

AMERICAN POWER DISPATCHERS' ASSOCIATION, *Inc.*



BY -- LAWS

Revised 04/28/01

OUTLINE OF THE EARLY HISTORY
of the
AMERICAN POWER DISPATCHERS' ASSOCIATION, INC.
Founded 1946 Incorporated 1952

The American Power Dispatchers' Association, Inc. is the outgrowth of the Pacific Northwest Association, which was organized in the early days of the war by the Dispatchers of approximately twelve companies engaged in various fields of public service, such as planes, trains, buses, gas service, street cars and electric power in the Portland area.

The Power Dispatchers of the electric utilities in the Northwest believed they could form an organization of their own which would be of benefit to themselves and management. Several test meetings were held in the various areas during the latter part of 1945. These meetings culminated in the Spring Meeting at Chehalis, Washington in 1946, where the American Power Dispatchers' Association was born. For several years thereafter, meetings were held every six months in the same room in the St. Helens Hotel, Chehalis, Washington.

The phenomenal growth of this Association is, we believe, attributable to the high ideals of the Association, as set forth at the first meeting, and in the minds of the men who conceived and activated the original idea. Our future growth will be based on the acceptance by Dispatchers of the principles expressed in the Articles of Incorporation and By--Laws, whereby System Operators and Load Dispatchers, working together, may improve our performance to the point where management will recognize us and the importance of our work. This recognition will come when, and only when, we perform in a manner that will attract their attention.

We do not now, never have, and do not expect to take the place of a labor organization and are primarily interested in the improvement of Power Dispatching as a profession.

AMERICAN POWER DISPATCHERS' ASSOCIATION, INC.
Founded -- 1946
Incorporated under the Laws of the State of Washington
17 December, 1952

Copy of Certificate of Incorporation
UNITED STATES OF AMERICA
STATE OF WASHINGTON
OFFICE OF THE SECRETARY OF STATE

Be it known that, whereas, Floyd D. Parker, Amos S. Wilson, Paul S. West, H. E. Wille, L. B. Benson and E. C. Christianson, have associated themselves with the intention of forming a corporation under the name of AMERICAN POWER DISPATCHERS' ASSOCIATION, INC.

The objects and purposes of this corporation are and shall be to encourage and promote the formulation, attainment and maintenance of higher professional standards among System Operators, Load Dispatchers in the electrical distribution industry for the purpose of facilitating the interchange of ideas and information for the advancement of knowledge and betterment of the industry; and for the development of a spirit of fellowship and social comradeship among individuals of similar professional interests. Neither this Association nor any personal as its official representative, shall engage in political campaigns, endorse or oppose any political candidate or issue, take part in any labor dispute, or otherwise engage in any controversial activity.

And have complied with the provisions of the laws of this state in such case made and provided as appears from the certificates of the President, Secretary and a majority of the Trustees of said Corporation, recorded in this office.

NOW THEREFORE, I, EARL COE, SECRETARY of the State of Washington, do hereby certify that said Floyd D. Parker, Amos S. Wilson, Paul S. West, H. E. Wille, L. B. Benson, and E. C. Christianson, their associates and successors, are legally organized and established as and are hereby made an existing corporation under the name of AMERICAN POWER DISPATCHERS' ASSOCIATION, INC. with the powers, rights and privileges, and subject to the limitation duties and restrictions which by law appertain thereto.

WITNESS my official signature subscribed and the Seal of the State of Washington hereunto affixed this 17th day of December, 1952.

(Signed)

Earl Coe
Secretary of State

The Seal
of the State
of Washington

By

Roy J. Yoeman
Assistant Secretary of State

NATIONAL MEETINGS

Order of Business

1. Opening
2. Roll Call of Officers
3. Stand-up Roll Call of Members
4. Reading of Minutes
5. Correspondence
6. Report of National Secretary
7. Report of National Treasurer
8. Report of National President and Board of Trustees
9. Report of Committees
10. Report of Accidents, Sickness or Death of Members
11. Unfinished Business
12. New Business
13. Report of Nominating Committee and Election of Officers
14. Set the Place and Date for Next National Meeting
15. Good of the Association
16. Announcements
17. Closing

**BY--LAWS OF
AMERICAN POWER DISPATCHERS' ASSOCIATION, INC.**

ARTICLE I -- DEFINITIONS

1. A "Voting Member" of this Association shall be an individual who applies for membership and complies with the By-Laws regarding membership.
2. An "Associate Member" of this Association shall be an individual who applies for Associate Membership and complies with the By-Laws regarding Associate Membership.
3. A "Life Member" of this Association shall be an individual who, by reason of retirement, shall be entitled to Life Membership and complies with the By-Laws regarding Life Membership.
4. A "Member Group" shall be one or more individuals employed by a single utility at one dispatching office and have been awarded Member Group status.
5. An "Area" is a voluntary organization of Member Groups or Members with a geographic common bond.

