

# *Southern States Energy Board*

## **By-Laws**

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### **ARTICLE I: Name**

The organization shall be known as the Southern States Energy Board (SSEB).

### **ARTICLE II: Purpose**

The purpose of SSEB is to improve the economy of the South and to contribute to the individual and community well-being of the people of the Southern region through cooperation among member states in the creation and implementation of programs, policies and technologies in the fields of energy, science, environment and in related areas of interest.

### **ARTICLE III: Program Objectives**

In furtherance of its lawful purposes, SSEB shall:

- A. Undertake and sustain a continuing review of energy and environmental issues which apply to the member states on either an intrastate or interstate basis.
- B. Provide for member states a collective voice at the national level on energy/ environmental issues.
- C. Identify and retain qualified experts in scientific, technical and administrative fields for timely review and advice concerning governmental or industrial technologies and projects within or impacting on a member state or on the member states.
- D. Initiate and conduct studies, programs, and conferences designed to identify and offer solutions to legislative and administrative issues of member states or of regional interest.
- E. Research, compile, and publish reports concerning energy, environment and related areas, and programs which otherwise have intrastate or interstate applications.

- F. Assist in the presentation of information, when duly authorized by request of a member state, before legislative, administrative, or regulatory bodies.
- G. Assist in the preparation of member state grant applications to federal, foundation, and other sources and provide technical assistance to universities and colleges on establishing inputs from Southern regional academic sources to state and federal programs and projects.
- H. Serve member state legislatures and executive agencies and when requested by a member state, furnish:
  - 1. Expert testimony on energy, environmental, and related legislation.
  - 2. Technical assistance in the preparation of legislative proposals.
  - 3. Briefings on specific energy-related projects.
  - 4. Complete reports on legislative issues related to energy technologies.
  - 5. Monographs and other reports on legislative issues impacting on state energy policy.
  - 6. Analyses of the effects of national energy and environmental programs on the states.
  - 7. Legislative workshops to acquaint key state legislators with energy and environmental issues.
- I. Obtain, manage and supervise grants, cooperative agreements and contracts for the individual and joint benefit of the member states and the Southern region.
- J. Approve supplemental agreements between member states, as otherwise provided in these By-Laws, and supervise such agreements according to their terms.
- K. Provide expertise to the Southern Governors' Association and the Southern Legislative Conference, upon appropriate request.
- L. Provide expertise to states for negotiation and support of related interstate compacts, upon appropriate request.
- M. Act as liaison between states, the federal government and industry in projects and programs affecting state and federal laws, standards, requirements, licenses and approvals.
- N. Undertake and continue such other lawful and appropriate activities as determined by the Board.

## ARTICLE IV: The Board

A. **Member states** - The following jurisdictions are eligible for membership in SSEB:

1. Alabama            North Carolina  
Arkansas            Oklahoma  
Delaware            Puerto Rico  
Florida               South Carolina  
Georgia               Tennessee  
Kentucky             Texas  
Louisiana            U.S. Virgin Islands  
Maryland             Virginia  
Mississippi          West Virginia  
Missouri
2. The Board may provide by resolution for the participation in its affairs, programs, and activities of a non-member state and non-member political entity, each such non-member participant to be known as an "associate member." No associate member shall have a vote in any action to be taken by the Board nor shall any entity or subdivision of a foreign nation be granted associate member status unless and until approval for such association is granted by the Department of State of the United States Government.

B. **Membership of the Board** – The Board shall be composed of three representatives from each member state and one representative of the federal government. Each representative of a member state shall be designated or appointed (and shall be subject to removal and replacement) in accordance with the law of the member state he or she represents. The representative of the federal government shall be appointed as provided in Section 3 of Public Law 87-563 of the Eighty-seventh Congress of the United States. When authorized by the law of the member state which he or she represents, any member of the Board may provide for the discharge of his or her duties and the performance of his or her functions with respect to the Board by a duly authorized deputy or assistant.

C. **Officers of the Board**

1. At its regular annual meeting or, in the event that the regular annual meeting is adjourned prior to the election of officers, at such time and place as designated by the Executive Committee, the Board shall elect from among

its voting members; a Chairman, a Vice Chairman, a Treasurer, and six members of the Executive Committee; of whom two shall be Governor members of the Board, two shall have been appointed to represent the Senate of their respective states, and two shall have been appointed to represent the House of Representatives of their respective states. The Board may select from among its voting members a Chairman-Elect. The Chairman and Chairman-Elect shall be a Governor member of the Board and the Vice Chairman and Treasurer shall be a legislative member.

