

**ENERGY, UTILITIES AND COMMUNICATION LAW SECTION OF
THE STATE BAR OF NEVADA
BYLAWS**

**ARTICLE I
Name and Principal Office**

Section 1. Name

This organization shall be known as the Energy, Utilities and Communication Law Section of the State Bar of Nevada (the "Section").

Section 2. Principal Office

The principal office of the Section shall be the State Bar of Nevada, 600 East Charleston Boulevard, Las Vegas, Nevada 89104. The Executive Committee of the Section may change the location of the principal office at any time.

**ARTICLE II
Purpose**

The purposes of the Section shall be:

- A. To enhance the role and skills of the lawyers engaged in the practice of energy, utilities and communication law through study, collection, development and dissemination of materials on subjects of interest to energy, utilities and communication law practitioners.
- B. To assist in the formation, administration and implementation of programs, forums and other activities for the education of members of the State Bar of Nevada in matters pertaining to energy, utilities and communication laws and regulations.
- C. To recognize and discuss means of improving the law and the practice of law in the field of energy, utilities and communication.
- D. To act upon all matters germane to its purpose as so described or referred to by the Board of Governors of the State Bar of Nevada (the "Board of Governors").

**ARTICLE III
Membership**

Section 1. Membership qualifications

Any Nevada licensed attorney, or in-house attorney admitted to practice under the rules of the State Bar of Nevada, who is a member in good standing with the State Bar of Nevada may qualify for membership upon payment of the Section dues. Additionally, the Executive Committee may invite professors of any tenure at any university or college in Nevada with law degrees to become "honorary members" upon payment of the same dues as other Members; initial dues shall be \$25.00. A member of the Section is referred to in these Bylaws as a "Member," and the general membership of the Section is referred to in these Bylaws as the

"General Membership."

Section 2. Membership rights

Members (other than honorary members) have the following rights:

- A. To attend meetings of the General Membership, as well as meetings of the Executive Committee;
- B. To vote upon matters to be determined by the General Membership;
- C. To hold office; and
- D. To participate in all activities of the Section not prohibited or assigned in accordance with the Bylaws.

Section 3. Dues

The General Membership shall determine the amount of dues at the time of the Annual Meeting. If no determination is made at the Annual Meeting, the dues shall remain at the same amount as the preceding year. The initial dues shall be set at \$25.00. Fees shall be paid into the treasury of the Section along with all other funds generated by this Section to be used for the purposes of defraying costs and expenses of the Section or such other purposes as the Executive Committee of the Section may designate. The foregoing shall not prevent Section dues from being collected initially by the State Bar of Nevada.

Section 4. Term

The term of membership in the Section shall be for a period of one (1) year commencing on the day of the Annual Meeting. Upon request and upon payment of the prescribed fees, if any, for the year, a member of the State Bar of Nevada or judge of a court of record shall be enrolled as a Member of the Section. Within the meaning of this Section 4, the time intervening between successive Annual Meetings is deemed to be one (1) year.

ARTICLE IV
General Membership Meetings

Section 1. Annual Meeting

The General Membership shall hold a meeting at least annually (each such Meeting, an "Annual Meeting") at a time and place to be determined by the Executive Committee. The initial Annual Meeting (the "Initial Membership Meeting") shall be at or near the time of the 2010 Annual Meeting of the State Bar of Nevada.

Section 2. Notice

- A. Written notice of each meeting specifying the time and place shall be mailed, e-mailed, faxed or delivered to each member thirty (30) days prior to meeting.
- B. Written notice shall include an agenda with the action items indicated.
- C. Robert Rules of Order shall apply, if so determined by the Executive Committee.

Section 3. Quorum

Ten (10) Members or ten percent (10%) of the General Membership (whichever is less), shall

constitute a quorum at the Annual Meeting.

Section 4. Voting

- A. Each Member in good standing shall have one (1) vote.
- B. Except as provided in Article VIII, a majority vote of the quorum is necessary to take action.

ARTICLE V
Executive Committee Meetings

Section 1. Duties

The Section shall be governed by an executive committee as further described herein (the "Executive Committee"). The Executive Committee shall assist the Board of Governors in matters pertaining to the Section and all other matters referred to the Executive Committee by the Board of Governors. The Executive Committee shall supervise and direct the affairs and policies of the Section, subject to and in accordance with these Bylaws, policies of the Board of Governors, and the Rules and Regulations of the State Bar of Nevada.

Section 2. Composition of Executive Committee

The initial Executive Committee shall consist of the ten (10) Members who have executed these Bylaws below (the "Initial Executive Committee") and who shall serve until the Initial Membership Meeting.