ARTICLE II -- MEMBERSHIP

1. Recruitment: All information regarding potential members shall be referred to the proper Area Secretary-Treasurer, who shall supply such forms and instructions to potential members as they require. Should the National Secretary receive prior knowledge from interested parties, the National Secretary shall quickly pass on to the Area Secretary-Treasurer concerned all the details which could assist the Area Secretary-Treasurer.
2. Eligibility:
 - a. Voting Members: All persons regularly employed by either a public/private/government utility, power pool/commission, Independent System Operator, or Regional Transmission Group and responsible for scheduling, marketing, directing, dispatching, operating, and controlling a real-time power system shall be eligible for membership as Voting Members. Eligibility shall be determined by two (2) Area officers in accordance with Article II, section 2, paragraph f.
 - b. Grandfather Clause: Any person currently holding Voting Member status shall retain that status. Any person having previously acquired Voting Member status under the provisions of Article II, section 2, paragraph a. and subsequently moves to a marketing organization shall retain Voting Member status.
 - c. Associate Members: Any person who does not meet the requirements of a Voting Member but shares the common interest or bond of the voting members shall be entitled to Associate Membership without the right to vote or to hold office. Eligibility shall be determined by two (2) Area officers in accordance with Article II, section 2, paragraph f.

- d. Life Members: Any Member who has retired and who has been a member in good standing for three years immediately preceding retirement shall be entitled to "Life Membership" in the Association and shall maintain the same membership privileges acquired in a., b., and c., above.
 - e. Corporate Membership: All utilities, whose common bond is the operation or control of power systems with particular regard to the direction and operation of system control centers, area dispatch offices or sub-dispatch offices and being involved with generation, transmission or distribution of electrical energy, shall be eligible for membership as Non-Voting Members. Eligibility shall be determined by the Area Secretary of Article II, section 2, paragraph d.
 - f. Questions on eligibility and the common bond shall be decided first by the Area Secretary-Treasurer. Should the decision of the Area Secretary-Treasurer be unacceptable, the matter may then be referred to the National Board of Trustees by written request to the National Secretary. The National Board of Trustees' ruling shall be final, and all parties must be notified of that decision within sixty (60) days of receipt of the request by the National Board of Trustees.
3. Upon adoption of these By-Laws, all members of the unincorporated Association of the same name as this Corporation shall automatically become members of this Corporation.
 4. Admission: Any eligible person desiring to become a member of this Association shall submit a written application to the appropriate Area Secretary-Treasurer. Such application shall state the applicant's name and address, name of utility of which he/she is employed and the official designation or title of his/her position. Each application shall be accompanied by payment of dues for the current year, to be refunded to the applicant if he/she is not admitted to membership. The Area Secretary-Treasurer shall first record the applicant's name and address and then, without delay, shall forward the form and fee to the National Secretary for processing. Each application for membership received by the National Secretary in the form heretofore provided shall be referred by the National Secretary to the members of the Board of Trustees; and the approval of such application by any four (4) members, given orally or in writing and endorsed upon the application by the National Secretary, who shall state in such endorsement the names of the Board members approving, shall constitute the election of the applicant to membership.
 5. Suspension or Expulsion:
 - a. A finding by the Board of Trustees of willful violation of any provisions of the Agreement for Incorporation or By-Laws of this Association, or undesirability as a member for any reason, shall be cause for which the Board of Trustees may suspend or expel a member. The Board of Trustees shall have power to consider such charges only when made in writing over signature of at least twenty (20) members in good standing.
 - b. Failure to maintain membership in good standing by payment of dues shall be cause for the Board of Trustees to expel a member.
 - c. Before taking any action of suspension or expulsion, the Board of Trustees must, within ten (10) days after receipt of charges or notice of any matters in subsections a, b, and c above, give the accused or delinquent notice in writing of the charges or delinquency and request a written response within thirty (30) days. Promptly upon expiration of that time, the Board of Trustees shall act upon the matter in the best interest of the Association and shall immediately notify the accused or delinquent of the action taken.

