

**BYLAWS OF THE
CONNECTICUT MUNICIPAL ELECTRIC ENERGY COOPERATIVE**

(Amended March 15, 1977; April 15, 1981; April 19, 1988; September 24, 1992; October 26, 1995; December 21, 2005; November 21, 2007; April 25, 2013, October 8, 2015 April 27, 2017; May 2, 2018; Amended October 9, 2018; November 19, 2020; November 18, 2021; October 27, 2025)

**ARTICLE I
DEFINITIONS, NAME, LOCATION,
SEAL, PURPOSES, AND GENERAL
DESCRIPTION OF GOVERNANCE STRUCTURE**

SECTION 1. DEFINITIONS.

Capitalized terms used herein shall have the meanings afforded to them as provided herein. If not otherwise expressly defined herein such terms shall have the meanings afforded to such terms pursuant to the Act or as provided in the Membership Agreement, RPSC and/or GTSA, as defined below, to the extent relevant.

In addition to the foregoing, the following terms shall have the following meanings:

“Act” means Public Act 75-634 of the Acts of the State of Connecticut of 1975, subsequently enacted as Title 7, Chapter 101a, Sections 7-233a *et. seq.* of the General Statutes of Connecticut, as amended.

“Alternate Delegate” is as defined in Article I, Section 8.

“Applicable Law” means the requirements of any federal and/or state law, code, statute, rule, regulation, or decree, including the Act, as well as any decree, order or judgment, not otherwise subject to appeal, validly issued or promulgated, and then in effect, by any court, tribunal, arbitrator or governmental agency having competent jurisdiction.

“BL&P Joinder Agreement” means the New Member Joinder Agreement by and between Bozrah Light and Power Company and the Existing Members of CMEEC dated as of January 1, 2016.

“CMEEC” is as defined in Article I, Section 2.

“CMEEC Board of Directors” is as further defined in Article I, Section 6. The term “Board” and “Board of Directors” is used interchangeably with this term and has the same meaning.

“CMEEC Member Delegation” or “Member Delegation” is as further defined in Article I, Section 6.2.

“CMEEC Strategic Plan” or “Strategic Plan” means CMEEC’s most current Board-approved strategic plan, as the same may be amended or replaced from time to time upon recommendation by the Chief Executive Officer and as approved by the Board of Directors.

“Creating Agreement” means the Amended and Restated Agreement Creating CMEEC made by and between the Members, dated June 1, 2013 as amended and restated, and to which Bozrah Light and Power Company became a party by virtue of the BL&P Joinder Agreement.

“Director” means either a Member Utility Representative as defined in Article I, Section 9, or a Municipal Representative as defined in Article I, Section 10.

“GTSA” means the General Transmission Services Agreement, as it may be amended, by and between CMEEC and the Members, each of whom has separately executed substantially identical versions of such agreement governing CMEEC’s direct or indirect the provision of wholesale electric transmission services and various other related matters between the parties.

“Member” is as defined in Article I, Section 7.

“Member Delegate” is as defined in Article I, Section 8.

“Member Delegation Chair” is as defined in Article II, Section 1.

“Member Governing Body” or “Governing Body” means the board of commissioners of a Member or such other duly elected or appointed officials charged with managing the affairs of a Member.

“Member Utility Representative” means a Director as defined in Article I, Section 9.

“Membership Agreement” or “MA” shall mean a certain Membership Agreement, as it may be amended, by and among the Members of CMEEC (including Bozrah Light and Power Company, who became a Member by virtue of the BL&P Joinder Agreement), and such other future Members who become Members of CMEEC in accordance with the Act and such Membership Agreement.

“Municipal Electric Utility” shall have the same meaning as is afforded such term by the Act.

“Municipal Legislative Body” means the Groton City Council in the case of Groton Utilities and Bozrah Light and Power Company; the Norwich City Council in the case of Norwich Public Utilities; the Warden and Burgesses of the Borough of Jewett City in the case of Jewett City Department of Public Utilities; the Commissioners of the Second Taxing District, City of Norwalk; and the Commissioners of the Third Taxing District of the City of Norwalk.

“Municipal Representative” means a Director as defined in Article I, Section 10.

“New Member” shall mean a Member who, following the Effective Date of the latest amendment of these Bylaws first fully satisfies all requirements and pre-conditions under the

Membership Agreement and Applicable Law for becoming a “New Member” of CMEEC in accordance with the Act and the provisions of the Membership Agreement.

“RPSC” means the Replacement Power Sales Contract, as it may be amended, by and between CMEEC and the Members, each of whom has separately executed substantially identical versions of such agreement governing CMEEC’s direct or indirect the provision of wholesale electric power portfolio services and various other related matters between the parties.

SECTION 2. NAME.

The name of the Cooperative is the Connecticut Municipal Electric Energy Cooperative (“Cooperative” or “CMEEC”).

SECTION 3. LOCATION.

The principal office of CMEEC shall be located in Norwich, Connecticut, or in such other location in the State of Connecticut as may be designated by the CMEEC Board of Directors.

SECTION 4. CORPORATE SEAL.

The Board may adopt and alter the seal of CMEEC.

SECTION 5. PURPOSES.

CMEEC is organized for the following purposes: (a) to undertake the procurement, management, provision, and transmission of electric products, including, but not limited to, electric commodity, ancillary and support services, and transmission services; (b) to undertake the planning, financing, development, acquisition, construction, reconstruction, improvement, enlargement, betterment, operation, and maintenance of a project or projects to supply electric power and energy for the present and future needs of its Members, and others as contractually provided; and (c) to do and perform all acts and things for the benefit of its Members, and others as contractually provided, and to take all other actions and to exercise and perform all other functions and powers which by law, expressed or implied, it is authorized, empowered, or permitted to do and perform.

SECTION 6. GENERAL GOVERNANCE STRUCTURE.

SECTION 6.1. GENERAL.

