

**BYLAWS  
OF THE  
UNITED STATES ASSOCIATION FOR ENERGY ECONOMICS**

**ARTICLE I - Name**

1. The name of this Corporation is UNITED STATES ASSOCIATION FOR ENERGY ECONOMICS (referred to herein as the Association).
2. The Association is a non-profit Ohio corporation (incorporated August 9, 1996) with a representative for receipt of service and its principal office in Cleveland, Ohio.

**ARTICLE II – Mission Statement**

The United States Association for Energy Economics is a nationwide non-profit organization of business, government, academic and other professionals that advances the understanding and application of economics across all facets of energy development and use, including theory, business, public policy, and environmental considerations.

To this end, the United States Association for Energy Economics:

- Provides a forum that includes practitioners, teachers and students of energy economics and related disciplines for the exchange of ideas, advances and professional experiences.
- Promotes the development and education of energy professionals.
- Fosters an improved understanding of energy economics and energy related issues by all interested parties.

**ARTICLE III - Membership**

1. Any person interested in the economics of energy and willing to pursue the objectives of the Association is eligible for membership.
2. Membership shall be accomplished by submission of a written application and payment of the first year's dues.
3. Each member shall have one vote. Members may vote at meetings of the members in person or by written proxy.

**ARTICLE IV - Meetings**

1. There shall be an Annual Meeting of the full members of the Association on June 30, or such other date as may be designated by the Council, at a time and place designated by the Council. Other individuals may attend the meeting as observers only. At the Annual Meeting there shall be a business session for report of officers, for consideration of any changes in the Bylaws which the Council determines to put to a vote of the members, and for other items of business.
2. Special meetings of the members may be called by the President, by a Vice President, the Secretary-Treasurer or by a majority of the Council.

3. All meetings of members shall be called on at least thirty (30) days written notice by mail or electronic means, which notice shall state the time and place of such meeting.

4. Twenty (20) members present in person shall constitute a quorum at any business meeting of the members. When a quorum is present at any meeting, a majority of the votes cast shall, except where a larger vote is required by these Bylaws, decide any question brought before such meeting. A majority of those present at any meeting, though less than a quorum, may adjourn the meeting from time to time and such meeting may be held as adjourned without further notice.

#### **ARTICLE V - Council Organization**

1. The President; the President-Elect; the Vice President, Membership; the Vice President, Chapter Liaison; the Vice President, Conferences; the Vice President, Communications; the Vice President, Academic Affairs; the Secretary-Treasurer; the Immediate Past President of the Association; a Student Affairs Representative; and four other members selected in accordance with Article VII shall constitute the Council, which shall:

(a) Manage the affairs of the Association.

(b) Fill all vacancies in elected positions of the Council. Any such appointment shall extend only until a successor shall be duly elected by the members.

(c) Call and organize meetings of the general membership.

(d) Invest and administer the funds of the Association.

(e) Establish and appoint such committees as may be required pursuant to Article IX of these Bylaws.

#### **ARTICLE VI - Council Meetings**

1. Meetings of the Council may be held at such times and places as are necessary to carry on the business of the Association. Meetings may be conducted by conference telephone call or other effective electronic means allowing the members full ability to participate and have awareness of each others' views.

2. A majority of the Council then in office shall constitute a quorum.

3. Meetings of the Council may be called by the President, the President-Elect or a Vice President or the Secretary-Treasurer shall call a meeting upon the request of three (3) members of the Council.

4. All meetings of the Council shall be called on not less than five (5) business days' written notice sent by mail or electronic means.

5. The President chairs the Council. In his or her absence the President-Elect chairs the Council.

6. Any action required or permitted to be taken at any meeting of the Council may be taken without a meeting if notice has been provided to all members, a full description of the matter to be decided has been provided to each member, and the meeting is called in accordance with paragraph 3 above. Such votes may occur by telephonic, written, or electronic means. The description provided and votes recorded from members shall be filed with the records of the meetings of the Council.

#### **ARTICLE VII - Officers and Council Members Nominations & Elections**

1. Annually there will be an election at which the new officers (including the President-Elect; the Vice President, Membership; the Vice President, Chapter Liaison; the Vice President, Conferences; the Vice President, Communications; the Vice President, Academic Affairs; the Secretary-Treasurer; and the Student Affairs Representative) and two Council members shall be elected.

(a) The terms of all officers shall be one-year; the terms of the four Council members shall be two years, but staggered so two are elected one year and two elected in the following year.

(b) Officers may be renominated and reelected once for a total term of office not to exceed two years. Council members may be renominated and reelected once for a total term of office not to exceed four years.

