



March 28, 2019

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Paul M. Breakman

**TREASURER**  
Paula N. Johnson

**ASSISTANT TREASURER**  
Richard G. Smead

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Justin P. Moeller  
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Robert A. Weishaar, Jr.  
Andrea Wolfman

**ABA DELEGATE**  
*Ex Officio*  
Susan A. Olenchuk

**CHIEF EXECUTIVE OFFICER**  
Lisa A. Levine, CAE

**ENERGY LAW JOURNAL**  
EDITOR-IN-CHIEF  
Robert S. Fleishman

Dear Colleagues:

In accordance with Article V of the Energy Bar Association's By-Laws, the Committee on Nominations respectfully encloses its 2019 Report.

EBA's By-Laws provide all members the opportunity to participate in the process of nominating board members and officers to the EBA Board of Directors. In response to the request for nominations that the Committee sent in January 2019, a number of members recommended candidates for our consideration. Thank you for your recommendations.

The EBA membership will elect officers and directors for 2019-2020 at the Association's spring 2019 Annual Meeting and Conference in Washington, D.C. The election will occur at the Association's annual business meeting to be convened during the luncheon program on Tuesday, May 7, 2019, at the Renaissance Downtown, 999 Ninth Street, NW.

We hope you will attend the Annual Meeting and Conference and continue to take advantage of opportunities to be involved in the Association, its regional chapters, numerous committees, and EBA's sister boards, the EBA Charitable Foundation and the Foundation for the Energy Law Journal. Your support and involvement enables EBA to serve its members, the legal profession, and our communities.

Very truly yours,

The EBA Committee on Nominations

Richard Meyer  
Robert Fleishman  
Emma Hand

Enclosure

**REPORT OF THE  
2019 COMMITTEE ON NOMINATIONS  
OF THE ENERGY BAR ASSOCIATION**

The Committee on Nominations submits the following nominations for approval by the Energy Bar Association's membership at the May 7, 2019 Annual Meeting:

**OFFICERS:**

President-Elect – Jane Rueger, *White & Case LLP*

Vice President - Mosby Perrow, *Kinder Morgan, Inc*

Treasurer – Paula Johnson, *Ameren*

Assistant Treasurer – Richard Smead, *RBN Energy LLC*

Secretary – Paul Breakman, *National Rural Electric Cooperative Association*

Assistant Secretary -Delia Patterson, *American Public Power Association*

**BOARD OF DIRECTORS:**

Donna M. Byrne, *Skadden, Arps, Slate, Meagher & Flom LLP*

Lisa S. Gast, *Duncan, Weinberg, Genzer & Pembroke, P.C.*

Mark C. Kalpin, *Holland & Knight LLP*

Jennifer M. Murphy, *National Association of Regulatory Utility Commissioners*

**STUDENT BOARD MEMBER:**

Stephanie Fishman, *Washington College of Law*

The Committee received several recommendations of qualified candidates with excellent credentials for the positions to be filled. We thank members for their recommendations, their continued participation in EBA's Regional Chapters and Committees, and their support of the activities of the EBA Charitable Foundation and the Foundation for the Energy Law Journal. It is your support and involvement that enables EBA to serve its members, the profession, and our communities.

Respectfully submitted,

Richard Meyer  
Robert Fleishman  
Emma Hand

**ENERGY BAR ASSOCIATION  
BYLAWS (As amended October 2017)  
(Proposed Amendments, May 2019)**

**ARTICLE I – ORGANIZATION**

**Section 1.1.** The name of this organization shall be the Energy Bar Association (hereinafter “EBA” or the “Association”). The Association is a nonprofit corporation organized under the laws of the District of Columbia and is a tax-exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.

**Section 1.2.** The Association shall have offices at such places as the Board of Directors may from time to time determine or the business of the Association may require.

**Section 1.3.** The Association shall have and continuously maintain in the District of Columbia a registered agent as required by the District of Columbia Non-Profit Corporation Act. The registered agent may be changed from time to time by the Board of Directors.