2. The term of office of each elected officer of the Board shall be one year and until the election and qualification of his successor.
3. The Executive Director of the Board shall serve as the Secretary of the Board, but shall have no vote.
4. The Chairman of the Energy and Environment Committee of the Southern Legislative Conference shall be an ex officio, non-voting officer of the Board. If, however, the Chairman of the Energy and Environment Committee already serves as a member of the Board, by virtue of his or her appointment by the presiding officer of the Senate or the House Speaker, he or she shall have a vote.

#### **D. Voting**

1. Each member jurisdiction of the Board shall have one vote to be determined by majority vote of the member state's representatives present and voting on any question.
2. A quorum shall consist of a majority of the voting members of the Board or their duly authorized representatives. No action of the Board shall be binding unless taken at a meeting at which a quorum is present and unless a majority of the total number of votes on the Board is cast in favor of such action.

#### **E. Meetings of the Board**

1. The Board shall meet regularly not less than once in each year at a place and time to be determined by the Board. Special meetings of the Board shall be held upon call of the Chairman at such place and time as determined by the Chairman, except that a special meeting of the Board shall be called by the

Chairman within two weeks after his or her receipt of a request for such meetings signed by fifteen or more voting members of the Board.

2. All regular and special meetings of the Board shall be arranged by the Executive Director upon the call of the Chairman. Unless a majority of all members of the Board expressly waives such notice in writing, the Executive Director shall notify the members in writing of each regular and special meeting at least fourteen days prior to the date of the meeting. In the event of the call of a special meeting by written request of fifteen or more voting members of the Board, the Executive Director shall notify each member in writing as soon as is practicable after notification of the call of the meeting is received by the Executive Director from the Chairman.
3. Upon the absence or inability of the Chairman to act, the Vice Chairman shall act in his stead in all instances.

F. **Committees** - There shall be such standing and advisory committees as the Board shall determine and such committees shall serve at the pleasure of the Board. The purpose of each Board committee shall be to assist the Board in its determination of policies. Board members shall be appointed to Committees by the Chairman and shall serve at his or her pleasure.

#### G. **Reimbursements**

1. Expenses incurred by a Board member in attending Board or Committee meetings shall be reimbursed by the member's state, according to the laws of their respective states.
2. When a Board member is requested to act as a representative of the Board in a special situation, including but not limited to service on the Executive Committee, he/she may receive travel reimbursement or monetary assistance as authorized by the Chairman or the Executive Director.

H. **Rules of Procedure** - The official rules of procedure of the Board shall be "Robert's Rules of Order" unless otherwise provided by these By-Laws.

### **ARTICLE V: Powers of the Board**

Except as otherwise provided by law and these By-Laws, SSEB shall have the powers necessary and appropriate to carry out its purpose and program objectives including, but

not limited to, all those powers specified in Articles II and V of the Southern States Energy Compact.

#### **ARTICLE VI: Executive Committee**

- A. **Creation and Organization** - There is created an Executive Committee of the Board consisting of membership, as follows: the Chairman, the Chairman-Elect, as provided in Article IV (C)(1), the Vice Chairman, the Treasurer, the Secretary, the Chairman of the Energy and Environment Committee of the Southern Legislative Conference, six members elected as provided in Article IV (C)(2) and the Federal Representative. The Federal Representative, the Chairman of the Energy and Environment Committee of the Southern Legislative Conference and the Secretary shall serve on the Executive Committee without vote. The Chairman of the Energy and Environment Committee of the Southern Legislative Conference shall have a vote, however, if he/she meets the requirements prescribed in Part (4) of Article IV, Section (C).
- B. **Powers** – The Executive Committee shall have and exercise all necessary powers and functions of the Board when the Board is not in session, except that the Executive Committee shall have no power to amend these By-Laws or to act on any matter contrary to the expressed policy of Board.
- C. **Meetings** - The Executive Committee shall meet annually on the call of the Chairman. Any Board member may attend meetings of the Executive Committee. The Executive Committee may meet or otherwise confer by telephone and shall otherwise meet upon the call of the Chairman. The Executive Director shall serve as Secretary of the Executive Committee, but shall have no vote. Special meetings of the Executive committee shall be held upon call of the Chairman at such place and time as determined by the Chairman, except that a special meeting of the Executive Committee shall be called by the Chairman within two weeks after his or her receipt of a request for such meeting signed by four or more voting members of the Executive Committee
- D. **Secretary** - Minutes of each Executive Committee meeting or telephone conference shall be furnished to each Board member by the Secretary as soon as practicable after the meeting or conference.
- E. **Vacancies on Executive Committee**
1. In the event that the position of an officer on the Board or a member of the Executive Committee, other than the Chairman, becomes vacant, the

Chairman shall name a member of the Board to serve on the Executive Committee until the next meeting of the Board, at which time the Board shall fill the vacancy.