2. The President shall appoint a Nominating Committee no less than one hundred eighty (180) days prior to the beginning of the term for which an election is to be held. The Nominating Committee shall consist of five (5) members of the Association, no more than two (2) of whom are members of the Council, including the Immediate Past President who shall be the chairman of the nominating committee, and no more than two (2) of whom are from any one chapter. The Nominating Committee shall select willing members in good standing for a minimum of two years to serve as officers and Council members. The Nominating Committee shall also assure that a minimum of four officers and Council members are affiliated with academic institutions, including the Vice President, Academic Affairs, and the Student Affairs Representative.
3. The Executive Director shall prepare the official ballot containing the names of those nominated by the Nominating Committee for each officer and council position open, plus the names of any eligible candidate nominated by three percent (3%) or more of the membership.
4. These official ballots shall be sent to each member by electronic mail where possible, and by air mail where no registered email address is known, to all members at least thirty (30) days prior to the due date for return of ballots. Ballots must be returned not later than thirty days prior to the first day of the year for which the officers/council members are being elected.
5. Ballots shall be counted by the Executive Director, who shall notify the Membership of the results.
6. The beginning of each term of each office shall coincide with the beginning of the calendar year.
7. The President cannot be nominated to be President-Elect for the year immediately succeeding his or her term of office as President.

#### **ARTICLE VIII - Officer Responsibilities**

1. The President shall be the Chief Executive Officer of the Association, performing all duties required by the Bylaws or, if not there specified, by the Council. The President shall serve a one-year term.
2. The President-Elect shall assist the President and carry out such duties as may be assigned by the President. The President-Elect will serve a one-year term and shall then, in the normal course of events, succeed to the Presidency. In the event of the resignation of the President or the incapacity of the President to serve, as determined by a majority vote of the Council, the President-Elect shall become the President and complete the President's term, and shall then continue as President during his or her own one-year term.
3. The Vice President, Membership shall be elected for a one-year term, and may be renominated and reelected once for a total term of office not to exceed two years. The Vice President, Membership is responsible for ensuring that membership in USAEE is maintained at a level necessary to support the organization's activities and for recruiting new members from across sectors and demographic backgrounds.
4. The Vice President, Chapter Liaison shall be elected to a one-year term, and may be renominated and reelected once, for a total term of office not to exceed two years. The Vice President, Chapter Liaison shall work with the other Officers and with the Executive Director to build and maintain strong local chapters, including establishment of new chapters and revitalization of former ones.
5. The Vice President, Conferences shall be elected for a one-year term, and may be renominated and reelected once for a total term of office not to exceed two years. The Vice President, Conferences will

serve as general conference chairman of the Association. The responsibilities of the Vice President, Conferences, will be to oversee the conduct of all conferences sponsored by or involving the Association, represent the Association's interest in the planning, execution, and financing of all conferences, including assuring that the Association receives its appropriate portion of any revenues from such conferences.

6. The Vice President, Communications shall be elected for a one-year term, and may be renominated and reelected once for a total term of office not to exceed two years. The Vice President, Communications will be responsible for the Association's public communications and communications to its members, with special emphasis on overseeing the organization's website and enhancing media relations.
7. The Vice President, Academic Affairs shall be elected for a one-year term, and may be renominated and reelected once for a total term of office not to exceed two years. The Vice President, Academic Affairs shall be responsible for the Association's relationships with academic institutions, and for student relations with a special emphasis on conducting the student best paper award contests.
8. The Secretary-Treasurer, with the assistance of the Executive Director, shall keep these Bylaws, and shall attend and be responsible for keeping accurate minutes of Council meetings and of meetings of the members of the Association, which minutes shall be kept at the principal office of this Association and shall be open at all reasonable times to inspection by any member. The Secretary-Treasurer, with the assistance from the Executive Director, shall keep a list of all of the members with their addresses, said list to be available at all reasonable times to inspection by any member. The Secretary-Treasurer shall also keep accurate minutes of all meetings of the Council and all meetings of the members, and in his or her absence from any meeting a temporary clerk shall be chosen who shall record the proceedings of such meeting. The Secretary-Treasurer shall have general responsibility for maintaining the appropriate legal status of the Association and to that end shall nominate to the Council a candidate to be General Counsel of the Association who shall serve until a successor is named and approved by Council, or until discharged by Council by a majority vote. The Secretary-Treasurer shall be elected for a one-year term, and may be renominated and reelected once for a total term of office not to exceed two years. The Secretary-Treasurer shall, subject to the direction and under the supervision of the Council, have general charge of the financial concerns of the Association and the care and custody of the funds and valuable papers of the Association, except his or her own bond, if any, and the Secretary-Treasurer shall have the power to endorse for deposit or collection all notes, checks, drafts and other publications for the payment of money payable to the Association or its order, and to accept drafts on behalf of the Association. The Secretary-Treasurer shall keep, or cause to be kept, accurate books of account. If required by the Council the Secretary-Treasurer shall have bond for the faithful performance of his or her duty in such form, in such sum, and with sureties as the Council shall require.
9. The Immediate Past President shall be an officer and member of the Council for the year after the completion of his or her term as President, shall chair the Nominating Committee, and shall otherwise provide support and counsel to the President and Council.
10. The Student Affairs Representative shall be elected for a one-year term, and may be renominated and reelected once for a total term of office not to exceed two years. The Student Affairs Representative shall be a full-time student, and shall be responsible for the Association's relationships with student members and their support thereof at the North American Conference with special emphasis on assisting students with professional opportunities.

