Member while serving on the CTMEEC Member Delegation with respect to all matters which come before the Member Delegation and one (1) shall be selected and further appointed to act with the full powers and duties of the Member Delegate representing such Member with respect to matters coming before the CTMEEC Member Delegation in the event of the absence or unavailability of the Member Delegate of such Member (with such person referred to herein as the "Alternate Delegate"). The Member shall transmit notice of such appointments to CTMEEC and such appointments shall thereafter be effective for all purposes, except in cases of resignation, removal, or replacement as provided in a subsequent notice by the Member to CTMEEC. The Alternate Delegate position may be filled by one (1) of the remaining three (3) Member Representatives or Alternate Representatives as an alternate to serve in his/her place as the Member Delegate on an as required basis when the Member Delegate is not available to participate and/or vote on matters coming before the CTMEEC Member Delegation.

#### **SECTION 10. CTMEEC MEMBER REPRESENTATIVES SERVING ON THE CTMEEC BOARD OF DIRECTORS.**

Member Representative(s or Director(s)) is (are) defined as the person or persons appointed by each Member's governing body to serve on the CTMEEC Board of Directors. Each Member MEU governing body shall appoint two (2) Member Representatives to the CTMEEC Board of Directors. Each Member MEU governing body shall also appoint one (1) alternate representative (the "Member Representative Alternate"). Each such Member Representative

Alternate shall be empowered to serve in the place of either of the Member Representatives to the CTMEEC Board of Directors or both, as applicable, in the event of the absence or unavailability of such Member Representative(s) to participate and/or vote on matters coming before the CTMEEC Board of Directors, to serve in the place of either or both of the Member Representatives, as the case may be, and to act with the full powers and duties of the Member Representative(s) in such circumstances. Each Member Representative or Member Representative Alternate must be an Official (Officer, Director, Commissioner, or high-ranking employee) of such Member.

## **SECTION 11. INTENTIONALLY LEFT BLANK**

# **ARTICLE II** **CTMEEC MEMBER DELEGATION MEETINGS.**

## **SECTION 1. GENERAL MATTERS.**

The Member Delegation shall appoint from among the Member Delegates by majority vote during each Annual Meeting, to serve for a term of the longer of one (1) year or until the completion of the next Annual Meeting following such initial selection and appointment, a person (the "Member Delegation Chair") to act in the capacity of chairperson with respect to the administration requirements of the CTMEEC Member Delegation and the conduct and administration of the meetings of the CTMEEC Member Delegation. The Member Delegation Chair may also serve simultaneously as the Chairperson of the Board if so elected by the Board pursuant to the procedures set forth herein. The Member Delegation may convene in Executive Session during any meeting of the Member Delegation in accordance with the provisions of Applicable Law.

## **SECTION 2. ANNUAL CTMEEC MEMBER DELEGATION MEETING.**

The annual meeting of the CTMEEC Member Delegation shall be conducted on the third Thursday of November of each year at the offices of CTMEEC, or on such other date or in such other location in the State of Connecticut as the CTMEEC Member Delegation shall determine by official action of the CTMEEC Member Delegation.

## **SECTION 3. CTMEEC MEMBER DELEGATION SPECIAL MEETINGS.**

The Member Delegation Chair may call special CTMEEC Member Delegation meetings at any time, subject to compliance with the notice requirements of Applicable Law. The Member Delegation Chair shall call a Special CTMEEC Member Delegation meeting whenever so requested in writing by a majority of the Member Delegates. No business other than the subject matter specified in the call for the meeting shall be transacted at any such special meeting of the CTMEEC Member Delegation. Meetings of the CTMEEC Member Delegation, other than the Annual CTMEEC Member Delegation meeting, may be conducted in any geographic location, and such meetings are not restricted to the State of Connecticut as long as properly noticed.

#### **SECTION 4. CTMEEC MEMBER DELEGATION QUORUM.**

The Member Delegate or Alternate Delegate in substitution for such Member Delegate, as provided herein, shall vote on behalf of such Member at any Special or Annual meetings of the CTMEEC Member Delegation. The physical, in person presence at such meeting, or presence and participation via any form of real-time electronic communication technology, of a majority of Member Delegates (or Alternate Delegates) representing the majority of the Members shall be necessary to constitute a quorum for the transaction of business in any meeting of the Member Delegation. The Member Delegate (or Alternate Delegate) of a Member then in default which is not cured under the RPSC or GTSA, a Member subject to the procedure for Involuntary Withdrawal under the MA, and or a Member that has provided notice of withdrawal under the MA, the RPSC, and/or the GTSA, as applicable, shall no longer retain voting rights with respect to matters coming before the Member Delegation for vote and shall not be considered in constituting a quorum.

