

THIRD AMENDED AND RESTATED
CHARTER OF THE
SOUTHERN CHAPTER
OF THE
ENERGY BAR ASSOCIATION

Pursuant to Article XI of the By-Laws of the Energy Bar Association (“Association”) the Southern Chapter of the Energy Bar Association is hereby chartered (“Chapter”). This Charter provides for the governance of the Chapter and its relationship to the Association.

ARTICLE I

Chapter-Association Relations

Section 1. The Association has hereby chartered the Chapter in recognition of the significant number of Association members who live and work in energy law in the Southern region of the country (*i.e.*, Georgia, Florida, Kentucky, Arkansas, North Carolina, Alabama, South Carolina, Tennessee, Mississippi, Virginia, and West Virginia) in order: (i) to better enable those members to participate fully in the activities and enjoy the benefits of membership in the Association, (ii) to further the purposes of the Association pursuant to its Articles of Incorporation, and (iii) to promote the mission of the Association, which is “to advance the professional excellence of those engaged in energy law, regulation and policy through professional education, exploring diverse viewpoints and building connections.”

Section 2. In order to achieve the purposes set forth in Section 1 for which the Chapter is hereby chartered, it is necessary to provide for close coordination of the operations of the Chapter with the operations of the Association. Therefore, the President of the Chapter shall receive advance notice of all meetings of the Board of Directors of the Association, and in such capacity shall be entitled to attend all such meetings and to participate in the deliberations at such meetings, but shall not in such capacity be a member of the Board of Directors of the

Association. The President of the Chapter or his/her designee shall be named an ex-officio member of the Association's program committee and shall be entitled to participate fully in the affairs of such committee of the Association. The President of the Association may appoint an officer or director of the Association to serve as a non-voting, a-officio member of the Chapter.

ARTICLE II

Officers and Directors

Section 1. Subject to Section 3 of this Article regarding succession to the office of the President, the officers and directors of the Chapter shall be elected by the membership of the Chapter pursuant to the election requirements set forth in Article VI for terms of one year.. The officers shall be President, President-Elect, Vice President, and Secretary-Treasurer. In addition, there shall be five or more directors who are not officers. The one-year term for officers and directors of the Chapter will commence at the Annual Meeting of the Chapter, which Annual Meeting is defined in Article V, and will end at the following Annual Meeting.

Section 2. The person serving as President shall not be eligible for immediate re-election to that office or to the offices of President-Elect or Vice President.. Except as provided above, any officer and director shall be eligible for re-election to serve in the same or a different position from his or her current position at the expiration of his or her term.

Section 3. The President-Elect shall succeed to the office of the President at the expiration of the one-year term of office of the President or upon the office becoming vacant during the current President's term. This succession does not require action by the Nominating Committee or the membership. In the event the President-Elect becomes President due to that office becoming vacant during the current President's term, the person serving as President-Elect shall serve as President for both the balance of the ongoing term of the President and for the succeeding one-year term.

ARTICLE III

Duties of Officers

Section 1. The President shall be the chief executive officer of the Chapter and the Chairman of the Board of Directors. It shall be the President's duty to preside at all meetings of the Chapter and to appoint all committees of the Chapter and their officers, unless otherwise set forth in this Charter. The President shall be a member, ex-officio, of all committees of the Chapter.

Section 2. In the absence, resignation, vacancy, or disability of the President, the duties of the President shall be discharged by the President-Elect. In the absence, resignation, vacancy, or disability of both the President and the President-Elect, the duties of the President and President-Elect shall be discharged by the Vice-President.

Section 3. The Secretary-Treasurer shall be responsible for the preparation and maintenance of the records of the meetings of the Chapter and of the Board of Directors; shall be responsible for giving all notices on behalf of the Chapter provided for in this Charter or as otherwise directed by the Board of Directors; and shall be the custodian of all official books, records, and documents of the Chapter. The Secretary-Treasurer shall make the books, records, and documents committed to his or her custody available to the Board of Directors of the Chapter and the Board of Directors of the Association as those Boards of Directors may require. The Secretary-Treasurer shall render reports to the Board of Directors of the Chapter and the Treasurer of the Association as they may require. The Secretary-Treasurer shall collect all monies due the Chapter, which he or she shall forward to the Treasurer of the Association for deposit to the Association. The Secretary-Treasurer shall keep an accounting of and forward all invoices to the Treasurer of the Association for payment by the Association.

ARTICLE IV

Board of Directors

Section 1. There shall be a Board of Directors of the Chapter, which shall consist of the four officers described in Article III above and five or more directors who are not officers.

