

Bylaws
of
VML/VACo Appalachian Power Steering Committee

Adopted September 30, 2020
Revised June 5, 2024

1. Purpose

The Virginia Municipal League (VML) and the Virginia Association of Counties (VACo) Steering Committee (the “Committee”) consists of local governments and other political subdivisions of the Commonwealth of Virginia (the Members”) who are customers of the Appalachian Power Company (APCO) and have joined together to exercise jointly powers to further their economic interests in the aggregation and procurement of electricity supply, electricity delivery, and to advance other energy-related priorities of mutual interest. The purchase of competitive electricity supply services, including generation, transmission, ancillary, and billing services related to such competitive electricity supply services, (“Electricity Supply Services”) on an aggregated basis for accounts whose local electricity distribution company is

Appalachian Power Company (APCO) shall be the primary purpose of the Committee. Designated representation for each Member is detailed per Section 5(a).

2. Core Functions

The Committee or their designee shall have the authority to act as each Member's agent for Core Functions relating to all APCO accounts for which a Member is responsible for procuring energy services ("Accounts"). The Committee shall also have authority to undertake the following as each Member's agent for Core Functions:

- (a) evaluate offers for Electricity Supply Services for some or all the Accounts (with such assistance from consultants and attorneys as the Committee deems appropriate),
- (b) award of one or more contracts for Electricity Supply Services for some or all of the Accounts,
- (c) administer contracts for Electricity Supply Services for some or all of the Accounts.
- (d) authorize the provision of administrative services provided to the Committee by VML in the role as Secretary/Treasurer in accordance with Section 8(f).
- (e) intervene in regulatory matters, at the direction of the Executive Board, such as SCC or legislative action that impacts the interests of the Committee.

Each contract negotiated by the Committee for one or more Accounts of a Member shall result in a contract between a Member and the supplier of services under that contract, and the Committee shall not be deemed to be party to such contract. The Member shall execute each contract on behalf of the Member, and the Member, subject to annual appropriations, shall purchase the services for its Account in accordance with the contract. A copy of each such contract shall be provided to each Member as applicable.

3. Non-Core Functions

The Committee shall have the authority to appoint one or more subcommittees to recommend what Non-Core Functions to undertake and to determine how Members may elect to participate in such functions and how participating Members will fund such functions. Such Non-Core Functions may include, but not limited to, Environmental Compliance Activities, metering services, billing services (except for generation billing services), economic load curtailment services, efficiency and managing services.

4. Budget and Fiscal Year

The Committee shall adopt by March 1st of each year an annual budget for the upcoming fiscal year, including anticipated receipts and expenditures in such detail as the Committee may deem appropriate in order to effectively advance the Committee's Core Function and to support Non-Core Functions as agreed upon by the Committee. The fiscal year of the Committee shall be from the first day of July in each year until the thirtieth day of the following June, both inclusive.

5. Members

(a) Membership

Membership in the Committee shall consist of each local government or other political subdivision of the Commonwealth who purchase energy from the Appalachian Power Company and who has also paid the most recent Membership Fee assessed per § 6. Each Member shall appoint one (1) designee (Committee Designee) to represent their interests on the Committee.

(b) Termination of Membership

The Committee may terminate the membership of any Member who fails to pay its membership fees, comply with these Bylaws, or other rules and regulations for Members, as established from time to time by the Committee.

(c) Withdrawal of Members

A Member may withdraw from membership effective upon July 1 of any calendar year if written notice has been given to the Committee prior to March 1 of that calendar year, or (b) effective upon notice by a Member to the Committee that the Member is withdrawing on or after the effective date of a Bylaw amendment; provided, however, that any Accounts of a withdrawing Member that are participating in any contract negotiated by the Committee shall continue to participate in such contract until such contract has expired or has been terminated in accordance with the terms of such contract. If a member elects to withdraw on or after January 1, the midpoint of a given fiscal year, no membership fees for that year will be refunded.

(d) Meetings of Members

The Members, as represented by their Committee Designees, shall meet annually, on such date and at such time and place as shall be designated by the Committee Chair. Special meetings of Members may be held at such time and place as shall be designated in the notice thereof upon call of the Committee, the Chair of the Committee, or not less than 10% of Members.

(e) Notice of Meetings

Notice of the annual meeting and any special meeting of Members shall be sent to members at least 5 days in advance by any means reasonably calculated to convey such notice to the Committee Designee of each Member identified on the Member list maintained by the Committee Secretary/Treasurer (the "Member List"). In the event a Member chooses to change their Committee Designee, it will be the responsibility of the Member to alert the Committee Secretary to the change.