2. In the event that the office of Chairman becomes vacant, the line of succession shall be the Chairman-Elect and then the Vice Chairman, in accordance with Article IV(C).

## **ARTICLE VII: Administrative Committee**

- A. **Creation and Organization** - There is created an Administrative Committee of the Board which shall consist of the Chairman, Vice Chairman and Treasurer. The Executive Director and Deputy Director shall serve with the Administrative Committee without vote.
- B. **Powers** – The Administrative Committee may give the Executive Director approval for such matters as would otherwise require the approval of the Board or Executive Committee; provided that the authority of the Administrative Committee shall extend only to matters of administration and not of Board policy and provided further that any action of the Administrative Committee shall be reported to the Executive Committee.
- C. **Meetings** - The Administrative Committee shall meet upon the call of the Chairman.

## **ARTICLE VIII: Executive Director and Staff**

- A. **Appointment of Executive Director** - The Board shall appoint an Executive Director who shall serve at its pleasure and who, together with the Treasurer and each other employee and officer of the Board authorized to disburse funds, shall be bonded in the amount required by the Board's insurance. The Executive Director may be removed by the Executive Committee for cause.
- B. **Powers and Duties of Executive Director** - The Executive Director shall:
  1. With the approval of the Board, initiate, develop, and execute programs and, on a periodic basis, advise the Board as to the progress of such programs.
  2. Appoint and remove or discharge such personnel as may be necessary for the performance of the Board's functions irrespective of the civil service, personnel, or other merit systems laws of any of the member states.

3. Establish such office rules of procedure as may be necessary for the orderly transaction of daily business. The Executive Director shall promulgate, upon appropriate notice to the Administrative Committee, policies concerning staff vacation and leave, fringe benefits, over-time compensation and a staff insurance program.
  4. Supervise, or designate his agent to supervise, the SSEB employee retirement annuity plan.
  5. Perform such other duties and exercise such other authority as may otherwise be provided by these By-Laws, the Southern States Energy Compact, or by direction of the Board or its Executive Committee.
- C. **Retirement** - The Executive Director is authorized to enter into an agreement, subject to Board approval, for participation of SSEB in a State Retirement System Program, as outlined in Public Law 87-563 of the Eighty-seventh Congress of the United States.

D. **Consulting Services**

1. Upon appropriate notice to the Chairman and the Treasurer, the Executive Director may enter into agreements providing for obtaining consulting services and making payment therefore. Any member of the Executive Committee may, at any time, submit a written request to the Executive Director regarding payment for consulting services.
2. Contracts for legal, accounting and audit services shall be entered into by the Executive Director upon appropriate notice to the Treasurer.
3. Each contract for consulting services, legal services, accounting services, and audit services shall be in writing and a copy thereof shall be retained at the SSEB headquarters during the period of the contract and for any such time as required by the Board's auditing guidelines.

**ARTICLE IX: Finances**

- A. **Budget** - The Treasurer, after consultation with the Executive Director, shall submit a proposed annual budget for adoption, or amendment and adoption, at the annual regular meeting of the Board. The Board may change member state's annual support payment based upon the provisions of Articles III(b) of the Southern States Energy Compact.

- B. **Accounting** - SSEB accounts shall be recorded and maintained based upon generally accepted accounting procedures. Books shall be kept based upon a double entry system of bookkeeping, showing cash receipts and disbursements and with subsidiary records sufficient to compile financial statements on an accrual basis. The SSEB accounting system shall be sufficient to provide for determination of individual project or contract cost. Gift and grant funds shall be segregated prior to incurring any expense chargeable against such funds.
- C. **Audit** - All receipts and disbursements of funds handled by the Board shall be audited yearly by a certified public accountant. Each such audit shall be based upon generally accepted auditing standards and each audit opinion shall be prepared in accordance with generally accepted accounting procedures and appropriate governmental audit guides. The audited financial report shall be mailed to Board members annually upon completion of the Board's audit.
- D. **Inspection of Accounts** - All SSEB accounts shall be open for inspection by interested persons at all reasonable times.