CMEEC shall be managed by the CMEEC Board of Directors, comprised of Member Utility Representatives and Municipal Representatives, all as further defined herein. The CMEEC Board of Directors shall exercise all of the powers of CMEEC except such as are by law, Bylaws or Membership Agreement conferred upon or otherwise effectively reserved to the Members. In addition, there shall be a CMEEC Member Delegation through which the CMEEC Members act with respect to issues and matters relating to their ownership in CMEEC or their participation as Members of CMEEC. The relative roles and function of each of the CMEEC Member

Delegation and the CMEEC Board of Directors are further described below in Article I, Sections 6.2 and 6.3.

SECTION 6.2. CMEEC Member Delegation.

The CMEEC Member Delegation is established to facilitate action by the Members with respect to their individual and collective ownership-related interests in CMEEC, including those matters effectively reserved to the Members by law, the Membership Agreement or otherwise. The CMEEC Member Delegation shall operate pursuant to Article II below. The CMEEC Member Delegation scope of responsibilities shall include, but not be limited to, ensuring the interests of the Member Delegation are achieved, including through the development of the Strategic Plan by the CMEEC Board of Directors.

SECTION 6.3. CMEEC Board of Directors.

The business and operational affairs of CMEEC shall be managed by the CMEEC Board of Directors which shall exercise all of the powers of CMEEC except where by law, the Creating Agreement, the Membership Agreement, these Bylaws or otherwise, such powers are conferred upon, effectively reserved or can be delegated. The Board shall have the power to make and adopt rules, regulations, and policies consistent with law, the Creating Agreement or these Bylaws, as it may deem advisable for the management, administration and regulation of the business, and affairs of CMEEC. The CMEEC Board of Directors shall provide operational oversight of the Chief Executive Officer in the implementation, administration and execution of the Strategic Plan.

SECTION 7. MEMBER(S).

The Member(s) of CMEEC (individually a “Member”, collectively the “Members”) are, as defined by the Act, the Municipal Electric Utilities within the state of Connecticut who have acceded to participation under the Membership Agreement to participate as Members in CMEEC. As of the Effective Date of the latest amendment of the Bylaws, the Member(s) shall include, where the context in these Bylaws requires, the Cities of Norwich and Groton, the Borough of Jewett City, and the Second and Third Taxing Districts of the City of Norwalk, acting by and through their Municipal Electric Utilities by authority of their Boards of Public Utility Commissioners, Bozrah Light and Power Company, and such other Municipal Electric Utilities as may apply for and be approved as New Members in accordance with the Membership Agreement and Applicable Law.

SECTION 8. MEMBER DELEGATE SERVICE ON THE CMEEC MEMBER DELEGATION.

The CMEEC Member Delegation shall be composed of the Member Utility Representatives duly appointed to the CMEEC Board of Directors, whereby each Member appoints one of its Member Utility Representatives as such Member’s “Member Delegate”, and the other of its Member Utility Representatives as such Member’s “Alternate Delegate”. The Member Delegate so selected and appointed by each Member shall be such Member’s sole representative to act with

the full powers and duties of the Member while serving on the CMEEC Member Delegation with respect to all matters which come before the Member Delegation. The Alternate Delegate so selected and appointed by each Member shall act with the full powers and duties of such Member's Member Delegate with respect to matters coming before the Member Delegation in the event of the absence or unavailability of such Member Delegate.

The Member shall transmit notice of such appointments to CMEEC and such appointments shall thereafter be effective for all purposes, except in cases of resignation, removal, or replacement as provided in a subsequent notice by the Member to CMEEC.

SECTION 9. CMEEC MEMBER UTILITY REPRESENTATIVES SERVING ON THE CMEEC BOARD OF DIRECTORS.

Each Member Governing Body shall appoint two (2) individuals as its Member Utility Representatives to the CMEEC Board of Directors. Each such Member Utility Representative must be an official (officer, director, commissioner, or high-ranking employee) of such Member or Member Governing Body.

SECTION 10. MUNICIPAL REPRESENTATIVE SERVING ON THE CMEEC BOARD OF DIRECTORS

Each Municipal Legislative Body shall appoint for its respective Member one (1) individual as its Municipal Representative to the CMEEC Board of Directors. The Municipal Representative shall be a residential or commercial ratepayer of the respective Member meeting the requirements of the Act.

ARTICLE II **CMEEC MEMBER DELEGATION MEETINGS.**

SECTION 1. GENERAL MATTERS.

The Member Delegation shall appoint, from among the Member Delegates, a person (the "Member Delegation Chair") to act in the capacity of chairperson with respect to the administration requirements of the CMEEC Member Delegation and the conduct and administration of the meetings of the CMEEC Member Delegation. The Member Delegation Chair shall be appointed by majority vote of the Member Delegation during each annual meeting of the Member Delegation, to serve for a term of the longer of one (1) year or until the completion of the next annual meeting of the Member Delegation following such initial selection and appointment. The Member Delegation Chair may also serve simultaneously as the Chairperson of the Board of Directors if so elected by the Board pursuant to the procedures set forth herein.

SECTION 2. ANNUAL CMEEC MEMBER DELEGATION MEETING.

The annual meeting of the CMEEC Member Delegation shall be conducted on the third Thursday of November of each year at the offices of CMEEC, or on such other date or in such

other location in the State of Connecticut as the CMEEC Member Delegation shall determine by official action of the CMEEC Member Delegation.

SECTION 3. CMEEC MEMBER DELEGATION SPECIAL MEETINGS.

The Member Delegation Chair may call special Member Delegation meetings at any time as necessary or appropriate, subject to compliance with the notice requirements of Applicable Law. No business other than the subject matter specified in the agenda shall be transacted at any such special meeting of the Member Delegation.

SECTION 4. CMEEC MEMBER DELEGATION QUORUM.