**ARTICLE II – MISSION**

The mission of EBA is to promote the professional excellence and ethical integrity of its members in the practice, administration and development of energy laws, regulations and policies.

**ARTICLE III – MEMBERSHIP**

**Section 3.1.** Any person who is a member in good standing of the bar of any state, territory, district, or possession of the United States, or of any other country or political subdivision thereof, shall be eligible for membership as a “Voting Member” of this Association.

**Section 3.2.** Any person who is enrolled in law school or who has graduated from law school and is not eligible for membership under Section 1 shall be eligible for membership as a “Student Member” of the Association.

**Section 3.3.** Any person not eligible under Sections 1 and 2 of this Article may seek membership as an “Energy Professional Member.” To be accepted, each applicant’s admission must be consistent with the overall interests and character of the Association.

**Section 3.4.** Student Members and Energy Professional Members are not Voting Members and are not eligible for election to the Board of Directors as an officer or as a Voting Member of the Board.

**Section 3.5.** Any such person described in Sections 1, 2 or 3 of this Article may file a written application to become a Voting Member, Student Member or Energy Professional Member with the Secretary of this Association. The Board of Directors shall have authority to approve or disapprove the application; provided, however, that

applications to become a Voting Member or Student Member may be approved by any officer of the Association to whom that function has been delegated by the Board of Directors. An application to become a Voting Member or a Student Member shall not be disapproved except by vote of the Board of Directors. Applications for Energy Professional membership must be approved by the Board of Directors.

#### **ARTICLE IV – MEETINGS**

**Section 4.1.** The Association shall meet annually at such time and place as the Board of Directors may select and may meet at such other times as may be provided for in the Bylaws. The quorum shall consist of the Voting Members present. Except for amendment of the Articles of Incorporation and Bylaws, business shall be conducted by majority vote of those Voting Members present.

**Section 4.2.** The program of the annual meeting of the Association shall be arranged by the Board of Directors. Notice of the annual meeting shall be given to the members at least thirty days before the meeting.

**Section 4.3.** The Board of Directors may call such other meetings of the Association as it may deem desirable upon appropriate notice thereof to the members.

#### **ARTICLE V – BOARD OF DIRECTORS**

**Section 5.1. Composition:** There shall be a Board of Directors which shall consist of not more than twenty-five members all of whom shall be Voting Members, except for the Energy Professional Member and the Student Member, who shall not be Voting Members of the Board. Twelve of the Voting Members shall be elected for terms of three years each, the terms of four of the twelve members to expire in each year. In the initial election, terms of one, two, and three years for the twelve Voting Members shall be established to allow expiration thereafter of the terms of four Voting Members each year. The twelve Voting Members shall not be eligible for immediate reelection to the Board of Directors, but nothing contained in these Bylaws shall make any of the twelve Voting Members ineligible for immediate election as an officer, and nothing herein contained shall make one who has just completed a term as an officer ineligible for immediate election as one of the twelve Voting Members.

**Section 5.2. Ex Officio Members:** The President, the President-Elect, the Vice-President, the Secretary, the Assistant Secretary, the Treasurer, the Assistant Treasurer and the most recent past President shall be ex officio members of the Board of Directors with all powers and privileges of other members of the Board.

**Section 5.3. Energy Professional Board Member:** There shall be one Energy Professional Member who shall be on the Board of Directors, but who will not be a Voting Member of the Board. The Energy Professional Board Member shall be elected for a three-year term. The Energy Professional Member shall not be permitted to serve consecutive terms of the Board. However, nothing in these Bylaws makes an Energy Professional ineligible from serving non-consecutive terms on the Board.

**Section 5.4. Student Board Member:** There shall be one Student Member who shall be on the Board of Directors, but who will not be a Voting Member of the Board. The

Student Member shall be elected for a one-year term and may not serve another term as a Student Board Member, but nothing in these bylaws makes a Student Board Member ineligible to run for office~~serve~~ as a Voting Member of the Board immediately after their Student Board Member term, if the Student Member becomes a Voting Member of the Association.