#### **SECTION 5. CTMEEC MEMBER DELEGATION VOTING.**

At all meetings of the CTMEEC Member Delegation, all formal actions shall be determined by a majority vote of the Members cast by the Member Delegates, present in person or present and participating by means of real time electronic communication technology, except where such vote is specifically regulated by statute, including the Act, or as further defined in this Section 5 below. Each Member Delegate, or Alternate Delegate if authorized pursuant to these Bylaws, shall be entitled to cast one (1) vote in any vote taken by the Member Delegation. At all meetings of the CTMEEC Member Delegation, all actions requiring vote by the Members are subject to the majority, supra-majority, unanimous, and weighted voting requirements as listed below, as identified by specific topic or category. Where not specifically identified herein, the subject matter of a vote or formal action coming before and/or required of the Member Delegation voting shall be determined by the Regular Vote Requirement as set forth below.

##### **Unanimous Vote Requirement**

(Equal to one hundred percent (100%) of the votes of the Member Delegates (or Alternate Delegates duly authorized) present or participating through real time electronic technology):

- Changes in voting method and requirements, as provided in these Bylaws.
- Membership involuntary withdrawal for Extraordinary Circumstances

##### **Special Vote Requirement of Two-Thirds**

(Equal to or greater than two thirds (for convention purposes equated to 66.666% of the votes of the Member Delegates (or Alternate Delegate(s) duly authorized) present or participating through real time electronic technology):

- New Membership request and acceptance
- Membership involuntary withdrawal
- CTMEEC Target Equity Levels, and Member Target Equity Levels
- Membership Interest Levels for New Members and annual recalculation
- Equity allocation and declaration of equity
- Bylaw revisions and amendments, excluding changes in voting method and requirements.

**Regular Vote Requirement of Simple Majority:**

(Equal to or greater than fifty-one percent (51%) of the votes of the Member Delegates (or Alternate Delegate(s) duly authorized) present or participating through real time electronic technology):

- Schedule of CTMEEC Member Delegation meetings

**Weighted Vote Requirement:**

Pursuant to Conn. Gen. Stat. Section 7-233c(g), CTMEEC does hereby adopt, for prospective effect, the following procedure for the taking of a weighted vote with respect to actions coming before and made by the Member Delegation. A weighted vote, if called with respect to matters coming before and taken by the Member Delegation, shall require: (a) a vote equal to or greater than sixty percent (60%) of the votes of the Member Delegates for each Member present, where each Member Delegate's vote is weighted by the fraction comprised of the previous five (5) year rolling average total load of the Member appointing such Member Delegate, divided by the previous five (5) year rolling average total load of all of the Members; and (b) a minimum of two (2) Member Delegates' votes constituting the sixty percent (60%). For purpose of weighted voting, only one Member Delegate per Member is permitted to vote, and the five year period to determine load shall be the then most recent period starting on July 1 for the five prior years and ending on June 30 in the most recent or current year. As used in this section, "load" shall mean with respect to any Member, the total electric energy measured in megawatt hours (MWh) delivered by CMEEC to the applicable Member, including special contracts of the Member, and as reconstituted for CMEEC program-level load reduction activities. No partial voting by any one Member Delegate is permitted.

A Member Delegate may request a weighted vote at any time with respect to the Regular Vote Requirement only. Matters subject to determination by Special Vote and Unanimous Vote are not subject to the Weighted Vote requirement by definition.

## **SECTION 6. NOTICE.**

Notice of the time and place and general purposes of all Annual and Special CTMEEC Member Delegation meetings shall be mailed or otherwise issued by electronic correspondence, as provided by and in conformity with Applicable Law and as provided in these Bylaws, by the CTMEEC Member Delegation Chair and shall include transmittal of notice of such meeting by electronic correspondence to each Member Delegate, or, upon the default or assignment, by the person calling the meeting. Notices must be transmitted no less than seven (7) days in advance of the meeting and no greater than forty (40) days in advance of the meeting, provided that, other than in emergency conditions, the call for the meeting shall normally be issued with as much advance notice as practical. Special meetings of the CTMEEC Member Delegation may be scheduled at such time and place as the CTMEEC Member Delegation may determine.