The Member Delegate (or Alternate Delegate in substitution for such Member Delegate, as provided herein), shall vote on behalf of such Member at any meeting of the CMEEC Member Delegation. The physical, in person presence at such meeting, or presence and participation at such meeting via any permitted form of real-time electronic communication technology, of a majority of Member Delegates (or Alternate Delegates in substitution for such Member Delegate) representing the majority of the Members shall be necessary to constitute a quorum for the transaction of business in any meeting of the Member Delegation. If at any time a Member is (a) then in default which is not cured under the MA, RPSC or GTSA, (b) subject to the procedure for Involuntary Withdrawal under the MA, and/or (c) has provided notice of withdrawal under the MA, RPSC or GTSA, as applicable, then the Member Delegate (or Alternate Delegate in substitution for such Member Delegate) of such Member shall no longer retain voting rights with respect to matters coming before the Member Delegation for vote and shall not be considered in constituting a quorum.

SECTION 5. CMEEC MEMBER DELEGATION VOTING.

At all duly held meetings of the CMEEC Member Delegation, all formal actions shall be determined by a majority of the votes cast by the Member Delegates (or Alternate Delegates in substitution for such Member Delegate), except where such vote is specifically regulated by the Act, the MA or as further defined in this Section 5 below. Each Member Delegate (or Alternate Delegates in substitution for such Member Delegate), if authorized pursuant to these Bylaws, shall be entitled to cast one (1) vote in connection with any subject matter requiring a vote or formal action by the Member Delegation. At all meetings of the CMEEC Member Delegation, all actions requiring vote by the Member Delegates are subject to the majority, supra-majority or unanimous voting requirements as listed below, as identified by specific topic or category. For purposes of determining if the required voting thresholds have been met, the total number of votes shall include abstentions. Where not specifically identified herein, the subject matter of a vote or formal action coming before and/or required of the Member Delegation voting shall be determined by the Regular Vote Requirement as set forth below. A Member Delegate or Alternate Delegate duly authorized is considered “present” if physically present at the meeting or participating through real time electronic technology.

Unanimous Vote Requirement

(Equal to one hundred percent (100%) of the votes of the Member Delegates (or Alternate Delegates duly authorized) present):

- Changes in voting method and requirements, as provided in these Bylaws.
- Membership involuntary withdrawal for Extraordinary Circumstances

Special Vote Requirement of Two-Thirds

(Equal to or greater than two thirds (for convention purposes equated to 66.666% of the votes of the Member Delegates (or Alternate Delegate(s) duly authorized) present):

- New Membership request and acceptance
- Membership involuntary withdrawal
- Membership Interest Levels for New Members
- Bylaw revisions and amendments, excluding changes in voting method and requirements.

Regular Vote Requirement of Simple Majority:

(Equal to or greater than fifty-one percent (51%) of the votes of the Member Delegates (or Alternate Delegate(s) duly authorized) present), illustrative examples include:

- Trust Fund utilization requirements in a manner in conformity and compliance with the requirements of any applicable trust instrument.
- Schedule of CMEEC Member Delegation meetings

SECTION 6. NOTICE.

Notice of the time and place and general purposes of all Annual and Special CMEEC Member Delegation meetings shall be mailed or otherwise issued by electronic correspondence, as provided by and in conformity with Applicable Law and as provided in these Bylaws, by the CMEEC Member Delegation Chair and shall include transmittal of notice of such meeting by electronic correspondence to each Member Delegate, or, upon the default or assignment, by the person calling the meeting. Notices must be transmitted no less than five (5) days in advance of the meeting, provided that, other than in emergency conditions, the call for the meeting shall normally be issued with as much advance notice as practical. Special meetings of the CMEEC Member Delegation may be scheduled at such time and place as the CMEEC Member Delegation may determine.

SECTION 7. WAIVER OF NOTICE.

Whenever any notice is required to be given to any Member Delegate under the provisions of law, a waiver thereof in writing signed by such Member Delegate, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Attendance of a Member

Delegate at any meeting of the CMEEC Member Delegation shall constitute a waiver by such Member Delegate of notice of such meeting, except when such Member Delegate attends such meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE III **CMEEC BOARD OF DIRECTORS**

SECTION 1. NUMBER OF DIRECTORS.

The Board of Directors shall be comprised of (a) two (2) Member Utility Representatives named by the Member Governing Body of each Member to represent such Member on the CMEEC Board of Directors, and (b) one (1) Municipal Representative named by the Municipal Legislative Body of each Member to represent such Member on the CMEEC Board of Directors.

SECTION 2. TERM OF OFFICE AND COMPENSATION OF DIRECTORS.

SECTION 2.1 TERM OF OFFICE OF MEMBER UTILITY REPRESENTATIVES.

The term of office of each Member Utility Representative shall be determined by each Member's Governing Body, and as may be thereafter modified by the Member's Governing Body, with notice of such term of appointment or modification thereof provided by the Member to CMEEC. The appointment and continued service on the CMEEC Board of Directors of any Member Utility Representative shall, subject to Article III, Section 8 below, be deemed effective for all purposes unless and until modified by notice transmitted by the Member to CMEEC. Each Member Governing Body retains the responsibility to re-appoint any Member Utility Representative or to appoint a replacement upon the expiration of his or her term of office in the event of resignation or removal of a Member Utility Representative prior to the expiration of his or her term. To maintain continuity of representation on the CMEEC Board of Directors, the term of office of each Member Utility Representative shall be no less than one (1) year and the terms of office of each Member Utility Representative shall expire at intervals no less than one (1) year apart, unless appointment of a Member Utility Representative is required on a more frequent basis to fill the office due to the resignation of a Member Utility Representative or if an emergency condition exists.

SECTION 2.2 TERM OF OFFICE OF MUNICIPAL REPRESENTATIVES.