**Section 5.5. ABA Delegate:** The President, with the approval of the Board of Directors, shall appoint a Voting Member as the Association's Delegate to the House of Delegates of the American Bar Association. The Delegate shall be an ex-officio member of the Board of Directors with all powers and privileges of other members of the Board. The term of the first Delegate shall end with the adjournment of the annual meeting of the American Bar Association in 1991 and the term of succeeding Delegates shall be two years, ending with the adjournment of the annual meeting of the American Bar Association in odd-numbered years thereafter. The Delegate shall represent the Association at meetings of the House of Delegates of the American Bar Association.

**Section 5.6. Board of Directors Vacancies:** Any vacancy occurring in the membership of the Board of Directors, other than ex-officio members listed in Section 5.2 above, shall be filled by the President with the approval of the Board of Directors for the unexpired term.

**Section 5.7. Removal of Directors:** A Director may be removed either with or without cause, at any time, by vote of at least two-thirds of the entire Board of Directors entitled to vote.

**Section 5.8. Board of Directors Quorum and Voting:** A majority of the Board of Directors eligible to vote shall constitute a quorum, and business shall be conducted by majority vote of those present and eligible to vote, whether in person or by telephone or other electronic means so long as they can communicate with all of the other participants, have access to the same information as the other participants, and can otherwise participate effectively in the affairs of the meeting.

**Section 5.9. Board of Directors Duties:** The Board of Directors shall exercise control over the financial affairs of the Association and shall have general supervision of the work of the Association. The Board of Directors shall receive reports and recommendations from all committees and the Secretary and Treasurer. It shall consider and act upon reports of committees and, if it deems necessary, may submit said reports to the membership with such comments as it deems appropriate. All reports to the Association shall become the property of the Association and shall not be published unless by consent of the Board of Directors.

**Section 5.10. Written Consent Without a Meeting:** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all of the Directors serving on the Board of Directors and such written consent is filed with the minutes of proceedings of the Board of Directors. Signature for consent may be indicated by individual facsimile or email from each Director.

## ARTICLE VI - OFFICERS

**Section 6.1. Elective Officers:** The elective officers of the Association shall be elected for a term of one year and shall be:

A President,  
A President-Elect,  
A Vice-President,  
A Secretary,  
An Assistant Secretary,  
A Treasurer, and  
An Assistant Treasurer

**Section 6.2. Automatic Succession:** The President-Elect shall succeed to the office of the President at the expiration of the term of office of the President without further action by the Nominating Committee or the membership.

**Section 6.3. Specific Term Limits:** The President, the President-Elect, and the Vice-President shall not be eligible for immediate reelection to their respective offices.

**Section 6.4. Officer Role Overlap:** Any two or more offices may be held by the same person, except the offices of President and Treasurer.

**Section 6.5. Appointed Officer:** The Chief Executive Officer shall serve as an appointed officer of the Association and Board of Directors by virtue of their position.

**Section 6.6 Removal of Officers**

An Elective Officer may be removed either with or without cause, at any time, by a two-thirds majority vote of the entire Board of Directors entitled to vote.

**ARTICLE VII - DUTIES OF OFFICERS**

**Section 7.1 President:** The President shall be the presiding officer of the Association. The President shall likewise be, ex-officio, the chairman of the Board of Directors. It shall be the duty of the President to preside at all meetings of the Association, and the President shall be a member, ex-officio, of all committees.

**Section 7.2 President-Elect and Vice-President:** In the absence or disability of the President, the duties of the President shall be discharged by the President-Elect. In the absence or disability of both the President and the President-Elect, the duties of the President shall be discharged by the Vice-President.

**Section 7.3 Secretary:** The Secretary shall be responsible for the preparation and maintenance of the records of the meetings of the Association and of the Board of Directors; shall give or cause to be given all notices on behalf of the Association provided for in the Articles of Incorporation and Bylaws or as otherwise directed by the Board of Directors; and shall keep or cause to be kept all the official books, records and documents of the Association and submitted to the Association, except the financial books and records. The Secretary shall make the books, records, and documents committed to his or her custody available to the Board of Directors as the Board of Directors may require.

**Section 7.4 Assistant Secretary:** The Assistant Secretary shall assist the Secretary and shall act in the absence or disability of the Secretary.