The Executive Committee shall consist of ten (10) Members elected by the General Membership from among those nominated in accordance with the following. Nominations for such appointments may be made by the Executive Committee acting as a nominating committee or by a petition signed by at least three (3) Members of the Section. Petitions for such nominations shall be submitted to the Executive Committee on or before May 1 of each year. Annual elections of Executive Committee members shall occur at the Annual Meeting of the Section. Members may vote for Executive Committee members by voting in person at the Annual Meeting or by returning a written ballot by the date and to the person specified on the ballot. No member of the Executive Committee shall receive compensation for services.

Section 3. Term of Office

At the Initial Membership Meeting, four members of the Executive Committee shall be elected to serve a term of three years each, three members of the Executive Committee shall be elected to serve a term of two years each, and three members of the Executive Committee shall be elected serve a term of one year each. Thereafter, all terms shall be three years each. Any vacancy in membership occurring prior to the formal expiration of the terms shall be filled by the Executive Committee for the unexpired term.

The term of office of each member of the Executive Committee shall commence on the day the member is elected by the Section membership and shall continue until the Section membership elects a successor.

Section 4. Meetings and Action Without a Meeting

Meetings of the Executive Committee may be called by the Chairperson or by a majority of the members of the Executive Committee. Written notice of such meeting shall be mailed to members of the Executive Committee at least five (5) days before the meeting or e-mailed or faxed to members at least three (3) days before the meeting. At meetings of the Executive Committee, fifty percent (50%) of its members shall constitute a quorum for the transaction of any business of the Executive Committee.

The Executive Committee may act without a meeting by a poll of its members. In such event, no less than fifty percent (50%) of members must agree on any action taken. A poll of the members of the Executive Committee may be conducted by the Chairperson by telephone, video or audio conference, e-mail, fax or by letter.

Notwithstanding the provisions of this section, amendments of these Bylaws shall be governed solely by the provisions of Article VIII.

Section 5. Special Meetings of the Executive Committee

- A. Any three (3) members of the Executive Committee may convene a special meeting of the Executive Committee at a time and place, to be determined by the Executive Committee; such meetings may include teleconference calls.
- B. Reasonable efforts shall be made to notify members, including but not limited to notice by mail, e-mail, fax, telephone or delivery at least three (3) days prior to the meeting.

Section 6. Powers

The policies, programs, business and property of the Section shall be controlled and managed by its Executive Committee. The Executive Committee shall:

- A. At least annually review the mission and the goals, objectives and priorities of the Executive Committee and make recommendations for change, if any, to the General Membership.
- B. Adopt procedures for establishing, implementing and reviewing priorities in the allocation of resources.
- C. Establish and appoint officers and members to appropriate committees, as the Executive Committee shall from time to time determine as appropriate or necessary.

Section 7. Election and Terms

- A. The General Membership shall elect members of the Executive Committee by a majority vote at the Annual Meeting of the Section.
- B. Officers shall serve a one-year term or until a successor has been elected.
- C. No officer shall hold more than one office at the same time.
- D. No officer shall serve more than two consecutive terms in the same office unless approved by the General Membership.

Section 8. Resignation

Any officer may resign by giving written notice to the Executive Committee.

Section 9. Removal

Upon written notice and just cause as agreed by at least two members of the Executive Committee, the General Membership may remove a member of the Executive Committee by a majority vote.

Section 10. Vacancies

The Executive Committee may fill a vacancy in any office for the duration of the term.

ARTICLE VI
Powers and Duties of the Officers

The officers of the Section shall be Chairperson, Vice-Chairperson, Secretary and Treasurer. The initial officers of the Section will be elected from among the members of the Initial Executive Committee. Thereafter, annually within a period of ninety (90) days next succeeding the Annual Meeting, the Executive Committee shall elect the officers from among the members of the Executive Committee. In addition to the above officers the Chairperson may designate a recording secretary who need not be a Member of the Section.

The newly elected officers shall assume the duties of their respective offices upon their selection by the Executive Committee and shall continue in office until their successors are appointed and assume office. In the event of a vacancy among the officers, the Executive Committee may appoint a successor to fill the unexpired term.

Section 1. Chairperson

The Chairperson shall:

- A. Preside at all of the meetings of the Executive Committee and the Section;
- B. Serve as an ex officio member of all standing or sub-committees;
- C. Be vested with any and all powers and duties necessary to fulfill the office of the Chairperson.

Section 2. Vice Chair

The Vice Chair shall:

- A. Shall serve as an ex officio member of all standing or sub-committees;
- B. Shall be vested with any and all powers and duties necessary to fulfill the office of the Vice Chair.