The term of office of each Municipal Representative shall be determined by its Municipal Legislative Body, and as may be thereafter modified by such Municipal Legislative Body, with notice of such term of appointment or modification thereof provided by the Municipal Legislative Body or its relevant Member to CMEEC. The appointment and continued service on the CMEEC Board of Directors of any Municipal Representative shall, subject to Article III, Section 8 below, be deemed effective for all purposes unless and until modified by notice transmitted by the Municipal Legislative Body or its relevant Member to CMEEC. Each Municipal Legislative Body retains the responsibility to re-appoint any Municipal Representative

or to appoint a replacement upon the expiration of his or her term of office in the event of resignation or removal of a Municipal Representative prior to the expiration of his or her term.

SECTION 2.3 COMPENSATION OF DIRECTORS

Directors shall be eligible for compensation by CMEEC as deemed appropriate by the Board of Directors, who may from time to time establish or modify by resolution the payment of compensation to eligible Directors who satisfy specified rules, requirements or practices that are established in a manner consistent with any relevant or controlling guidelines including, without limitation, the Membership Agreement and Applicable Law.

To the extent a Member Governing Body elects to compensate its Member Utility Representatives beyond any compensation that may be provided by CMEEC, the Member Governing Body shall bear those costs. To the extent a Municipal Legislative Body elects to compensate its Municipal Representative beyond any compensation that may be provided by CMEEC, the Municipal Legislative Body shall bear those costs.

SECTION 3. DUTIES AND EXPECTATIONS OF BOARD OF DIRECTORS.

The duties of the Board of Directors shall be to govern the business and affairs of CMEEC; to exercise all powers of CMEEC; to comply with the provisions of the Act; and to keep the minutes of its proceedings. The expectations of performance of duties of the CMEEC Board of Directors are as defined herein, and shall include, but not be limited to:

- (a) To attend and participate in at least seventy percent (70%) of the combined, applicable CMEEC Board of Director meetings, CMEEC Board of Director Committee meetings and Member Delegation meetings at which they hold voting rights, with such attendance and participation requirement satisfied by physical presence or presence by real-time electronic means as otherwise provided under these Bylaws.
- (b) To be familiar and knowledgeable about, develop opinions on, and be prepared to discuss the material provided to the CMEEC Board of Directors and presented at such meetings;
- (c) To be knowledgeable about the issues of importance to the electric utility industry, the Members, and the CMEEC Board of Directors Committee matters in which the individual is participating;
- (d) To be prepared and otherwise able to evaluate the performance of the CMEEC Board of Directors, Chief Executive Officer and CMEEC overall in achieving the goals established by the Board of Directors for the benefit of the organization and its stakeholders, including achievement of the initiatives and goals of the Strategic Plan.
- (e) To act in accordance with the fiduciary duties of care and loyalty as required by Applicable Law, to make decisions in the best interests of CMEEC and all its Members and customers, and to act collectively as a Board.

SECTION 4. CMEEC BOARD OF DIRECTOR MEETINGS.

- (a) The annual meeting of the CMEEC Board of Directors shall be conducted in conjunction with the annual meeting of the CMEEC Member Delegation, unless otherwise required for schedule adjustment or by direction of the Member Delegation Chair.
- (b) Regular CMEEC Board of Director meetings shall be conducted at such times as the Board of Directors may determine, or as required by Applicable Law.
- (c) Special CMEEC Board of Director meetings may be called by order of the Chairperson of the CMEEC Board of Directors from time to time as needed, or whenever so requested in writing by a majority of the Directors, with notice provided in accordance with Applicable Law.
- (d) Any and all CMEEC Board of Directors meetings shall be conducted within the State of Connecticut, including all strategic retreats.
- (e) CMEEC Board of Director meetings may be held from time to time by a resolution consented to by a majority of the CMEEC Board or by a call of the Chairman of the Board. The resolution for such meeting shall designate the time and place for the holding of an emergency CMEEC Board of Directors meeting without notice to the Board other than pursuant to such resolution, but with notice being otherwise provided in accordance with Applicable Law.

SECTION 5. CMEEC BOARD OF DIRECTORS QUORUM.

At any meeting of the CMEEC Board of Directors, the physical, in person presence at such meeting, or presence and participation at such meeting via any permitted form of real-time electronic communication technology, of a majority of the Directors shall be necessary to constitute a quorum for the transaction of business. In the event of a quorum not being present, a lesser number may adjourn the meeting to some future time, not less than one (1) day later nor more than thirty-five (35) days later.

The Member Utility Representatives and the Municipal Representative of a Member in default and not cured under the RPSC or GTSA, a Member subject to Involuntary Withdrawal under the MA and/or a Member that has provided notice of withdrawal under the MA, the RPSC and/or the GTSA, shall no longer retain voting rights on the Board of Directors following, as applicable, such default, initiation of procedure or notice of termination and shall not be considered in constituting a quorum.

SECTION 6. CMEEC BOARD OF DIRECTORS VOTING.

As further described herein and under Applicable Law, each Director at a duly held meeting shall be entitled to cast one (1) vote in connection with subject matter requiring a vote or formal action by the Board. At all duly held CMEEC Board of Director meetings, all actions requiring vote by the Board are subject to the unanimous, special vote of two-thirds, regular, or weighted voting requirements as listed below, as identified by specific topic or category. Where not specifically identified herein, subject matter requiring a vote or formal action by the Board shall be made pursuant to the Regular Vote Requirement. For purposes of this Article III, Section 6, except where the Weighted Vote Requirements listed below apply (for purposes of calculating the 67%

or more threshold only), when determining if the required voting thresholds have been met, the total number of votes shall include abstentions. A Director is considered “present” if physically present at the meeting or participating through real time electronic technology.