**Section 7.5 Treasurer:** The Treasurer shall keep or cause to be kept complete and accurate financial books and records of the Association. The Treasurer shall develop or cause to be developed an annual budget for approval by the Board of Directors. The Treasurer shall make books and records of the Association available for inspection of the Board of Directors as the Board of Directors may require.

The Treasurer shall collect or cause to be collected all membership dues and other moneys due the Association, which the Treasurer shall deposit or cause to be deposited in a national bank or other financial institution approved by the Board of Directors. The Treasurer or the Board of Directors may delegate all or part of these responsibilities to an employee of the Association. All checks, drafts or other orders for the payment of money, or other evidence of indebtedness, shall be signed by such officer or officers, agent or agents of the Association, and in such manner, as shall from time to time be determined by resolution of the Board of Directors. The Treasurer may, with the advice and consent of the Board of Directors, from time to time, place any surplus funds of the Association in investments of a character approved by the Board of Directors.

The Treasurer shall render reports to the Board of Directors as the Board of Directors may require.

**Section 7.6 Assistant Treasurer:** The Assistant Treasurer shall assist the Treasurer and shall act in the absence or disability of the Treasurer.

**Section 7.7 Chief Executive Officer:** The Board of Directors may engage the services of an individual to act as Chief Executive Officer of the Association to oversee the day-to-day operation of the Association under the terms and conditions as may be agreed upon by the Association and such individual. The Chief Executive Officer shall be an Officer of the Board of Directors and Executive Committee by virtue of their position as Chief Executive Officer. Unless a contract, these Bylaws, or a law provides otherwise, the Board may remove such Chief Executive Officer at any time with or without cause at a meeting called for that purpose.

## **ARTICLE VIII - ELECTION OF DIRECTORS AND ELECTIVE OFFICERS**

**Section 8.1.** The Nominating Committee shall recommend candidates from among Voting Members for the elective offices to be filled at the annual meeting, except for the candidates for the Energy Professional Member and the Law Student Member which shall be recommended from eligible non-Voting Members. The Committee shall meet, prepare a report of its recommendations and distribute a copy of the report to the members of the Association not less than 30 days before the annual meeting.

**Section 8.2.** The Nominating Committee shall submit its report at the annual meeting. After submission of the report, any Voting Member shall have the privilege of making additional nominations in writing from the floor. Any additional nomination shall be supported from the floor by at least two Voting Members other than the member making the nomination. If no additional nomination is received from the floor, the election may

be conducted by oral vote or by show of hands. If nominations are received from the floor, a ballot shall be prepared and distributed to all Voting Members present for their vote. The nominees receiving the highest number of votes shall be elected to their respective offices for the ensuing year.

## **ARTICLE IX - TERMS OF OFFICE**

The terms of office of all persons elected at any annual meeting shall commence at the adjournment of such meeting and shall continue until the adjournment of the next annual meeting and thereafter until their successors shall have been elected and qualified. Vacancies in the office of President, President-Elect, Vice-President, Secretary, Assistant Secretary, Treasurer, and Assistant Treasurer occurring between the annual meetings shall be filled by the Board of Directors.

## **ARTICLE X - COMMITTEES**

**Section 10.1. Board Committees:** The Board of Directors may fix committees of the Board of Directors ("Board Committees"). The Executive Committee and any other committee so designated by the Board of Directors shall be ongoing, permanent Board Committees ("Standing Committees") of the Association. The Board of Directors may fix such other Standing Committees or temporary, special-purpose board Committees ("Special Committees") as it deems appropriate from time to time. Board Committees shall serve at the pleasure of the Board and shall exercise only that authority specifically delegated by these Bylaws or the Board. Non-directors may not serve on Board committees.