ARTICLE III -- MEETINGS OF THE MEMBERSHIP

1. The entire membership shall have one annual meeting in the spring and one semi-annual meeting in the fall of each year, together with such other special meetings as the Board of Trustees may call.

2. The time and place of the membership meetings shall be fixed by the Board of Trustees, and at least thirty (30) days' notice thereof in writing shall be given each Area.
3. The members present at a properly called meeting shall constitute a quorum for the conduct of business. A majority vote for or against any proposition properly presented before the meeting shall prevail.
4. "Robert's Rules of Order" shall govern proceedings at meetings.

ARTICLE IV -- DUES AND FEES

1. Dues payable by the membership shall be an amount to be determined by the Board of Trustees as required to carry on the activities of this Association for each calendar year.
2. Dues shall be payable on the first business day in January of each year.
3. Any member who shall fail to pay dues within ninety (90) days after they become due shall be delinquent and shall be so certified to the Board of Trustees.
4. Upon payment of dues for the current year, each member shall receive from the Treasurer a membership card for that year certifying that he/she is a member in good standing.
5. The Board of Trustees shall have the authority to establish initiation fees and reinstatement fees and charge the same in a uniform manner.
6. Life Members shall not be required to pay dues or fees.

NATIONAL BOARD OF TRUSTEES ORDER OF BUSINESS

1. Opening
2. Roll Call of Trustees
3. Reading of Minutes
4. Correspondence
5. Report of National Secretary
6. Report of National Treasurer
7. Report of National President
8. Reports of Area Trustees
9. Reports on Members: -- (a) Applications, (b) Admissions, (c) Suspensions, (d) Expulsions
10. Determination of Area Group from which National Officers are to be elected
11. Reports of Committees
12. Unfinished Business
13. New Business
14. Set the place and date of next Board of Trustees Meeting
15. Trustee travel expenses
16. Closing

ARTICLE V -- BOARD OF TRUSTEES

1. The governing body of this Association shall be a Board of Trustees, which shall consists of the National President of this Association, who shall be ex officio, the Chairman of said Board; the National Vice-President of this Association, who shall be ex officio, the Vice-Chairman of said Board; the National Secretary of this Association, who shall be ex officio, the Secretary of said Board; the National Treasurer of this Association, who shall be ex officio; and one member elected at a duly organized meeting of each certified voting Area.
2. The term of office of each Trustee shall commence at the Spring National Annual Meeting each year and shall expire at the next Spring National Annual Meeting.
3. The name of the newly-elected Trustees representing each Area shall be submitted by the appropriate Area Secretary-Treasurer to the National Secretary within ninety (90) days immediately preceding the Spring National Annual Meeting. Until the first annual meeting following adoption of these By-Laws, the subscribers to the Agreement of Association shall constitute the Board of Trustees.
4. A quorum of the Board of Trustees shall be seven (7) members thereof, of which at least two (2) must be duly elected officers of the Association.
5. Within the limits established by the statutes of the State of Washington, the articles of Agreement of Association and these By-Laws, the Board of Trustees shall have power to perform all acts and do all things that the Corporation is authorized to do, subject, however, to review by the membership at any regularly called meeting.
6. Regular meetings of the Board of Trustees shall be held twice a year in conjunction with the annual and semi-annual meetings of the membership of the Association. Special meetings may be held at the call of the Chairman of the Board. Notices in writing of all Board of Trustees meetings shall be sent to each member of the Board at least twenty (20) days prior to the date thereof, and notices of special meetings shall include a statement of the business to be transacted.

ARTICLE VI -- NATIONAL OFFICERS

1. The officers of this Association shall be a National President, a National Vice-President, a National Secretary, and a National Treasurer, all members of the same Area.
2. The Area from which the officers shall be elected shall be determined as follows:
 - a. Any Area desiring to have the officers elected from members in its Area at the next Spring National Annual Meeting shall submit to the National Secretary at least one hundred twenty (120) days before the Spring National Annual Meeting, the certificate of the Area Secretary-Treasurer certifying the official action of an Area meeting requesting the officers to be elected from their Area, together with a slate of officers nominated for National President, Vice-President, Secretary, and Treasurer by action of the Area in official meeting.
 - b. The National Secretary shall promptly present all such requests and nominations to the Board of Trustees, who shall determine the Area from which officers are to be elected prior to ninety (90) days before the Spring National Annual Meeting. In making its determination, the Board shall be bound by the following:
 - (1) The Area having the officers shall be entitled to a second successive year without request unless the Board of Trustees in official meeting vote by a two-thirds (2/3) vote of those present to move the officers to another Area.