## **ARTICLE X: Purchasing: Competitive Bidding**

### **A. As used in this Article:**

- 1. Commodity means any item of personal property to be purchased for or on behalf of the Board and any service or work to be performed for or on behalf of the Board other than the services of accountants, attorneys, and other individuals or firms possessing a high degree of professional skill where the personality, talent, or experience of the individual or firm plays a decisive role.
  - 2. Purchase includes but is not limited to, the lease or rental of a commodity.
- B. The Executive Director shall purchase all commodities for the Board, subject to the limitations of this section. Whenever possible and practical, within the discretion of the Executive Director, all purchases shall be based on competitive bids, in accordance to the procedures outlined in SSEB's accounting manual. The purchase shall be made from the lowest and best bidder. The Executive Director may reject any or all bids and advertise for new bids or, with the approval of the Chairman, purchase the required commodity on the open market if it can be so purchased at a better price.

- C. All bids shall be based on standards and specifications established by the Executive Director. The Executive Director shall, within his or her discretion, establish procedures governing requests for purchases, solicitation of bids, prequalification of bidders, bidding, delivery and inspection of commodities, bonds and deposits, manner of payment, and other matters related thereto, except that all bids shall be opened in a public manner, all bids shall be reasonably available for inspection by interested parties, and all solicitations and advertisements for bids shall clearly state that any or all bids may be rejected.
- D. The Executive Director may designate an agent for the purpose of consummating any purchase which the Executive Director is authorized to make. Any such designation shall be reduced to writing and maintained on file for a reasonable period of time at the Board's headquarters. The Executive Director may also authorize emergency purchases, without bid, provided that a written record of the reason for any such purchase is maintained on file for a reasonable period at the Board's headquarters.
- E. The Executive Director may purchase commodities from the United States Government, or any of its agencies, by submissions of his bid. Whenever the Executive Director may obtain commodities through the purchasing system of a member state, he or she may make such purchases without regard to the provisions of this section.
- F. 1. Neither the Executive Director, nor his or her purchasing agent, shall be financially interested or have any beneficial personal interest, directly or indirectly, in the purchase of any commodity, or in any firm, partnership, corporation, or association furnishing them. Neither the Executive Director, nor his or her purchasing agent, shall accept or receive directly or indirectly, any rebate, gift, money, or things of value, or any promise, obligation or contract for future reward of compensation, from any person, firm, or corporation known by the Executive Director or agent to be interested in any bid or purchase pursuant to the provisions of this Article.
2. Violation of any provision of this section by an employee of the Board shall render the employee liable for suspension, termination, or other appropriate action determined within the discretion of the Executive Director, and violation of any provision of this section by the Executive Director shall render him or her liable for suspension, termination, or other appropriate action determined within the discretion of the Executive Committee of the Board.

G. The provisions of this Article shall not apply to any purchase made or obligated prior to the adoption of this Article, nor shall the provisions of this Article be construed to repeal or change the authority otherwise contained in the SSEB By-Laws for purchases other than purchases clearly regulated pursuant to the provisions of this Article. The provisions of this section shall not apply to purchases of commodities which may be obtained only from a single source.

#### **ARTICLE XI: Annual Report**

The Board shall make an annual report to the Governor and Legislature of each member state covering the activities of the Board for the preceding year and embodying such recommendations as have been adopted by the Board. Copies of each annual report shall be transmitted to the President of the United States and, upon request, to members of Congress.

#### **ARTICLE XII: Supplementary Agreements**

Supplementary Agreements proposed pursuant to Article VI of the Southern States Energy Compact may be approved by either the Board or its Executive Committee.

#### **ARTICLE XIII: Nondiscrimination**

SSEB shall not discriminate against any person solely on account of race, creed, color, sex, or nation of origin.

#### **ARTICLE XIV: Seal**

Any SSEB seal shall be adopted by resolution of the Board.

#### **ARTICLE XV: By-Laws**

These By-Laws may be amended by a vote of two-thirds of the members of the Board present and voting during any meeting at which a quorum is present. Unless expressly waived by a majority of the members of the Board, notice of a proposed amendment to these By-Laws shall be given to each member of the Board not less than 14 days prior to the date of the meeting at which any such amendment is to be considered.