Unanimous Vote Requirement

(Equal to one hundred percent (100%) of the votes of the Directors):

- Exercise of the power of eminent domain or condemnation as provided in the Act

Special Vote Requirement of Two-Thirds

(By convention determined to be equal to or greater than 66.666% of the votes of the Directors present):

- (no special vote requirements currently established for the CMEEC Board of Directors)

Regular Vote Requirement of Simple Majority

(Equal to or greater than fifty-one percent (51%) of the votes of the Directors present), illustrative examples include:

- Resolution for calling a Regular CMEEC Board of Directors meeting
- Board Officer(s) and Board Committee appointments and terminations
- Policy changes for Director compensation and reimbursement
- Debt issuance and restructuring, and other instruments utilized for indebtedness and liquidity
- Changes to Rate 9, Rate 10, or other specific rates, for purpose of electric products and transmission services
- Budget approval and budget revision
- Contract execution for full or partial requirements electric energy supply and approval of an Additional Power Project, provided that each Member’s Entitlement Allocation in such Additional Power Project shall be determined by each Member Delegate or Alternate Delegate in accordance with Section 12 of the Membership Agreement.
- Other Contracts binding on CMEEC with a term extending for more than five (5) years, regardless of the contracted service, product, or other purpose of such contract.
- Enterprise Risk Management Policy and other Board directives or policies in conducting CMEEC business including, but not limited to, Board policies and procedures.
- Chief Executive Officer employment related actions, including contract terms and conditions, compensation adjustments, etc.

Weighted Vote Requirement:

A Director may request a weighted vote at any time with respect to any matter other than those for which a Unanimous Vote is required. If timely requested pursuant to the Act, a

weighted vote of the Board of Directors shall occur as required by Conn. Gen. Stat. Section 7-233c(d)(3). The required approval of “at least a majority of the [Members of] such action, motion or resolution,” as required by Conn. Gen. Stat. Section 7-233c(d)(3)(B), shall be evidenced by a tally of the votes cast by the Member Delegates (or Alternate Delegates in substitution for one or more such Member Delegates) as part of the weighted vote, with each such Member Delegate (or Alternate Delegate in substitution for such Member Delegate) vote being counted as a single, equally-weighted vote. Attachment A attached hereto to these Bylaws contains an example for the purposes of illustrating the weighted vote calculation.

SECTION 7. CMEEC BOARD OF DIRECTORS VACANCIES.

A vacancy occurring in the CMEEC Board of Directors, whether such vacancy be the result of a resignation, death, removal, or disability, shall be filled by the appointment of a successor Member Utility or Municipal Representative by the same Member Governing Body or Legislative Body, whichever is applicable, which appointed the Member Utility or Municipal Representative originally whose position has become vacant.

SECTION 8. CMEEC BOARD OF DIRECTORS REMOVAL OF DIRECTORS.

A Member Utility Representative (as well as any Member Delegate or Alternate Delegate) may be removed as provided in the Act, Membership Agreement, Bylaws, Applicable Law and/or by the Member Governing Body making the appointment.

A Municipal Representative may be removed as provided in the Act, Membership Agreement, Bylaws, Applicable Law and/or by the Municipal Legislative Body making the appointment.

In furtherance of the foregoing, (a) any otherwise duly appointed Member Utility Representative (including any Member Delegate or Alternate Delegate) shall cease to serve in such role immediately and automatically upon ceasing to hold the official or employment position from which the appointment originated or otherwise upon ceasing to satisfy the requirements of such role as established by the Act and/or the relevant Member Governing Body, and no further action of the CMEEC Board of Directors shall be required under such circumstances, and (b) any otherwise duly appointed Municipal Representative shall cease to serve in such role immediately and automatically upon ceasing to satisfy the requirements of such role as established by the Act and/or the relevant Municipal Legislative Body, and no further action of the CMEEC Board of Directors shall be required under such circumstances.

SECTION 9. CMEEC BOARD OF DIRECTORS UNANIMOUS CONSENT.

Under an emergency condition and in lieu of any Regular or Special CMEEC Board of Directors meetings and vote of the Board, the unanimous written consent of all Directors may be filed with the Secretary of the CMEEC Board of Directors with respect to any action taken, or to be taken, by the Board of Directors. Said consents shall, when filed, have the same force and effect as a unanimous vote of the Board.

SECTION 10. CMEEC BOARD OF DIRECTOR CHAIRPERSON.

The CMEEC Board of Directors shall elect a Chairperson and a Vice-Chairperson who shall meet the requirements set forth in the Bylaws.

SECTION 11. CONTRACTS.

Except as otherwise provided by law, the CMEEC Board of Directors may authorize any Officer or Officers, agent or agents, employee or employees, to enter into any contract or to execute and deliver any instrument in the name and on behalf of CMEEC.

SECTION 12. CHECKS, DRAFTS, FINANCIAL DOCUMENTATION.

All checks, drafts, or other orders for payment of money, and all notes, bonds, or other evidences of indebtedness issued in the name of CMEEC shall be signed by such Officer or Officers, agent or agents, employee or employees of CMEEC, and in such manner consistent with policies of the CMEEC Board of Directors.

SECTION 13. DEPOSITS.

All funds of CMEEC shall be deposited from time to time to the credit of CMEEC, pursuant to law, in such bank or banks as the CMEEC Board of Directors may approve, in conformance with CMEEC's Power Supply System Revenue Bond Resolution(s) and/or Transmission Services Revenue Bond Resolution(s), as amended.

SECTION 14. COMMITTEES OF THE CMEEC BOARD OF DIRECTORS.

The CMEEC Board of Directors may appoint designated committees (individually or collectively referred to herein as the "Committee(s)") of the Board of Directors as it deems necessary from time to time to perform duties as may be approved and delegated by the Board of Directors. Service and participation by individuals in such Committees shall be determined by the Board of Directors based on the qualifications deemed appropriate for such participation and the duties deemed necessary to be performed. The Board of Directors may appoint any Member Utility Representative, Municipal Representative, Member employee or other qualified person to serve on such Committees based on the qualifications specified by the Charter of the affected Committee as approved by the Board of Directors, and where appropriate, the Board of Directors may by resolution set compensation for service by any such individual(s) on such Committees. At its first meeting of each fiscal year a Committee shall vote to appoint a Committee Chairperson to serve for such fiscal year, who shall be chosen from among the Member Utility Representatives and Municipal Representatives then serving on such Committee. The current standing Committees of the Board of Directors, as may be changed from time to time by vote of the Board of Directors or an amendment to these Bylaws, includes the following:

- Budget & Finance Committee
- Audit Committee
- Risk Management Committee
- Governance Committee

ARTICLE IV

CMEEC OFFICERS

SECTION 1. NUMBER OF OFFICERS.