- (2) The Area having the officers shall not be entitled to such privilege more than three (3) successive years if a satisfactory request from another Area is made.
 - (3) In determining whether a request for officers within an Area is satisfactory, the Board of Trustees shall consider the size of the Area membership, its organization and regularity of activity, its interest in National Association matters, and its facilities for conducting Association business.
 - (4) If more than one satisfactory request is received, the Area having made request the greatest number of prior years without receiving the privilege shall be preferred.
 - (5) If there is no preference due to unfulfilled prior requests, the Board shall choose the Area to be allowed the officers from more than one request.
 - (6) If there are no requests, the Board of Trustees shall designate the Area to have the officers, with preference to the Area then holding the privilege.
- c. Having made its determination as above, the Board of Trustees shall have the National Secretary notify all Areas at least ninety (90) days before the annual meeting concerning the Area designated from which officers are to be elected.
3. Nominations for officers may be made in the following manner:
 - a. By slate of officers submitted to accompany the request of the successful Area, as set forth above.
 - b. By nomination by any member on the floor of the annual meeting of persons who are members of the Area designated to have the officers.
 - c. By written nomination signed by any five (5) members and delivered to the National Secretary for presentation at the annual meeting, accompanied by the written consent of the nominee, provided that the nominee is a member of the Area selected.
 4. Officers shall be elected at the annual meeting of the membership of the Association and shall serve for a term of one (1) year and until their successors are elected.
 5. All voting members present at the annual meeting shall be entitled to one (1) vote each. The candidate receiving a majority of the votes cast shall be declared elected; and if necessary to achieve a majority, a second ballot shall be used to elect one of the two highest candidates on the first ballot.
 6. All voting shall be by ballot in writing. The National Secretary shall record all vote totals and shall also certify the results to each Area Secretary-Treasurer and to all members not represented by such a secretary-treasurer within thirty (30) days after election.
 7. Each retiring officer shall notify his/her successor and install him/her in office by surrendering to him/her all the books and records pertaining to the Association and obtaining his/her acknowledgment thereof.

ARTICLE VII -- DUTIES OF OFFICERS

1. The National President shall preside at all meetings of the Association and the Board of Trustees, enforce the Agreement of Association and the By-Laws of the Corporation, and-report at the annual meeting and the semi-annual meeting concerning the activities of the Association and of member groups and Areas. The President is an ex officio member of all committees.

2. The National Vice-President shall assist the President whenever possible in the discharge of duties. In the absence of the President, the Vice President shall assume the responsibility of President.
3. The National Secretary shall take care of the official documents of the Corporation; conduct all correspondence and enter into the records of the Corporation, the minutes of all meetings of the Association and the Board of Trustees; and prepare and present a report of his/her doings to the membership of the Association at the annual and semi-annual meetings.
4. The National Treasurer shall pay for all expenses, supplies and equipment for the Association, pursuant only to a general or special authorization by the Board of Trustees. The Treasurer shall prepare and present to the membership of the Association at the annual and semi-annual meetings, a report of all receipts and disbursements made by him/her of the funds of the Association. The National Treasurer shall also submit a list of members in good standing and those delinquent.
5. Officers shall have no authority, nor shall any other person, to purchase, rent or contract for equipment or supplies, or create any obligations upon the credit of the Association, except upon the authority of the membership of the Association given at a regularly called meeting thereof.
6. All records of the National Secretary and the National Treasurer, including minutes of each meeting, record of all votes, and finances, shall be made available to all members and to be open to inspection by any member at any reasonable time.

ARTICLE VIII -- BANKING

1. The funds of this Association shall be kept by the National Treasurer in a checking account in the bank of his/her choosing in the name of the Association. Resolutions of authority to the bank shall provide for withdrawal upon the signature of the National Treasurer or the National President. Insofar as this Association is concerned, however, the National President shall not have authority to sign checks except upon the disability of the National Treasurer.