## **SECTION 7. WAIVER OF NOTICE.**

Whenever any notice is required to be given to any Member Delegate under the provisions of law, a waiver thereof in writing signed by such Member Delegate, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Attendance of a Member Delegate at any meeting of the CTMEEC Member Delegation shall constitute a waiver by such Member Delegate of notice of such meeting, except when such Member Delegate attends such meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## **ARTICLE III** **CTMEEC BOARD of DIRECTORS.**

### **SECTION 1. PURPOSE AND NUMBER OF DIRECTORS.**

The operational affairs and business of CTMEEC shall be managed by a CTMEEC Board of Directors appointed in accordance with Article I herein. The number of persons serving on the CTMEEC Board of Directors at any time shall be two (2) Member Representatives named by each Member and representing such Member on the CTMEEC Board of Directors.

### **SECTION 2. TERM OF OFFICE OF MEMBER REPRESENTATIVES.**

The term of office of each Member Representative shall be determined by each Member's governing body, and as may be thereafter modified by the Member's governing body, with notice of such term of appointment or modification thereof provided by the Member to CTMEEC. The appointment and continued service on the CTMEEC Board of Directors of any Member Representative shall be deemed effective for all purposes unless and until modified by notice transmitted by the Member to CTMEEC. The Member's governing body retains the responsibility to re-appoint any Member Representative or to appoint a replacement upon the expiration of his or her term of office and to appoint a replacement in the event of resignation



of a Member Representative prior to the expiration of his or her term or to appoint a replacement. To maintain continuity of representation on the CTMEEC Board of Directors, the term of office of each Member Representative shall be no less than one (1) year and the terms of office of each Member Representative representing a single Member shall expire at intervals no less than one (1) year apart, unless appointment of a Member Representative is required on a more frequent basis to fill the office due to the resignation of a Member Representative or if an emergency condition exists.

### **SECTION 3. DUTIES AND EXPECTATIONS OF BOARD OF DIRECTORS.**

The duties of the Board of Directors shall be to govern the business and affairs of CTMEEC; to exercise all powers of CTMEEC; to comply with the provisions of the Act; and to keep the minutes of its proceedings. The Board of Directors shall be comprised of the Member Representatives (and Alternate Representatives as duly authorized pursuant to these Bylaws). The expectations of performance of duties of the Member Representatives (and duly authorized Alternate Representatives) in serving on the CTMEEC Board of Directors are as defined herein, and shall include, but not be limited to:

- (a) To attend and participate in at least sixty-five percent (65%) of the combined, applicable CTMEEC Board of Director Committee meetings, with such attendance and participation requirement satisfied by physical presence or presence by real-time electronic means as otherwise provided under these Bylaws, CTMEEC Board of Director meetings, and formally called industry and role development sessions;
- (b) To become familiar and knowledgeable about, and develop opinions on, the material provided to the CTMEEC Board of Directors and presented at the CTMEEC Board of Director meetings and Committee meetings;
- (c) To be prepared to discuss information provided to the CTMEEC Board of Directors for the scheduled Board of Director meetings and Committee meetings;
- (d) To become knowledgeable about the issues of importance to the electric utility industry, the Municipal Electric Utilities and the CTMEEC Board of Directors Committee matters in which the individual is participating;
- (e) To be prepared to evaluate the performance of the CTMEEC Board of Directors and CTMEEC overall in achieving the goals established by the Board of Directors for the benefit of achieving the CTMEEC Vision, Mission, and Objectives.

### **SECTION 4. CTMEEC BOARD OF DIRECTOR MEETINGS.**

- (a) The Annual Meeting of the CTMEEC Board of Directors shall be conducted in conjunction with the Annual meeting of the CTMEEC Member Delegation, unless otherwise required for schedule adjustment or by direction of the Member Delegation Chair.
- (b) Regular CTMEEC Board of Director meetings shall be conducted at such times as the Board of Directors may determine, or as required by Applicable Law.
- (c) Special CTMEEC Board of Director meetings may be called by order of the Chairperson of the CTMEEC Board of Directors, or whenever so requested in writing by a majority of the Member Representatives, with notice by the Secretary of the

- CTMEEC Board of Directors made in accordance with Applicable Law.
- (d) Any and all CTMEEC Board of Directors meetings shall be conducted within the State of Connecticut.
  - (e) CTMEEC Board of Director meetings may be held from time to time by unanimous resolution of all Member Representatives, designating the time and place for the holding of an emergency CTMEEC Board of Directors meeting without notice to the Member Representatives other than pursuant to such resolution.
  - (f) The CTMEEC Board of Directors adopts “Robert’s Rules of Order” as the general guide for the parliamentary governance and conduct of the meetings of the Board of Directors except where such rules are in conflict with the Act or the Bylaws, , in which case the Act or the Bylaws shall prevail.