(f) Voting by Members

Each Member shall have one vote which shall be cast by such Member's Committee Designee. Such Committee Designee shall register with the Secretary/Treasurer prior to any Committee meetings.

(g) Conduct of Meetings

The Chair of the Committee shall preside over all meetings of the Members, except that in his or her absence, the Vice-Chair or another member of the Committee Executive Board shall preside.

At each annual meeting, the Secretary/Treasurer shall report on the financial position of the membership. The Members shall also elect an Executive Board made up of Committee Designees of Members in good standing as provided in § 7(b) of these Bylaws.

At the discretion of the Chair, meetings can be held either in person or remotely pursuant to Virginia FOIA law.

(h) Quorum

Attendance by the lesser of (i) a simple majority of the Members or (ii) eight Committee Designees shall constitute a quorum and when a quorum is present at any meeting, a majority of the Committee Designees present may decide any question brought before such meeting except as otherwise provided by law or these Bylaws; provided, however, in the event a quorum shall not be present at an annual meeting of the Members, vacancies on the Executive Board of the Committee may be filled by vote of those Committee Designees present.

6. Membership Fees

Each Member shall, subject to annual appropriations, submit payment for its membership fees, as such fees are determined by the Committee, its pro rata share of expenses, based upon each Member's energy consumption or upon such other equitable method of funding as may be determined from time to time by the Committee. Notice of Assessments shall be sent to Members by May 1st of each year, and such fees shall be due and payable by August 1st of each year. The Committee may assess Members more than once a year only under extraordinary and unanticipated circumstances.

7. Governance

(a) Board

The Committee shall be governed by an Executive Board (the "Board") which may exercise all the powers except as otherwise provided by law or by these Bylaws. The Board may retain the services of such consultants, legal counsel, administrators, and others as they deem necessary or advisable in exercising such powers.

(b) Composition and Election of Board Members

The Chair and Vice-Chair, who shall be Members in good standing, shall be elected at the Annual meeting of the Committee. The Secretary/Treasurer shall be ex officio non-voting members of the Board and shall be appointed by the Executive Director of the Virginia Municipal League. In addition to these named officers, the Executive Board will include three Committee Designees representing Members in good standing and shall be elected at the Annual meeting of the Committee. The duties of the Executive Board shall be to meet as needed and supervise the management of the Committee's activities.

The Board shall be elected in accordance with these Bylaws at the annual meeting of the Committee. These officers and any other officers elected in accordance with the Bylaws shall serve until the earlier of the submission of such officer's resignation or such officer's removal and the election of a successor by the Executive Board.

Each officer shall hold office for one year and until such officer's successor is duly elected and qualified, or until such officer's death, resignation, or removal. Each officer shall perform the duties set forth in these bylaws and shall comply with such other conditions as from time to time may be required by the Steering Committee.

The Chair shall preside at all meetings of the Executive Board, except that in the absence of the Chair, the Vice-Chair or another member of the Board shall preside.

In the event the Members fail to elect or fill vacancies of the Executive Board pursuant to this § 7(b), Board members currently serving shall as soon as practical fill all vacancies on the Board for the ensuing year by a simple majority vote of the Board

Not less than 30 days prior to each annual meeting, the Executive Board shall appoint a Nominating Committee who will solicit the names of candidates from the Members and present the suggested slate of officers to the Membership for recommendation at the Annual meeting of the Committee. Nominations may also be made by Members from the floor unless the annual meeting is held electronically as allowed under FOIA..

(c) Resignation or Termination of a Board Member

A Board member may resign from all duties and responsibilities as a Member of the Executive Board at any time by written notice delivered to the Chair.

The term of an Executive Board member selected by the Members pursuant to § 7(b) of these Bylaws or appointed by the Board pursuant to § 7(d) of these Bylaws shall be terminated if such Committee Designee no longer represents a local government or other political subdivision which is a Member of the Steering Committee.

(d) Vacancies

Any vacancy occurring on the Executive Board other than a vacancy caused by an expired term (except as otherwise may be expressly provided herein) may be filled by the affirmative vote of a majority of the remaining Board members present and voting at a Board meeting at which a quorum is present. In cases where vacancies are filled by the remaining Board members, the Board may, but need not, solicit nominations from the Members.

(e) Meetings

Regular meetings of the Executive Board shall be held at least once a year at a location (remote or in-person) that the Chairman determines.

Special meetings of the Executive Board shall be held if requested by the Chair, Vice-Chair, or any two other Board members. The Chair of the Board or their designee shall set the date, time and location of each meeting so that the meeting will take place within 60 days of receipt of such call.