ARTICLE IX -- NATIONAL COMMITTEES

1. The National President shall appoint all committees.
2. The National President shall appoint as a standing committee three members who shall be designed as the Program and Entertainment Committee, who shall be charged with the duty of preparing and arranging entertainment and programs at the meetings of the Association. Upon request, this committee shall also assist Area Secretary-Treasurers in the arrangement of programs for Area Meetings. The committee shall elect its chairman.
3. In order to meet the changing needs of the Association, from time to time the National Meetings may form other standing committees or ad hoc committees, and these committees shall serve until their terms of reference have been satisfied or until discharged by vote of a National Meeting.

ARTICLE X -- EMBLEM

1. The emblem of the National Association shall be of the following design:



2. Use of the emblem shall be limited to the national officers and Area Secretary-Treasurers on official publications and correspondence.

ARTICLE XI -- AMBASSADOR-AT-LARGE STATEMENT OF PURPOSE

1. This position is the diplomatic corps of the American Power Dispatchers Association. It is an Honorary lifetime appointment by the membership with the duty to provide leadership and promote the APDA. In recognition of this honor, an Ambassador-at-Large will receive a plaque and a special "gold" colored name tag.
2. The Board of Trustees will govern the number of "Active" Ambassador-at-Large positions needed. Any member can send a letter to the National Board of Trustees nominating a member for this prestigious position. The Board of Trustees will contact the nominee and ask for approval to place the nomination before the membership at the next National Business Meeting for a vote.
3. An Ambassador-at-Large will work closely with the National Board of Trustees planning promotional activities and associated travel.

Reimbursement of expenses must be authorized and approved by the Board of Trustees and paid from the promotional fund. Any expense requested from the contingency fund must be submitted in writing and approved by the Board of Trustees.

An Ambassador-at-Large may request logo items to be given out as promotional items. If approved, the logo items will be charged to the promotional fund and the amount transferred to the general fund. It is the responsibility of an Ambassador-at-Large to submit a report to the National Board of Trustees after any promotional efforts and related travel.

AREA MEETINGS

1. Opening
2. Roll Call of Officers
3. Standup Roll Call of Members
4. Reading of Minutes
5. Correspondence
6. Report of Area Secretary-Treasurer
7. Report of Area Trustee
8. Report of Area President
9. Report of Area Representatives (Optional)
10. Reports of Committees
11. Unfinished Business
12. New Business
13. Report of Accident, Sickness or Death of Members
14. Report of Nominating Committee and Election of Officers
15. Election of Area Trustee
16. Set the place and date of next Area Meeting

17. Good of the Association
18. Announcements
19. Closing

ARTICLE XII -- AREAS

1. The APDA is an international association organized into AREAS to provide an operating framework which will best fulfill the aims and objects of the Association and still affect economies in transportation.
2. An 'AREA' is a voluntary organization of member groups or members with a geographic common bond.
3. AREAS may be established or revised as follows:
 - (a) by written request to the National Secretary defining the geographic boundaries and/or the utility or utilities involved and signed by five (5) or more members from the Area so described;
 - (b) on motion from an Area Annual Meeting forwarded in writing to the National Secretary requesting the Area geographic boundaries be changed and/or utilities be added or deleted;
 - (c) such request in (a) or (b) shall be referred by the National Secretary to the members of the National Board of Trustees; and the approval of such request by any four (4) Trustees in writing, endorsed by the National Secretary, who shall state in such endorsement the names of the Board members approving, shall constitute the establishment or revision of the Area;
 - (d) the time between receipt of the information in (a) or (b) by the National Secretary and the report of the Board of Trustees' decision to the members in (a) or Area in (b) by the National Secretary shall not exceed sixty (60) calendar days;
 - (e) should the request outlined in (a) or (b) not be approved by the National Board of Trustees, the question may be placed before the APDA Spring National Annual Meeting by written request to the National Secretary from the members in (a) or the Area in (b).

ARTICLE XIII -- AREA OFFICERS

1. Area officers shall be: Area President, Area Vice-President, Area Secretary-Treasurer
2. Area officers may be nominated as follows:
 - (a) by Nominating Committee report at the Area Annual Meeting;
 - (b) by nomination from any member from the floor of the Area Annual Meeting, provided the nominee is present or has submitted written consent;
 - (c) by written nomination signed by any member, accompanied by written consent of the nominee, and delivered to the Area Secretary-Treasurer for presentation at the Area Annual Meeting.
3. Area Officers shall be elected at the Area Annual Meeting and shall serve for a term of not less than one (1) year nor more than three (3) years and until their successors are elected.