The officers of CMEEC shall be a Chairperson, Vice-Chairperson, Secretary, Treasurer, Chief Executive Officer and such other officers and assistant officers as may be authorized by the Board of Directors from time to time to perform such duties as may be approved by the Board of Directors (collectively, "Officers"). The offices of Chairperson and Vice-Chairperson positions shall be fulfilled by Member Utility Representatives or Municipal Representatives, as approved by vote of the Board of Directors. The offices of Secretary and Treasurer (and any Assistant Secretary or Assistant Treasurer) may be fulfilled by a Member Utility Representative, a Municipal Representative or a CMEEC employee, as approved by vote of the Board of Directors. The Chief Executive Officer shall be a CMEEC employee who shall not be subject to the initial and regular elections and terms of office as provided for in Article IV, Section 2.

SECTION 2. ELECTION OF OFFICERS.

- (a) **Initial Election of Officers.** At the first meeting of the Board of Directors, the Board of Directors shall elect the Chairperson, Vice Chairperson, Secretary, and Treasurer Officer roles, who shall serve as such Officers of CMEEC until the next succeeding Annual CMEEC Board of Directors meeting, or such later term as may be approved by the Board of Directors and shall serve in such office until their successors are elected and qualified, as provided in this Article IV, Section 2(a).
- (b) **Regular Elections and Term of Office.** The Chairperson, Vice Chairperson, Secretary, and Treasurer shall be elected annually, or for a longer term as approved by the Board of Directors, by action duly taken at the Annual CMEEC Board of Directors meeting. If the election of the Chairperson, Vice Chairperson, Secretary, and Treasurer shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Vacancies of the Chairperson, Vice Chairperson, Secretary, and Treasurer may be filled at any meeting of the Board of Directors. Each Chairperson, Vice Chairperson, Secretary, and Treasurer shall hold office until the next succeeding annual meeting of the Board of Directors or until their successor is elected and qualified, whichever is later.

SECTION 3. DUTIES OF OFFICERS.

In addition to duties and requirements designated by the Board of Directors from time to time in relevant descriptions of these various roles and their associated qualifications and obligations as may be adopted by resolution consistent with the Bylaws, the duties of the Officers of the Board of Directors and of CMEEC are as follows:

Chairperson: The Chairperson shall preside at all meetings of the Board of Directors and, except as otherwise delegated by the Board of Directors or the Bylaws, shall execute all legal instruments of CMEEC. When and while a vacancy exists in the office of the Chief Executive Officer, the Chairperson shall act to cause a temporary appointment of a

qualified individual to serve in the Chief Executive Officer role. The Chairperson shall perform such other duties as the Board of Directors may prescribe from time to time.

Vice-Chairperson: The Vice-Chairperson, in the absence of the Chairperson or in the event of their inability or refusal to act, shall perform the duties of the Chairperson and when so acting shall have all the powers of, and be subject to, all the restrictions upon the Chairperson. The Vice-Chairperson shall also perform such other duties as may be prescribed by the Board of Directors from time to time.

Secretary/Assistant Secretary(s): The Secretary shall maintain the official records of the Board of Directors, the minutes of meetings of the Board of Directors, and a register of names and addresses of Directors and Officers, and shall issue notice of meetings, attest and affix the CMEEC seal to all documents of CMEEC, and shall perform such other duties as the Board of Directors may prescribe from time to time. Any Assistant Secretary(s), in the absence of the Secretary or in the event of their inability or refusal to act, or as otherwise designated by the Secretary, shall perform the duties of the Secretary, and when so acting, shall have all the powers of, and be subject to, all restrictions upon the Secretary. Any Assistant Secretary(s) shall also perform such other duties as may be prescribed by the Board of Directors from time to time.

Treasurer/Assistant Treasurers: The Treasurer shall be responsible for ensuring that all appropriate and relevant financial information and issues are brought before the Board of Directors and shall perform other duties as the Board of Directors may prescribe from time to time including, but not limited to participation and leadership of Board of Directors Committees related to financial issues. Any Assistant Treasurers, in the absence of the Treasurer or in the event of their inability or refusal to act, or as otherwise designated by the Treasurer, shall perform the duties of the Treasurer, and when so acting, shall have all the powers of, and be subject to, all restrictions upon the Treasurer. Any Assistant Treasurers shall also perform such other duties as may be prescribed by the Board from time to time.

Chief Executive Officer: The Chief Executive Officer shall be the principal executive Officer of CMEEC with full responsibility for the planning, operations, and administrative affairs of CMEEC and the coordination thereof pursuant to policies and programs approved by the Board of Directors from time to time, and shall be the agent for service of process on CMEEC. The qualifications for the office of Chief Executive Officer shall be determined by the Board of Directors and memorialized in a written job description. The Chief Executive Officer may also designate a General Counsel, who may be a qualified CMEEC employee or outside counsel, and who, under the direction of the Chief Executive Officer, shall have responsibility for the legal affairs of CMEEC including compliance with Applicable Laws and regulations. The qualifications for the General Counsel shall be determined by the Chief Executive Officer.

SECTION 4. [RESERVED]

SECTION 5. OFFICER VACANCIES, HOW FILLED.

All vacancies in any Officer role or position described in these Bylaws shall be filled by the Board of Directors without undue delay at its Regular CMEEC Board of Directors meeting or at a Special CMEEC Board of Directors meeting called for that purpose.

SECTION 6. INDEMNIFICATION.