#### **SECTION 5. CTMEEC BOARD OF DIRECTORS QUORUM.**

At any meeting of the CTMEEC Board of Directors, a majority of the voting Member Representatives (and any Alternate Representative(s) substituting for Member Representative(s) as provided herein), present or present by real-time electronic means, shall constitute a quorum for the transaction of business; but in the event of a quorum not being present, a lesser number may adjourn the meeting to some future time, not less than one (1) day later nor more than thirty-five (35) days later. The act of a majority of the Member Representatives (or duly authorized Alternate Representatives) present or present by real-time electronic means at a CTMEEC Board of Directors’ meeting at which there is a quorum shall be the act of the Board of Directors, unless the Secretary determines that a Board of Directors’ supra-majority or unanimous vote is required, or unless there is a call by any Member Representative for a weighted vote, subject to the provisions of Section 6 of this Article III.

The Member Representatives (and Alternate Representatives) of a Member in default and not cured under the RPSC or GTSA, a Member subject to Involuntary Withdrawal,, the RPSC and/or the GTSA., shall no longer retain voting rights on the Board of Directors following, as applicable, such default, initiation of procedure or notice of termination and shall not be considered in constituting a quorum. Attendance and participation of the Member Representatives or Alternate Representatives, if otherwise applicable, for purposes of satisfying the quorum requirements set forth herein may be satisfied through attendance and participation by real-time electronic means as provided in Art. II, Section 4 hereof.

#### **SECTION 6. CTMEEC BOARD OF DIRECTORS VOTING.**

At all CTMEEC Board of Director meetings, all formal actions shall be determined by a majority vote of the Members via their Member Representatives, present in person or by real time electronic communication technology, except where such vote is specifically regulated by statute, including the Act, or as further defined in this Section 6 below. Each Member Representative shall be entitled to cast one (1) vote. At all CTMEEC Board of Director meetings, all actions requiring vote by the Members are subject to the majority, supra-majority, unanimous, and weighted voting requirements as listed below, as identified by specific topic or category. Where not specifically identified herein, subject matter

requiring a vote or formal action by the Member Representatives shall be made pursuant to the Regular Vote Requirement.

### **Unanimous Vote Requirement**

(Equal to one hundred percent (100%) of the votes of the Member Representatives present or participating by real-time electronic technology):

- (no unanimous vote requirements currently established for the CTMEEC Board of Directors)

### **Special Vote Requirement of Two-Thirds**

(By convention determined to be equal to or greater than 66.666% of the votes of the Member Representatives present or participating by real-time electronic technology):

- (no special vote requirements currently established for the CTMEEC Board of Directors)

### **Regular Vote Requirement of Simple Majority:**

(Equal to or greater than fifty-one percent (51%) of the votes of the Member Representatives present or participating by real-time electronic technology)

- Resolution for calling a Regular CTMEEC Board of Directors meeting
- Board Officer(s) and Board Committee appointments and terminations
- Policy changes for Board of Director compensation and reimbursement
- Debt issuance and restructuring, and other instruments utilized for indebtedness and liquidity
- Budget approval and budget revision
- Contract execution, or other contracts binding on CTMEEC with a term extending for more than five (5) years, regardless of the contracted service, product, or other purpose of such contract.
- Risk Management Policy and other Board directives or policies in conducting CTMEEC business.

### **Weighted Vote Requirement:**

Pursuant to Conn. Gen. Stat. Section 7-233c(g), CTMEEC does hereby adopt the following procedure for the taking of a weighted vote with respect to actions coming before and made by the Board of Directors. A weighted vote of the Board of Directors, if called pursuant to the Act, shall require: (a) a vote equal to or greater than sixty percent (60%) of the votes of the Member Representatives present, where each Member Representative's vote is weighted by the fraction comprised of the previous five (5) year rolling average total load of the Member appointing such Member Representative, divided by the previous five (5) year rolling average total load of all of the Members;

and (b) a minimum of four (4) Member Representatives' votes constituting the sixty percent (60%). For purpose of weighted voting, two Member Representatives per Member are permitted to vote, and the five year period to determine load shall be the then most recent period starting on July 1 for the five prior years and ending on June 30 in the most recent or current year. As used in this section, "load" shall mean with respect to any Member, the total electric energy measured in megawatt hours (MWh) delivered by CMEEC to the applicable Member, including special contracts of the Member, and as reconstituted for CMEEC program-level load reduction activities. No partial voting by any one Member Representative is permitted.