#### **ARTICLE IX - Committees**

1. The Council, or the President with the approval of the Council, shall appoint committees of members of the Association or of members of the Council. Such committees may be continuing or temporary, and may include an executive committee comprised solely of members of the Council to which may be delegated from time to time and until further order of the Council any or all of the powers of the said Council except as otherwise required by law, by the Articles of Organization, or by these Bylaws.

2. The Council shall have the authority to fix the duties and responsibilities of all committees. All committees shall act under the supervision of the Council except as otherwise provided in these Bylaws.
3. Members of all committees may be removed at any time with or without cause and all or any of the committees may be terminated at any time by the Council. Neither the removal nor the termination functions may be delegated by the Council.
4. Each committee may make such rules and regulations as the Council may approve and as the committee may deem proper for its own government and for the transactions of its business (including but not limited to rules with respect to call or notice or waiver of call and notice and the number necessary to constitute a quorum). Except as otherwise provided by the committee or such rules and regulations, committee business shall be conducted in the same manner as is provided by the Bylaws for the conduct of business by the Council.
5. Subcommittees of committees may be established and organized as needed, with the approval of the President. The President will advise Council of such establishment and appointment as appropriate, but no later than the first Council meeting following such establishment and appointment – at which time they will be subject to Council approval.

#### **ARTICLE X - President's Advisory Board**

1. The President may appoint an Advisory Board of up to five individuals for advisory purposes during his/her term.

#### **ARTICLE XI - Chapters**

1. The Association may establish or approve the establishment of a Chapter if all the following conditions are met:
  - (a) At least two of the senior officers are members of the USAEE. At least twenty (20) members or 1/3 of the membership of the group, whichever is less, are members of the USAEE.
  - (b) The objectives and activities of the group are consistent with those of the Association as set forth in these Bylaws.
2. The structure and internal organization of each Chapter is at the discretion of the individual members of such Chapter, except that each Chapter shall have a President and Board/Council who are elected by a plurality of its members. The President shall be responsible for primary liaison with the Association.
3. Chapter recognition may be revoked at any time Council deems necessary.

#### **ARTICLE XII - Sources of Income**

1. Each member shall pay such annual dues as may be determined from time to time and prescribed by the Council of the USAEE, which dues shall be separate from dues that may be imposed by any chapter of which such member is also a member.
2. Funds may be collected from sale of publications, advertisements, or other sources according to decisions made by the Council and disclosed to the full membership of the Association.

### **ARTICLE XIII - Termination of Members**

1. A member in good standing may resign by submitting a written resignation to the Secretary-Treasurer. A resigned member may resume membership upon payment of current dues.
2. If the dues of any member remain unpaid one hundred twenty (120) days after their due date as determined by the Secretary-Treasurer, that member's name shall be removed from the membership list.
3. A member whose conduct has been prejudicial to the good of the Association or inconsistent with its objectives and Bylaws may be dropped from the membership and any office by majority vote of the Council.

### **ARTICLE XIV - Objectivity and Neutrality**

1. The officers and other members of the Association, in acting on behalf of the Association, shall maintain the professional objectivity and political neutrality of the Association.
2. No member of the Association may make a statement on behalf of the Association regarding public policy issues. However, no member shall be dropped from membership for taking a position on a public policy issue in an Association publication if that member clearly and simultaneously indicates that the position taken does not necessarily represent the views of the Association or any of its other members or Affiliates.

### **ARTICLE XV - Rules of Order**

The rules contained in Robert's Rules of Order shall govern the parliamentary procedures of all meetings of the Association and its Committees in all cases to which they are applicable and consistent with these Bylaws.

### **ARTICLE XVI - Bylaw Interpretation**

All questions of interpretation of the Bylaws shall be decided by the Council.

### **ARTICLE XVII - Fiscal Year**

Except as otherwise provided by the Council, the fiscal year of the Association shall begin on January 1 and end on December 31 in each year.

### **ARTICLE XVIII - Dissolution**

In the event of dissolution of the Association, any assets remaining after payment of outstanding obligations shall be donated to the International Association for Energy Economics (IAEE) or, in the event the IAEE no longer exists, to another non-profit entity for the encouragement of understanding of energy economics.

### **ARTICLE XIX - Bylaw Amendment**

Except as otherwise required by law or any provision of the Articles of Organization or these Bylaws, these Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of at least two-thirds of the members of the Council present at a meeting of which the notice shall have specified the proposed change or the provision or provisions to be affected thereby; provided that no amendment shall authorize or permit the Association to be operated other than exclusively for such purposes as qualify the Association for exemption from taxation under Section 501(c)6 of the Internal Revenue Code of 1954, as amended, or corresponding provisions of future laws.

Created October 21, 1992  
Amended November 6, 1994  
Amended July 6, 1995  
Amended March 11, 1996  
Amended October 29, 1996  
Amended August 29, 1999  
Amended April 25, 2001  
Amended May 31, 2007  
Amended September 16, 2007  
Amended April 17, 2008  
Amended October 1, 2008  
Amended December 3, 2008  
Amended September 24, 2009