Section 3. Secretary

The Secretary shall:

- A. Record and maintain, or cause to be recorded and maintained, minutes of all meetings;

- B. Send, or cause to be sent, written notice of all meetings of the membership;
- C. Keep and maintain copies of notices, agenda, minutes, attendance and other written records or items from the meetings, and distribute approved minutes of meetings to Executive Committee members, with electronic distribution being sufficient;
- D. Be vested with any and all powers and duties necessary to fulfill the office of the Secretary.

Section 4. Treasurer

The Treasurer shall:

- A. Keep and maintain, or cause to be kept and maintained, adequate and correct accounts of its assets, liabilities, receipts and disbursements;
- B. Render, or cause to be rendered, to the membership at each regular and Annual Meeting, or upon request, an account of the financial status of the Section;
- C. Have other powers and duties prescribed by the President or Executive Committee and be vested with any and all powers and duties necessary to fulfill the office of the Treasurer.

**ARTICLE VII
Committees**

Section 1. Standing Committees

The Executive Committee shall have the power to create standing committees of the Section from time to time.

Section 2. Officers

Each committee shall have a Chairperson and such other officers as may be required who shall be selected by, and serve at the pleasure of, the Executive Committee or the committee itself as shall be determined by the Executive Committee. The officers shall have such powers and duties as the Executive Committee may from time to time determine.

Section 3. Ad Hoc Committees

The Chairperson of the Executive Committee shall have the power, without the need for Executive Committee approval, to appoint such ad hoc committees as are necessary for the purpose of furthering the objectives of the Section.

Section 4. Members of the Committees

The members of the standing and ad hoc committees shall be elected by the Executive Committee from Members of the Section. The Chairperson of each committee shall have discretion to include technical advisors or the like as members of such committee.

ARTICLE VIII
Amendment of Bylaws

These Bylaws may be amended, altered or repealed at the Annual Meeting by a two-thirds (2/3rds) vote of the quorum present.

ARTICLE IX
Miscellaneous

Section 1. **Action of the State Bar of Nevada**

No action of the Section shall be represented or construed as the action of the State Bar of Nevada until the same has been approved by the Board of Governors of the State Bar of Nevada.

Section 2. **Financial Obligations**

The Executive Committee is authorized to approve the payment of all financial obligations of the Executive Committee and the Section.

Section 3. **Compensation of Expenses**

No salary or other compensation shall be paid to any member of the Section for performance of services to the Section. However, the members may be reimbursed for such reasonable and necessary telephone expenses, reproduction expenses and other similar out-of-pocket expenses which are incurred as a result of the performance of such services and as are specifically authorized by the Chairperson of the Section or the Executive Committee.

Section 4. **Adoption of Legislative Positions**

This Section may draft legislation for the Nevada State Legislature, or propose to support or oppose the adoption of legislation by the Nevada State Legislature, only on the following limited terms. The Section's proposed legislation or position on legislation must (1) relate closely and directly to the administration of justice; (2) involve matters which are not primarily political and as to which evaluation by lawyers would have particular relevance if not related closely and directly to the administration of justice; or (3) come within the Section's special expertise and jurisdiction. Any proposed legislative position must be adopted by the Section pursuant to this Section and Section 6.9 of the State Bar of Nevada Bylaws.

Any committee of this Section, including the Executive Committee, may draft or propose to support or oppose the adoption of legislation by the Nevada State Legislature. Any such draft legislation or proposal must be approved by the Executive Committee of this Section. If the Executive Committee approves the draft legislation or the taking of the position pursuant to these Bylaws, the Executive Committee, by and through the Chairperson or Vice Chairperson, must present the draft legislation or legislative position to the Board of Governors of the State Bar of Nevada for review pursuant to Section 6.9 of the State Bar of Nevada Bylaws. No committee of this Section is permitted to present the draft legislation or the proposal to the Board of Governors; only the Executive Committee may do so and only after the draft legislation or proposal is approved by the Executive Committee.

Adopted (subject to the following condition) as of this 7th day of August, 2009 by the undersigned, who comprise the Initial Executive Committee. These Bylaws may be executed in counterparts. Promptly after the execution of these Bylaws by the undersigned, these Bylaws will be submitted to the Board of Governors, together with the application for formation of the Section, and formal adoption and effectiveness of these Bylaws are conditioned upon the approval of such application and these Bylaws by the Board of Governors.

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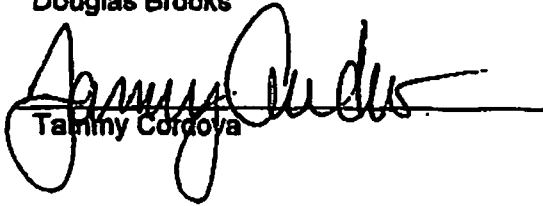
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