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**Section 10.1.1. Executive Committee:** The Executive Committee shall be a Standing Committee of the Board of Directors consisting of the Officers. The Executive Committee shall be empowered to act on behalf of the Board of Directors whenever the Board of Directors is not in session concerning non-policy, administrative matters not requiring formal action by the Board. At least two-thirds of the Executive Committee shall constitute a quorum for the transaction of business, and actions by the Executive Committee shall require majority vote. The Executive Committee shall work with the Chief Executive Officer between Board meetings to provide guidance. The Executive Committee shall report to the Board on its actions at the next regular or special meeting of the Board, or by written communication. Meetings of the Executive Committee may be called by any Officer serving on the Executive Committee. The Executive Committee may delegate certain of its authorities, to be specified in a separate written delegation of authority, to the Chief Executive Officer.

**Section 10.2. Advisory Committees:** In addition to the Board Committees established by the Board of Directors, the Board of Directors may establish Advisory Committees, to consist of two or more members (who need not be directors) as determined by the President. Advisory committees are not committees of the Board and may not exercise the powers of the Board, but shall be restricted to giving advice and making non-binding recommendations to the Board or the Association and implementing Board decisions and policies under the supervision and control of the Board or a board committee. The President shall announce the creation of and appointments to such

Advisory Committees and they shall be approved by the Board of Directors.

**Section 10.2.1. Nominating Committee:** The Nominating Committee shall be an Advisory Committee consisting of three Voting Members with terms of three years, one term to expire each year. The President shall appoint Voting Members to the Committee upon the expiration of any term or upon the occurrence of any vacancy. No member of the Nominating Committee shall be selected to succeed himself or herself. The Chair of the Committee shall be the member senior in service on the Committee. A majority of the Committee shall constitute a quorum, and business shall be conducted by majority vote of those present.

**Section 10.3. Association Committees:** The Association shall have such general "Association Committees" as the Board of Directors may establish. The President shall appoint the chairman, one vice-chairman, and each of the members of each of any general Association Committee (with the number of members of each general committee to be determined in the discretion of the President) to serve for one year ensuing such appointment and thereafter until their respective successors are appointed; provided, however, that the chairman and vice-chairman, and the members thereof, shall have such duties as the Board of Directors may prescribe including, without limitation, preparation of annual or periodic reports to the Board of Directors and the members of the Association.

**Section 10.3.1. Subject Matter Committees:** Any subject matter committees established by the Board of Directors shall be Association Committees.

**Section 10.3.2. Councils:** Any councils established by the Board of Directors, including but not limited to the Professional Education Council, the Young Lawyers Council and the Senior Lawyers Council, shall be Association Committees.

**Section 10.4. Task Forces:** The President shall have the authority to establish working groups "Task Forces" made up of Board Members and/or members or any combination to work on specific tasks, advise the President, the Board, the Executive Committee or the Membership on specific matters.

**Section 10.6. Committee Quorum:** The majority of the members of any committee shall constitute a quorum, and business shall be conducted by majority vote of those present.

**Section 10.7. Committee Meetings:** Meetings of any committee shall be held at such times and places as the chairman thereof may appoint. Reasonable notice shall be given by the chairman to each member.

## ARTICLE XI - CHAPTERS

The Board of Directors may authorize the creation of chapters of the Association and shall issue charters which will establish the terms of the governance of the chapters and specify their relationship with the Association. The decision by the Board of Directors for creation of a new chapter shall be made in consideration of the Board Guidelines for Formation of a New Chapter. In order to form a new chapter, the New

Chapter Application Form for the applicant chapter (Form) must be prepared and submitted as set forth on the Form. The Board of Directors may revoke the charter of any chapter at any time upon 30 days prior notice.

## ARTICLE XII - DUES

**Section 12.1.** Each Voting Member and Energy Professional member shall pay annual dues to the Association for the period from January 1 to December 31, payable by January 31 of each year.

**Section 12.2.** Each Student Member shall pay annual dues to the Association for the period August 1 to July 31, payable by August 31 of each year. At its discretion, the Board may permit the Chief Executive Officer to grant graduating Student Members a grace period to extend their membership to December 31 in the year that they graduate.

**Section 12.3.** The amount of dues shall be prescribed by the Board of Directors.

**Section 12.4.** No person shall be in good standing, or be qualified to exercise or be entitled to receive any privilege of membership, who is in default in the payment of his or her dues.