Each Member Utility Representative, Municipal Representative, CMEEC Employee and Officer of CMEEC and persons occupying positions in the CMEEC organization pursuant to these Bylaws, whether or not then in office, and their personal representatives, shall be indemnified and held harmless by CMEEC against all reasonable costs and expenses, including the right to receive in advance reasonable attorney fees, and/or defense of suit, actually incurred by them in connection with the defense of any claim, action, suit, or proceeding in which they may be involved or to which they may be made a party by reason of their being or having been such Member Utility Representative, Municipal Representative, CMEEC Employee, or Officer if wholly successful on the merits or otherwise successful, on a pro rata basis for each such claim, in the defense of a proceeding to which he or she was a party because he or she was a Director, Officer or Employee of CMEEC and may also be indemnified and held harmless by CMEEC against all reasonable costs and expenses, including reasonable attorney fees and/or defense of suit, actually incurred by them in connection with the defense of any claim, action, suit, or proceeding in which they may be involved or to which they may be made a party including violations of CMEEC Ethics and Conflict of Interest Policy, by reason of their being or having been such Member Utility Representative, Municipal Representative, CMEEC Employee, or Officer, to the fullest extent permitted by Applicable Law. Such costs and expenses shall include, but not be limited to, amounts reasonably paid in settlement for curtailing the costs of litigation, but only if CMEEC is advised in writing by counsel for the Indemnatee and subject to the applicable Rules of Professional Conduct, that in his or her opinion, based on the strength of the claim as to liability and damages and reasonableness of the settlement that the Proposed Settlement should be accepted by the Indemnatee. If the Indemnatee rejects the Proposed Settlement, then any subsequent settlement, verdict or judgment in excess of the Proposed Settlement amount and any expenses incurred by Indemnatee after the rejection of the Proposed Settlement shall, after concurrence of the Board of Directors, be the obligation of the Indemnatee and not CMEEC. It shall be a condition of any advancement of fees or potential Indemnification that the Indemnatee or his or her counsel communicate any such settlement offers to CMEEC for evaluation and that the Indemnatee waives, for the limited purpose of communicating settlement offers, any attorney-client privilege. The termination of any criminal claim, action, suit, or proceeding by way of settlement, or plea of no contest or its equivalent shall not of itself create a presumption that the conduct was unlawful.

CMEEC employee shall give written notice to the Chief Executive Officer or the Chairperson of the CMEEC Board of Directors, where notice to the Chief Executive Officer is not appropriate, of any such Claim when such is made against the employee for which indemnification and/or advancement will be sought.

In the event that CMEEC is obligated hereunder to pay the costs and expenses of any Claim, CMEEC, if appropriate, shall be entitled to assume the defense of such Claim with counsel approved by the employee (not to be unreasonably withheld). On approval of such counsel by employee and the retention of such counsel by CMEEC, CMEEC will not be liable to employee for any fees of counsel subsequently incurred by employee with respect to the same Claim; provided that, (i) employee shall have the right to employ employee's separate counsel in any such Claim at employee's own expense and (ii) if (A) the employment of separate counsel by employee has been previously authorized by CMEEC, (B) employee shall have reasonably concluded that there may be a conflict of interest between CMEEC and employee in the conduct of any such defense, or (C) CMEEC shall not continue to retain such counsel to defend such Claim, then the fees and expenses of employee's separate counsel shall be considered an indemnifiable expense.

CMEEC's General Counsel, or other qualified counsel acting under the direction of the Chief Executive Officer, is hereby authorized to take such actions as are necessary to determine that the Indemnitee acted in good faith and in a manner that the Indemnitee reasonably believed to be in, or not opposed to, the best interests of CMEEC and that the Indemnitee had a reasonable belief that the employee's conduct was lawful.

This Bylaw provision shall be effective on passage and shall not be applicable to requests made by CMEEC Directors, Officers and Employees for indemnification and advancement of expenses or, affirmations and undertakings entered into, prior to the Effective Date of this Amendment. Except as stated immediately above with respect to advancement and indemnification requests made prior to the Effective Date of this Bylaw Amendment, this Amendment shall supersede and revoke any prior Bylaw provision governing indemnification and advancement as well as any provision governing indemnification and advancement of expenses found in CMEEC's Creating Agreements.

SECTION 7. REMOVAL OF OFFICERS/APPOINTED POSITIONS.

Any agent or person serving as an Officer, Committee Chairperson or Member Delegation Chair as provided for under these Bylaws may be removed from such office by the Board of Directors, with or without cause, whenever in its judgment the best interests of CMEEC will be served thereby, other than the Chief Executive Officer, whose removal as an Officer by the Board of Directors and/or whose status as a CMEEC employee shall be subject to the terms and conditions of any governing employment agreement(s) as well as Applicable Law.

ARTICLE V **PUBLIC MEETINGS AND RECORDS**

SECTION 1. PUBLIC ACCESS TO MEETINGS; EXECUTIVE SESSIONS.

The provisions of Title 1, Sections 1-200 *et seq.*, as amended, of the Connecticut General Statutes relating to meetings of public boards and agencies shall apply to CMEEC and shall be observed with respect to all annual, regular or special meetings of the CMEEC Board of

Directors, Committees and the Member Delegation. Except as provided in said Sections, all meetings of the Board of Directors and the Member Delegation shall be open to the public.

In furtherance of the foregoing, the Board of Directors, a Committee or the Member Delegation may call and hold any executive sessions in accordance with the provisions of Title 1, Sections 1-200 *et seq.*, as amended, of the Connecticut General Statutes relating to meetings of public boards and agencies, and otherwise in accordance with Applicable Law.

SECTION 2. PUBLIC RECORDS.

The Secretary of CMEEC (or the Assistant Secretary, as necessary, appropriate or so designated) shall be the custodian of all public records of CMEEC, and as such shall be responsible for the preservation and care of such public records.