Section 2. With the approval of the Board of Directors, the President shall appoint a person to fill a vacancy occurring among the officers and directors for the remainder of the unexpired term of the position.

Section 3. A majority of the Board of Directors shall constitute a quorum, and business shall be conducted by majority vote of those officers and directors present.

Section 4. The Board of Directors shall exercise control over the financial affairs of the Chapter, subject to the authority of the Board of Directors of the Association, and shall generally oversee the activities and work of the Chapter, other than the matters confided to the Committee on Nominations. The Board of Directors shall receive reports and recommendations from all committees and the Secretary-Treasurer. It shall consider and act upon reports of committees and, if it deems it necessary, may submit said reports to the membership with such comments and recommendations as it deems appropriate.

Section 5. The Board of Directors may conduct their meetings in person and/or by the use of audio-conferencing or video-conferencing media.

ARTICLE V

Annual Meeting; Other Chapter Meetings

The Chapter shall meet once every year in September at such time and place as the Board of Directors may designate to elect officers and directors, as provided in Article VI below (such meeting to elect officers and directors is referred to in this Charter as the “Annual Meeting”). In addition, the Chapter may meet at such other times and places as may be determined by the Board

of Directors. Except for the election of officers and directors of the Chapter at the Annual Meeting, business shall be conducted by majority vote of those present, and a quorum shall consist of those present.

ARTICLE VI

Election of Officers and Directors

Section 1. The Committee on Nominations shall consist of three members of the Chapter appointed by the President. The Chairman of the Committee shall be appointed by the President.

Section 2. The Committee on Nominations shall nominate persons to stand for election as officers and directors at the Annual Meeting. The outgoing Secretary-Treasurer shall certify in writing the names of the officers and directors elected at the Annual Meeting to the Board of Directors of the Association.

Section 3. Ballots to elect by proxy the officers and directors of the Chapter shall be transmitted by mail, fax, or email to the membership of the Chapter no later than thirty days before the date of the Annual Meeting. A member of the Chapter may vote: (i) by attending the Annual Meeting of the Chapter and submitting his or her ballot or (ii) by returning his or her proxy ballot to the Secretary-Treasurer no later than the business day immediately preceding the date of the Annual Meeting of the Chapter. The person receiving a plurality of ballots cast for a position shall be elected to that position.

ARTICLE VII

Committees

Section 1. The Chapter shall have such general committees as the Board of Directors may establish. With the approval of the Board of Directors, the President shall appoint the chair and each of the members of each general committee to serve for one year following such appointment and thereafter until their respective successors are appointed. The President shall

determine, at his or her discretion, the number of members of each general committee. The chair and the members of a general committee 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 Chapter.

Section 2. In addition to the general committees established by the Board of Directors, the President may appoint such special committees as the President may deem to be required from time to time to conduct the affairs of the Chapter. The special committee shall consist of two or more members as determined by the President. The President shall announce the creation of and appointments to such special committees to the Board of Directors at its next meeting.

Section 3. The majority of the members of any general or special committee shall constitute a quorum, and the business of the general or special committee shall be conducted by a majority vote of those present.

Section 4. Meetings of any committee shall be held at such times and places as the chair thereof may appoint. Reasonable notice shall be given by the chair to each member.

ARTICLE VIII

Custody of Papers, Addresses and Reports

Custody of all papers, addresses, and reports submitted to the Chapter shall be lodged with the Secretary-Treasurer, and copies shall be furnished to the Secretary of the Association upon request. All reports to the Chapter shall become the property of the Association and shall not be published unless by consent of the Board of Directors of the Association.

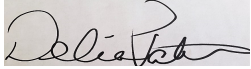
ARTICLE IX

Amendments to Charter

This Charter may be amended by the Board of Directors of the Chapter; *provided, however*, that no such change shall be made unless: (i) written notice of the proposed amendment has been given by the Secretary-Treasurer of the Chapter to the Secretary of the Association at least thirty

days before the proposed effective date of such proposed amendment, and (ii) the Board of Directors of the Association has approved the proposed amendment. This Charter also may be revoked by the Board of Directors of the Association. All reasonable efforts shall be made to resolve disputes that may arise between the Boards of the Association and the Chapter.

ISSUED BY THE ENERGY BAR ASSOCIATION

A handwritten signature in black ink, appearing to read "Delia D. Patterson", is positioned above a horizontal line.

Delia D. Patterson, President

Dated this 19 day of July 2022