## ARTICLE XIII - INDEMNIFICATION OF DIRECTORS AND OFFICERS

**Section 13.1.** The Association shall indemnify and hold harmless, to the fullest extent permitted by applicable law, any person ("Indemnified Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative ("Proceeding"), by reason of the fact that such person is or was a director or officer of the Association, or while serving as a director or officer of the Association, is or was serving at the request of the Association as a director, trustee, officer, employee or agent of another company, partnership, joint venture, employee benefit plan, trust or other enterprise, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such person in such Proceeding. Notwithstanding the preceding sentence, except as provided in Section 3 of this Article, the Association shall be required to indemnify an Indemnified Person in connection with a Proceeding (or part thereof) commenced by such Indemnified Person only if the commencement of such Proceeding (or part thereof) by the Indemnified Person was authorized in advance by the Board.

**Section 13.2.** The Association shall, to the fullest extent not prohibited by law, pay the expenses (including attorneys' fees) incurred by an Indemnified Person in defending any Proceeding in advance of its final disposition; *provided, however,* that, to the extent required by law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of a written affirmation of the Indemnified Person's good faith belief that he or she has met the relevant standard of conduct required under applicable law for indemnification and an undertaking by the Indemnified Person to repay all amounts advanced if it is ultimately determined that the Indemnified Person is not entitled to be indemnified under this Article or otherwise.

**Section 13.3.** If a claim for indemnification (following the final disposition of the Proceeding for which indemnification is sought) under this Article is not paid in full within

sixty days after a written claim therefor by the Indemnified Person has been received by the Association, or a claim for advancement of expenses under this Section is not paid in full within thirty days after any statement therefor has been received by the Association, the Indemnified Person shall thereupon be entitled to file suit to recover the unpaid amount of such claim. If successful in whole or in part, the Indemnified Person shall be entitled to be paid the expense of prosecuting such claim to the fullest extent permitted by law. In any such action the Association shall have the burden of proving that the Indemnified Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

**Section 13.4.** Any right to indemnification or to advancement of expenses of any Indemnified Person arising hereunder shall not be eliminated or impaired by an amendment to or repeal of this Article after the occurrence of the act or omission that is the subject of the Proceeding for which indemnification or advancement of expenses is sought.

**Section 13.5.** The rights conferred on any Indemnified Person by this Article shall not be exclusive of any other rights that such Indemnified Person may have or hereafter acquire under any statute, the Articles of Incorporation, the Bylaws or any agreement, or any vote of members or disinterested directors or otherwise. This Article shall not limit the right of the Association, to the extent and in the manner permitted by law, to indemnify or to advance expenses to persons other than Indemnified Persons when and as authorized by appropriate corporate action.

**Section 13.6.** In no case, however, shall the Association indemnify, reimburse or insure any person for any taxes imposed on such individual under Chapter 42 of the Internal Revenue Code of 1986, as now in effect or as hereafter may be amended (the "Code"). Further, if at any time the Association is deemed to be a private foundation within the meaning of Section 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure as defined in Section 4941(d) or Section 4945(d), respectively, of the Code.

#### **ARTICLE XIV – AMENDMENTS**

**Section 14.1. Articles of Incorporation:** The Articles of Incorporation may be altered or amended only by two-thirds of the Voting Members present at any meeting, but no such change shall be made unless notice of proposed alteration or amendment shall have been given by the Secretary to all members of the Association by mail, fax or e-mail at least thirty days before the meeting at which the amendment is offered.

**Section 14.2. Bylaws:** Bylaws may be adopted, amended, or rescinded at any meeting of the Association by vote of two-thirds of the Voting Members present and entitled to vote, provided that notice of the proposed action has been given by the Secretary to all members of the Association by mail, fax or e-mail at least thirty days before the meeting.

I certify that the foregoing Bylaws of the

Energy Bar Association were approved  
and adopted for the Association by its  
Members at a meeting held on  
\_\_\_\_\_, 2019.

\_\_\_\_\_ Date: \_\_\_\_\_

\_\_\_\_\_, Secretary

A TRUE RECORD