The provisions of Title 1, Sections 1-200 *et seq.*, as amended, relating to the availability of public records shall apply to CMEEC. It shall be the duty of the custodian of public records and any such designee to see they are made available for public inspection and copying; they are carefully protected and preserved from deterioration, alteration, mutilation, loss, removal or destruction; and they are repaired, renovated, or rebound, when necessary, to preserve properly.

On application for public information to the custodian by any person, the custodian shall promptly produce such information for inspection or duplication, or both, in the offices of CMEEC. If the information is in active use or in storage and, therefore, not available at the time a person asks to examine it, the custodian shall certify this fact in writing to the applicant and set a date and hour within a reasonable time when the record will be available. Nothing herein shall authorize any person to remove original copies of public records from the offices of CMEEC without the written permission of the custodian.

In the event the custodian is of the opinion the records or information should not be supplied to the person requesting them for review, they shall within a reasonable time, not later than ten (10) days after receiving a written request for the records, request a decision from CMEEC's General Counsel, or other qualified counsel acting under the direction of the Chief Executive Officer, to determine whether the information is privileged. The specific information requested shall be supplied to the aforementioned counsel but shall not be disclosed until a final determination has been made.

SECTION 3. CONFIDENTIAL RECORDS.

All public records collected, assembled, or maintained by CMEEC pursuant to law or in connection with the transaction of official business is public information and available to the public during normal business hours of CMEEC, with the exceptions listed in Conn. Gen. Stat. Title I, chapter 14, Sections 1-200 *et seq.*, as amended.

SECTION 4. CHARGES FOR PUBLIC RECORDS.

The cost to any person requesting reproductions of public records shall be a reasonable fee.

ARTICLE VI
BUDGETS, AUDITS AND FISCAL YEAR

SECTION 1. ELECTRIC PRODUCT, TRANSMISSION SERVICES, and ADMINISTRATIVE EXPENSE BUDGET.

The Chief Executive Officer shall cause to be prepared a budget for electric product, transmission services, and general administrative receipts and expenditures for each year, in coordination with the appropriate Committee, and submit the same to the Board of Directors for approval. Such budget shall include an estimate of the amount of receipts and expenditures for electric products and transmission services as well as the amount of receipts and expenditures for general administrative purposes during the ensuing year, including all expenses necessary to conduct the operational responsibilities of CMEEC. The Chief Executive Officer shall cause to be prepared no less frequently than quarterly financial reports without audit and shall submit the same to the Board of Directors as soon as practical following the end of each quarter of the applicable fiscal year.

SECTION 2. BOARD RELATED EXPENSES

In addition, and as part of CMEEC's normal administrative expense budgeting and approval process, CMEEC shall prepare a comprehensive budget for anticipated Board related expenses incurred on behalf of the Board in the exercise of their fiduciary responsibilities for the pending operating year. As used in this section, Board and Member Delegation shall mean the same. The budget shall consist of no less than the categories of expense provided below, which shall be managed so as not to exceed total value budgeted, and not to specific line item total. The Board related expenses shall be published in this detail as part of the Approved Budget.

Total Board Expense shall be comprised of the following elements:

- a. Director Compensation as established in accordance with these Bylaws
- b. Board Development / Stakeholder Management Related Travel, Lodging, and Meals
- c. Board and Committee Meetings, and Planning Sessions
- d. Board and Committee related Outside Services
- e. Board Strategic Retreats and/or Planning Session

CMEEC shall report to the Board of Directors at each of its regularly scheduled Board meetings as part of the CMEEC Non-Fuel Operating Expense, Budget and Actual values, the same line item categories of Board related expenses as originally budgeted and approved. Throughout the year, if the actual expenses are projected to exceed the original total value budgeted for Board Expense, CMEEC staff shall review the projection with the Board, and if the Board concurs, a formal Budget revision shall be officially processed, approved, and published in the Board Meeting Minutes.

SECTION 3. CAPITAL BUDGET.

The Chief Executive Officer shall cause to be prepared a budget for capital expenditures for each year, in coordination with the appropriate Committee, and submit the same to the Board of Directors for approval. Such capital budget shall include an itemized estimate of the amount of capital expenditures necessary to conduct the operational responsibilities of CMEEC and/or as otherwise necessary or appropriate in connection with Power Projects and/or the conduct of CMEEC business. The Chief Executive Officer shall cause to be prepared no less frequently than quarterly capital project reports without audit and shall submit the same to the appropriate Committee at its next regularly scheduled meeting following the end of each quarter of the applicable fiscal year.

SECTION 4. ANNUAL AUDIT.

Within one-hundred twenty (120) days after the end of each fiscal year, the Directors, acting through the appropriate CMEEC Board of Directors Committee, shall cause the books, accounts, and records of CMEEC to be audited by an independent, certified public accountant licensed, registered, or entitled to practice and practicing as such under the laws of the State of Connecticut.

SECTION 5. FISCAL YEAR.

The fiscal year of CMEEC shall, unless otherwise formally modified by the Board of Directors, end December 31.

ARTICLE VII EFFECTIVE DATE AND AMENDMENTS

SECTION 1. EFFECTIVE DATE.

These Bylaws shall be effective immediately upon adoption, and as amended from time to time. Any amendment to these Bylaws pursuant to this Article VII, shall become effective immediately upon the date prescribed by the Member Delegation in its resolution approving any such amendment(s), unless a different effective date is otherwise expressly provided for in such resolution or in the amendment.

SECTION 2. HOW AMENDED.

These Bylaws may be amended by an affirmative vote of the CMEEC Member Delegation at an Annual or Special CMEEC Member Delegation meeting, provided no less than five (5) days' notice shall have been sent to each Member entitled to receive such notice, which notice shall state the amendments which are proposed to be made in such Bylaws, and further providing that no amendment may be made which is inconsistent with the Creating Agreement and/or the Membership Agreement and only such changes as have been specified in the notice shall be made.