4. Under “Report of Nominating Committee and Election of Officers” and immediately preceding the report on the slate of officers, the Area Annual Meeting may decide that the term of office shall be either one (1) year, two (2) years or three (3) years. This decision would be binding only for that particular term and would be subject to review in each election year.
5. All Voting Members present at the Area Annual Meeting shall be entitled to one (1) vote each. The candidate receiving a majority of the votes cast shall be declared elected; and if necessary to achieve a majority, a second ballot shall be used to elect one of the two highest candidates from the first ballot.
6. All voting shall be by written ballot. The Area Secretary-Treasurer shall record all vote totals.
7. As soon as possible after the close of business, the Area Secretary-Treasurer shall, by written report, inform the National Secretary of the names and addresses of the Area officers who are to serve for the next term. The Area Secretary-Treasurer should also notify the National Secretary of any changes that occur at a later date, such as resignations and appointments.

ARTICLE XIV -- DUTIES OF AREA OFFICERS

1. Area President duties shall be identical to National President but only as they apply to the Area.
2. Area Vice-President duties shall be identical to National Vice-President but as they apply to the Area.
3. Area Secretary-Treasurer duties shall be: to take care of Area official documents; to enter into the record minutes of Area meetings; to conduct all Area correspondence; to prepare and present to the Area annual meeting a report of any action taken, a report of Area receipts and expenses and balance sheet, and a general report on Area membership; to pay for all expenses, supplies, and equipment for the Area, pursuant only to a general or special authorization by an Area meeting; to forward to the National Treasurer that portion of all dues payable by Area members to the National Office; to forward to the National Secretary a copy of the minutes of all Area meetings; to notify the National Secretary at least sixty (60) days in advance of the dates and places of all Area meetings and to supply on March 1st and September 1st an up-to-date mailing list of Area members; to forward to the National Secretary, without undue delay, the form and fees from prospective members.
4. Area officers shall have no authority, nor shall any other person, to purchase, rent or contract for equipment or supplies, or create any obligations upon the credit of the Area or of the Association except upon the authority of the membership of the Area with respect to those matters involving the Area given at a regularly called meeting of the Area. There shall be no exceptions with respect to matters involving the Association.
5. All records of the Area Secretary-Treasurer, including minutes of each meeting, record of all votes, and finances shall be made available to all Area members and be open to inspection by an Area member at any reasonable time.

ARTICLE XV -- AREA MEETINGS

1. Areas are established to execute National APDA policy at the area level and must follow National APDA guidelines. In this manner, the Area speaks and acts for the National APDA.
2. In addition, the Area meeting may set up any educational, entertainment, or recruitment program which would be beneficial to the members and the utilities with which the Area is associated. These activities

may be funded by the Area, by the utilities, or jointly by the Area and the utilities. National APDA support is available by written request to the National Secretary and approved by the National Treasurer.

3. Area members shall have one Annual Area Meeting in the spring and such other Area Meetings as may be determined by the Area membership. Special Area Meetings may be called by the Area President.
4. At least thirty (30) days' written notice of the time and date of any Area meeting shall be given each member utility through the dispatch office of said utility.
5. The Area members present at a properly called meeting constitute a quorum for the conduct of business. A majority vote for or against any proposition properly before the meeting shall prevail.
6. Robert's Rules of Order shall govern proceedings at all Area meetings.

ARTICLE XVI -- AREA TRUSTEES AND REPRESENTATIVES

1. Area Trustees: Each Area shall elect a Trustee to serve on the National Board of Trustees. The election shall take place at an officially called Area Meeting. The method of election shall be determined by the Area concerned. The Area Secretary-Treasurer shall notify the National Secretary of the name and address of the newly-elected Area Trustee within ninety (90) days immediately preceding the Spring National Annual Meeting.
2. Area Representatives: The Area Secretary-Treasurer may designate a member at any dispatch office to act as an Area Representative to improve communication, assist in better service to members, and to help in the orderly collection of fees and dues. The Area Representative shall be directly responsible to the Area Secretary-Treasurer.