A Member Representative may request a weighted vote at any time with respect to matters subject to the Regular Vote Requirement only. Special Vote and Unanimous Vote are not eligible for Weighted Vote, by definition, because their respective minimum requirements are greater than the Weighted Vote convention.

#### **SECTION 7. CTMEEC BOARD OF DIRECTORS VACANCIES.**

A vacancy occurring in the CTMEEC Board of Directors, whether such vacancy be the result of a resignation, death, removal, or disability, shall be filled by the appointment of a successor Member Representative by the Member which appointed the Member Representative whose position has become vacant.

#### **SECTION 8. CTMEEC BOARD OF DIRECTORS REMOVAL OF REPRESENTATIVE.**

A Member Representative may be removed as provided in the Act, Bylaws, and Applicable Law.

The Legislative Body Appointments (or ex officio monitor) shall cease to serve in such role immediately and automatically upon the appointing authority ceasing to be in office or no longer holding the position from which the appointing authority originated. No further action of the CTMEEC Board of Directors is required.

#### **SECTION 9. CTMEEC BOARD OF DIRECTORS UNANIMOUS CONSENT.**

Under an emergency condition and in lieu of any Regular or Special CTMEEC Board of Directors meetings and vote of the Member Representatives, the unanimous written consent of all Member Representatives may be filed with the Secretary of the CTMEEC Board of Directors with respect to any action taken, or to be taken, by the Member Representatives. Said consents shall, when filed, have the same force and effect as a unanimous vote of the Member Representatives.

**SECTION 10. CTMEEC BOARD OF DIRECTOR CHAIRPERSON.**

The CTMEEC Board of Directors shall elect a Chairperson and a Vice-Chairperson who shall meet the requirements set forth in the Bylaws.

**SECTION 11. POWERS OF CTMEEC BOARD OF DIRECTORS.**

The business of CTMEEC shall be governed by the Board of Directors, which shall have and may exercise all the powers of CTMEEC provided in the Act and as otherwise further defined in the Bylaws.

**SECTION 12. EXECUTIVE SESSIONS OF THE CTMEEC BOARD OF DIRECTORS.**

The Board of Directors may call and hold any Executive Sessions for Member Representatives in accordance with the provisions of the Open Meeting laws of the State of Connecticut and applicable law governing the conduct of such Executive Sessions.

**SECTION 13. CONTRACTS.**

Except as otherwise provided by law, the CTMEEC Board of Directors may authorize any Officer or Officers, agent or agents, employee or employees, to enter into any contract or to execute and deliver any instrument in the name and on behalf of CTMEEC.

**SECTION 14. CHECKS, DRAFTS, FINANCIAL DOCUMENTATION.**

All checks, drafts, or other orders for payment of money, and all notes, bonds, or other evidences of indebtedness issued in the name of CTMEEC shall be signed by such Officer or Officers, agent or agents, employee or employees of CTMEEC, and in such manner consistent with policies of the CTMEEC Board of Directors.

**SECTION 15. DEPOSITS.**

All funds of CTMEEC shall be deposited from time to time to the credit of CTMEEC, pursuant to law, in such bank or banks as the CTMEEC Board of Directors may approve, in conformance with CTMEEC's Power Supply System Revenue Bond Resolution(s) as amended.

**SECTION 16. COMMITTEES OF THE CTMEEC BOARD OF DIRECTORS.**

The CTMEEC Board of Directors may appoint designated committees (individually or collectively referred to herein as the "Committee(s)") of the Board of Directors as it deems necessary from time to time to perform duties as may be approved and delegated by the Board of Directors. Such Committees and participation in such Committees shall be determined by the Board of Directors based on the qualifications deemed appropriate for such participation

and the duties deemed necessary to be performed. The Board of Directors may appoint any qualified person, Member Representative, or CTMEEC employee to serve on such Committees based on the qualifications specified by the Charter of the affected Committee as approved by the Board of Directors, and where appropriate, the Board of Directors may set compensation for service by any such individual(s) on such Committees. The standing Committees of the Board of Directors, as may be changed at any time from time to time by vote of the Board of Directors, shall include the following:

- Budget & Finance Committee
- Audit Committee
- Compensation and/ or Policy Committee
- Risk Management Committee
- Governance Committee
- Legislative Committee

#### **ARTICLE IV** **CTMEEC OFFICERS**

##### **SECTION 1. NUMBER OF OFFICERS.**

The Officers of CTMEEC shall be a Chairperson, Vice-Chairperson, Secretary, Treasurer, Chief Executive Officer, Chief Financial Officer, and such other Officers and assistant Officers as may be authorized by the Board of Directors from time to time to perform such duties as may be approved by the Board of Directors. The Chairperson and Vice-Chairperson shall be Member Representatives on the Board of Directors. The offices of the Secretary and Treasurer may be fulfilled by CTMEEC employees, as approved by vote of the Board of Directors. The Chief Executive Officer and the Chief Financial Officer shall be CTMEEC employees, and shall not be subject to the initial and regular elections and terms of office as provided for in Article IV, Section 2.