The Secretary/Treasurer of the Executive Board or the Secretary/Treasurer's designee shall act as secretary for all meetings of the Executive Board

(f) Action at Meeting

At any Executive Board meeting at which a quorum is present, the vote of a majority of the Committee members present shall be sufficient to decide any matter, unless a different vote is specified by law or by these Bylaws. Attendance by the lesser of (i) a simple majority of the Board or (ii) three Board members shall constitute a quorum.

(g) Committees

The Executive Board may create one or more Subcommittees and determine the purpose, scope and appropriate number of members to serve on them and appoint a Board Member or Community Designee to serve as Chair of the Subcommittee.

(h) Liability of Members

The Committee shall not create or incur any liability for the Members, jointly or severally, other than in the following instances, which shall be subject to annual

appropriation: (i) the costs incurred by any Member for payments under contracts signed by the Chair or Vice-Chair on behalf of the Committee as the Member's agent or (ii) the pro rata share of the budget or the membership fees or, if applicable, the fees for non-Core functions, imposed for a Member's participation in the group. No Member shall be liable or responsible for any payments owed under any contracts by any other Member.

(i) Liability of Board members and Officers

The Committee shall provide officers and directors insurance for its Board members and officers and shall also indemnify such officers and Board members for any deductibles associated with such insurance coverage.

8. Officers

(a) Chair

The Chair shall direct the operations of the Committee and shall perform all other duties incident to such office.

(e) Vice-Chair

The Vice-Chair shall have the powers and duties incident to that office and shall have such other powers and duties as may be prescribed from time to time by the Committee.

(f) Secretary/Treasurer

The Secretary/Treasurer shall be responsible for ensuring the recordation of the minutes and for preparing and maintaining custody of the minutes of all meetings of the Members, the Steering Committee, and when required, of all meetings of the Executive board and standing committees. The Secretary/Treasurer shall also serve and give all notices of the Steering Committee and shall be responsible for responding to Freedom of Information Act requests. The Secretary/Treasurer shall be the custodian of the records and such other books, records, and papers as the Steering Committee may direct; authenticate the records of the Steering Committee; and perform such other duties as may be incident to such office or as prescribed by the Steering Committee.

The Secretary/Treasurer shall see that regular and full accounts are maintained and that proper financial reports are made to the Steering Committee. The Secretary/Treasurer shall have such other powers and perform such other duties as are assigned to the Secretary/Treasurer by these Bylaws or as may be assigned to the Secretary/Treasurer by the Steering Committee or the Chair. The Steering Committee may require that the Secretary/Treasurer give bond to the Steering Committee with sufficient sureties, conditioned on the faithful performance of the duties of the Secretary/Treasurer. The Secretary/Treasurer does not need to be a member locality and shall be appointed by the Executive Director of the Virginia Municipal League.

9. Contracts, Loans, Checks, and Deposits

(a) Contracts

Either the Chair or the Vice Chair may execute contracts on behalf of and in the name of the Steering Committee. The Committee may authorize any other officer or officers, agent or agents to enter into any contract or execute any instrument in the name of and on behalf of the Committee, and such authority may be general or confined to specific instances.

(c) Checks, Drafts, etc.

All checks, drafts, bills of exchange and other negotiable instruments (except promissory notes) of the Committee connected therewith shall be signed by the Chair, Vice-Chair, the Secretary/Treasurer, or by such other officer or agent of the Committee authorized by the Executive Board.

(d) Deposits and Investments

All funds of the Committee not otherwise employed shall be deposited from time to time in such banks or other depositories as the Committee may select or invest as allowed under state law.

10. Termination of Group

The Committee may be terminated at any time upon the concurrence of all Members at the time of such termination.

In the event of termination, any remaining funds available to the Committee, after providing for all outstanding obligations, shall be distributed to Members at the time of such termination through a formula determined by the Committee.

11. Notices

Unless otherwise provided for in these Bylaws, any notices, approvals, requests, consents and other communications required by these Bylaws shall be deemed to have been given when delivered in person, by fax, by E-mail or by first class mail, addressed to the principal Committee Designee on the Member List maintained by the Secretary/Treasurer. In addition, the Committee may utilize a website or similar method to inform Members of Committee meetings, Board meetings, contract awards, and other matters of interest to Members.

12. Amendments

These Bylaws may be amended at any time by the concurrence of two-thirds of the Committee or two-thirds of the Members as long as (a) such amended Bylaws are consistent with the Members' Resolutions and (b) Members shall have the right to withdraw prior to the effective date of such amendment. The Committee, at least 30 days prior to the adoption of amended Bylaws, shall make a copy of such proposed amended Bylaws available to Members.