ARTICLE XVII -- AREA FUNDS AND FEES

1. Notwithstanding the amount due to the National Office for applications fees and member's dues, the Area may assess themselves such additional fees, dues, and monies as they desire for their own local expenditure. Such additional funds are the property and responsibility of the Area concerned.

ARTICLE XVIII -- AREA BANKING

1. The funds of the Area shall be kept by the Area Secretary-Treasurer in a checking account in any bank of his/her choosing in the name of the Area concerned. Resolutions of authority to the bank shall provide for withdrawal upon the signature of the Area Secretary-Treasurer or the Area President. Insofar as the Area is concerned, however, the Area President shall not have the authority to sign checks except upon the disability of the Area Secretary-Treasurer.

ARTICLE XIX -- AREA COMMITTEES

1. The Area President shall appoint all committees.

2. In order to meet the changing needs of the Area, from time to time the Area Meetings may form ad hoc or standing committees, and these committees shall serve until their terms of reference have been satisfied or until discharged by vote of an Area Meeting.

ARTICLE XX -- MEMBER GROUPS

1. One or more individuals employed by a single utility at one dispatching office may form a member group by first selecting a representative and then by having their representative make written request to the National Secretary for Member Group status.
2. If the dispatch office is within the boundaries of an established 'AREA', the National Secretary shall refer the matter to the 'AREA' concerned. The dispatch office shall become part of the 'AREA' and shall be so notified by the National Secretary.
3. If the dispatch office is not covered by an 'AREA', the National Secretary shall approve Member Group status subject to ratification by the Board of Trustees at their next regular meeting. The member group shall then deal directly with the National Office with the proviso that should an 'AREA' be developed with its geographic boundaries covering the member group dispatch office, the member group shall then become part of that 'AREA'.
4. Member Groups are for convenience in communication. Meetings are for information only.
5. The Member Group representative shall generally be responsible to the National Secretary for correspondence as well as the orderly collection of applicant's fees or member's dues at the dispatch office.
6. Should a Member Group become part of an 'AREA', the Member Group representative shall be designated an Area representative and should then report directly to the Area Secretary-Treasurer.

ARTICLE XXI -- AMENDMENT

1. Amendment of the Agreement of Association and of these By-Laws shall be by majority vote of all Voting Members of the Association in the following manner:
 - a. Any twenty (20) members in good standing in the Association may sign and present a petition requesting an amendment to the Agreement of Association or these By-Laws, setting forth the exact language proposed as an amendment.
 - b. Upon receipt of such a petition for an amendment, the National Secretary shall mail a copy thereof to each Area Secretary-Treasurer or member not represented by an Area Secretary-Treasurer within ten (10) days after receipt thereof.
 - c. Each Area Secretary-Treasurer shall poll all Voting Members in good standing and obtain their vote for or against the amendment in writing, and each Area Secretary-Treasurer shall summarize all votes and advise the National Secretary in writing of the results within twenty (20) days after receipt of the copy of the proposed amendment. All members not represented by an Area Secretary-Treasurer shall return their ballot for or against the proposed amendment within twenty (20) days after receiving the copy thereof.
 - d. Thirty (30) days after sending out the proposed amendment, the National Secretary shall surrender all ballots to the Board of Trustees, who shall determine whether or not the proposed amendment

receives a majority of the votes of the total membership of the Association; and if the Board of Trustees finds that a majority of favorable votes have been cast, the amendment shall be considered as adopted.

- e. The Board of Trustees shall certify the results of the balloting to the National Secretary, who shall notify each Area Secretary-Treasurer and each member not represented by an Area Secretary-Treasurer of the result, this latter notice to be sent not later than sixty (60) days after the filing of the original petition.

ARTICLE XXII -- DISSOLUTION

1. Dissolution of the corporate Association may be voted in the same manner and by the same majority as provided for amendments in the preceding section.
2. In the event a dissolution is so ordered, the Trustees shall meet and commission two (2) of their number to wind up Association affairs. These two persons shall use their best efforts to reduce corporate properties and assets to cash. They shall pay corporate obligations, if any.
3. Any surplus remaining after reduction of all of the assets to cash and payment of all obligations and expenses of dissolution shall be donated to such charity as the last Board of Trustees by majority action shall designate, and therewith, the Corporation shall be deemed dissolved.

Revised
04/28/01