##### **SECTION 2. ELECTION OF OFFICERS.**

- (a) **Initial Election of Officers.** At the first meeting of the Board of Directors, the Member Representatives shall elect the Chairperson, Vice Chairperson, Secretary, and Treasurer Officer roles, who shall serve as such Officers of CTMEEC until the next succeeding Annual CTMEEC Board of Directors meeting, or such later term as may be approved by the Board of Directors and shall serve in such office until their successors are elected and qualified.
- (b) **Regular Elections and Term of Office.** The Chairperson, Vice Chairperson, Secretary, and Treasurer shall be elected annually, or for a longer term as approved by the Board of Directors, by action duly taken at the Annual CTMEEC Board of Directors meeting. If the election of the Chairperson, Vice Chairperson, Secretary, and Treasurer shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Vacancies of the Chairperson, Vice Chairperson, Secretary, and Treasurer

may be filled at any meeting of the Board of Directors. Each Chairperson, Vice Chairperson, Secretary, and Treasurer shall hold office until the next succeeding Annual Meeting of the Board of Directors or until their successor is elected and qualified, whichever is later.

### **SECTION 3. DUTIES OF OFFICERS.**

In addition to duties designated by the Board of Directors, the duties of the Officers of the Board of Directors and of CTMEEC are as follows:

**Chairperson:** The Chairperson shall preside at all meetings of the Board of Directors and, except as otherwise delegated by the Board of Directors, shall execute all legal instruments of CTMEEC. When and while a vacancy exists in the office of the Chief Executive Officer, the Chairperson shall act to cause a temporary appointment of a qualified individual to serve in the Chief Executive Officer role. The Chairperson shall perform such other duties as the Board of Directors may prescribe from time to time. The qualifications for the office of Chairperson shall be as set forth in the Bylaws and as otherwise may be approved by the Board of Directors by resolution consistent with the Bylaws.

**Vice-Chairperson:** The Vice-Chairperson, in the absence of the Chairperson or in the event of their inability or refusal to act, shall perform the duties of the Chairperson and when so acting shall have all the powers of, and be subject to, all the restrictions upon the Chairperson. The Vice-Chairperson shall also perform such other duties as may be prescribed by the Board of Directors from time to time. Qualifications for the office of Vice-Chairperson shall be as set forth in the Bylaws and as otherwise may be approved by the Board of Directors by resolution consistent with the Bylaws.

**Secretary/Assistant Secretary(s):** The Secretary shall maintain the official records of the Board of Directors, the minutes of meetings of the Board of Directors, and a register of names and addresses of Member Representatives and Officers, and shall issue notice of meetings, attest and affix the CTMEEC seal to all documents of CTMEEC, and shall perform such other duties as the Board of Directors may prescribe from time to time. Any Assistant Secretary(s), in the absence of the Secretary or in the event of their inability or refusal to act, shall perform the duties of the Secretary, and when so acting, shall have all the powers of, and be subject to, all restrictions upon the Secretary. Any Assistant Secretary(s) shall also perform such other duties as may be prescribed by the Board of Directors from time to time. The qualifications for the office of Secretary shall be as set forth in the Bylaws and as otherwise approved by the Board of Directors by resolution consistent with the Bylaws.

**Treasurer/Assistant Treasurers:** The Treasurer shall be responsible for ensuring that all appropriate and relevant financial information and issues are brought before the Board of Directors and shall perform other duties as the Board of Directors may prescribe from time to time including, but not limited to participation and leadership of Board of Directors Committees related to financial issues. Any Assistant Treasurers, in the absence of the Treasurer or in the event of their inability or refusal to act, shall perform the duties of the

Treasurer, and when so acting, shall have all the powers of, and be subject to, all restrictions upon the Treasurer. Any Assistant Treasurers shall also perform such other duties as may be prescribed by the Board from time to time. The qualifications for the office of Treasurer shall be as set forth in the Bylaws and as otherwise approved by the Board of Directors by resolution consistent with the Bylaws.

**Chief Executive Officer:** The Chief Executive Officer shall be the principal executive Officer of CTMEEC with full responsibility for the planning, operations, and administrative affairs of CTMEEC and the coordination thereof pursuant to policies and programs approved by the Board of Directors from time to time, and shall be the agent for service of process on CTMEEC. The qualifications for the office of Chief Executive Officer shall be determined by the Board of Directors.

**Chief Financial Officer:** The Chief Financial Officer shall be the principal financial Officer of CTMEEC with full responsibility for financial planning and reporting, Treasury function, debt issuance, credit management, and the coordination thereof pursuant to policies and programs approved by the Board of Directors from time to time, and shall be the agent for financial service on CTMEEC. The qualifications for the office of Chief Financial Officer shall be determined by the Chief Executive Officer.

### **SECTION 3.1. POSITION OF GENERAL COUNSEL.**

There shall be a position of General Counsel of CTMEEC. The General Counsel shall have full responsibility for the legal affairs of CTMEEC and ensuring compliance of CTMEEC with applicable laws and regulations. The qualifications for the General Counsel shall be determined by the Chief Executive Officer.

### **SECTION 4. BONDS OF OFFICERS.**

The Treasurer, and any other Officer, agent, or employee of CTMEEC charged with responsibility for the custody of any of its funds or property shall give bond in such sum and with such surety as the Board of Directors shall determine. The Board of Directors in its discretion may also require any other Officer, agent, or employee of CTMEEC to give bond in such amount and with such surety as it shall determine. The cost of such bond shall be an expense payable by CTMEEC



## **SECTION 5. OFFICER VACANCIES, HOW FILLED.**

All vacancies in any Officer role or position described in these Bylaws shall be filled by the Board of Directors without undue delay at its Regular CTMEEC Board of Directors meeting or at a Special CTMEEC Board of Directors meeting called for that purpose, other than vacancies in the Chief Financial Officer and General Counsel roles, which shall be filled by the Chief Executive Officer without similar undue delay.

## **SECTION 6. COMPENSATION AND INDEMNIFICATION.**

The Officers and Member Representatives shall receive such salary or compensation and expense reimbursement as may be determined by the Board of Directors. Each Member Representative and Officer of CTMEEC and persons occupying positions in the CTMEEC organization pursuant to these Bylaws, whether or not then in office, and their personal representatives, shall be indemnified and held harmless by CTMEEC against all costs and expenses, including reasonable attorney fees and/or defense of suit, actually incurred by them in connection with the defense of any claim, action, suit, or proceeding in which they may be involved or to which they may be made a party by reason of their being or having been such Member Representative or Officer, except in relation to matters as to which they shall be finally adjudged in such action, suit, or proceeding to be liable for willful or wanton negligence or misconduct in the performance of duty. Such costs and expenses shall include but not be limited to amounts reasonably paid in settlement for curtailing the costs of litigation, but only if CTMEEC is advised in writing by its counsel that in their opinion the person indemnified did not commit such willful or wanton negligence or misconduct. The foregoing right of indemnification shall not be exclusive of other rights to which such Member Representative or Officer or other office described in these Bylaws may be entitled as a matter of law or by agreement.

## **SECTION 7. REMOVAL OF OFFICERS/APPOINTED POSITIONS.**

Any Officer or agent or person filling a position provided for under these Bylaws by the Board of Directors may be removed from office by the Board of Directors, with or without cause, whenever in its judgment the best interests of CTMEEC will be served thereby, other than the Chief Financial Officer and General Counsel, which shall only be subject to removal by determination of the Chief Executive Officer.

# **ARTICLE V** **PUBLIC MEETINGS AND RECORDS**

## **SECTION 1. PUBLIC ACCESS TO MEETINGS.**

The provisions of Title 1, Sections 1-200 *et seq.*, as amended, of the Connecticut General Statutes relating to meeting of public boards and agencies shall apply to CTMEEC and shall be observed with respect to all Annual, Regular or Special meetings of the CTMEEC Board of Directors meetings and of the CTMEEC Member Delegation. Except as provided in said

Sections, all meetings of the Board of Directors and the Member Delegation shall be open to the public.

## **SECTION 2. PUBLIC RECORDS.**

The Secretary of CTMEEC shall be the custodian of all public records of CTMEEC, and the custodian and a designee appointed by official action of the CTMEEC Board of Directors shall be responsible for the preservation and care of such public records. The provisions of Title 1, Sections 1-200 *et seq.*, as amended, relating to the availability of public records shall apply to CTMEEC. It shall be the duty of the custodian of public records and the designee to see they are made available for public inspection and copying; they are carefully protected and preserved from deterioration, alteration, mutilation, loss, removal or destruction; and they are repaired, renovated, or rebound, when necessary, to preserve properly.

On application for public information to the custodian by any person, the custodian shall promptly produce such information for inspection or duplication, or both, in the offices of CTMEEC. If the information is in active use or in storage and, therefore, not available at the time a person asks to examine it, the custodian shall certify this fact in writing to the applicant and set a date and hour within a reasonable time when the record will be available. Nothing herein shall authorize any person to remove original copies of public records from the offices of CTMEEC without the written permission of the custodian of the records.

In the event the custodian of records is of the opinion the records or information should not be supplied to the person requesting them for review, they shall within a reasonable time, not later than ten (10) days after receiving a written request for the records, request a decision from the General Counsel to determine whether the information is privileged. The specific information requested shall be supplied to the General Counsel but shall not be disclosed until a final determination has been made.

## **SECTION 3. CONFIDENTIAL RECORDS.**

All public records collected, assembled, or maintained by CTMEEC pursuant to law or in connection with the transaction of official business is public information and available to the public during normal business hours of CTMEEC, with the exceptions listed in Conn. Gen. Stat. Title I, chapter 14, Sections 1-200 *et seq.*, as amended.

## **SECTION 4. CHARGES FOR PUBLIC RECORDS.**

The cost to any person requesting reproductions of public records shall be a reasonable fee.

**ARTICLE VI**  
**BUDGETS, AUDITS AND FISCAL YEAR**

**SECTION 1. ADMINISTRATIVE BUDGET.**

The Chief Executive Officer of CTMEEC shall cause to be prepared a general administrative budget for each year, in coordination with the appropriate CTMEEC Board of Directors' Committee, and submit the same to the Member Representatives of each Member then serving on the CTMEEC Board of Directors for approval by the Board. The budget shall include an estimate of the amount of receipts and expenditures for general administrative purposes during the ensuing year, including all expenses necessary to conduct the operational responsibilities of CTMEEC. The Chief Executive Officer of CTMEEC shall cause to be prepared no less frequently than quarterly financial reports without audit and shall submit the same to the Board of Directors as soon as practical following the end of each quarter of the applicable fiscal year.

**SECTION 2. TRANSMISSION SERVICES BUDGET.**

The Chief Executive Officer of CTMEEC shall cause to be prepared a transmission services budget for each year, in coordination with the appropriate CTMEEC Board of Directors' Committee, and submit the same to the Member Representatives of each Member on the CTMEEC Board of Directors for the approval of the Board. The budget shall include an estimate of the amount of receipts and expenditures for transmission services during the ensuing year, including all expenses necessary to conduct the operational responsibilities of CTMEEC. The Chief Executive Officer of CTMEEC shall cause to be prepared no less frequently than quarterly financial reports without audit and shall submit the same to the Board of Directors as soon as practical following the end of each quarter of the applicable fiscal year.

**SECTION 3. ANNUAL AUDIT.**

Within one-hundred twenty (120) days after the end of each fiscal year, the Member Representatives, acting through the appropriate CTMEEC Board of Directors Committee, shall cause the books, accounts, and records of CTMEEC to be audited by an independent, certified public accountant licensed, registered, or entitled to practice and practicing as such under the laws of the State of Connecticut.

**SECTION 4. FISCAL YEAR.**

The fiscal year of CTMEEC shall, unless otherwise formally modified by the Board of Directors, end December 31.

**ARTICLE VII**  
**EFFECTIVE DATE AND AMENDMENTS**

**SECTION 1. EFFECTIVE DATE.**

The 2017 Bylaw Amendments shall become effective the date on which a two-thirds majority of the Member Delegation votes in the affirmative to approve the 2017 Bylaw Amendments unless and until further amended as provided in this Article VII.

**SECTION 2. HOW AMENDED.**

These Bylaws may be amended by an affirmative vote of the CTMEEC Member Delegation at an Annual or Special CTMEEC Member Delegation meeting, provided no less than seven (7) days' notice shall have been sent to each Member entitled to receive such notice, which notice shall state the amendments which are proposed to be made in such Bylaws, and further providing that no amendment may be made which is inconsistent with the Creating Agreement and only such changes as have been specified in the notice shall be made.

APPROVED APRIL 27, 2017