

SECA By-Laws

Date: April 23, 2013
Rev. 7

Revision History

Revision	Date	Reason
0	August 18, 1993	Initial release.
1	April 24, 1997	Update Vendor Name; Voting Procedure
2	September 8, 1997	Election Times
3	May 1, 2002	Voting Procedure, 4 Member At Large Positions
4	January 8, 2007	Review and update of entire document
5	April 23, 2008	Change to rule for revision of policies
6	October 17, 2012	Added Term Addendum in Section 3
7	April 23, 2013	Siemens update of entire document

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Article I --Organization

Section 1: Name

The formal name of this organization is Siemens Empros Customer Association, Inc., which shall be hereafter referred to as SECA. This customer association is an independent association and is NOT affiliated with any Siemens corporation.

Section 2: Incorporation

This organization is incorporated as a non-profit organization under the laws of the State of Minnesota. The registered name of this organization is Siemens Empros Customer Association,.

Article II --Purpose

Section 1: Background of the Organization

SECA is the current name for this user group which includes several predecessor user groups of products manufactured or sold by Siemens Industry, Inc., Siemens Energy, Inc. or other predecessor and affiliate entities of Siemens AG (collectively, such user groups are referred to as the "Customers"). Since 1976, the Customers have enjoyed many benefits of a very active customer user group organization.

Section 2: Mission

The mission of SECA is to provide a communications vehicle to benefit the membership and to improve related product lines amongst the Customers, third party vendors having a business relationship with Siemens corporate entities, and the Siemens corporate entities. This forum provides for requirements definition, problem solving, planning, and information sharing.

Section 3: Goals

SECA will work to:

- A. Promote the establishment of long-range energy management objectives;
- B. Resolve current hardware, software, and technical support problems;

- C. Recommend new hardware and software development;
- D. Promote future availability of upward-compatible, state-of-the-art technology for (electric utility) energy management applications;
- E. Promote the exchange of ideas among the membership;
- F. Support Siemens in the promotion and implementation of their systems;

Article III -Membership

Section 1: Definition

A SECA member is defined as any Siemens customer who has on order or who has currently installed at least one Siemens EMA product.

Section 2: Privileges

A SECA member has the following privileges:

- A. Participate at scheduled SECA conferences;
- B. Vote at attended conferences;
- C. Stand for election to the SECA Board of Directors;

Section 3: Removal from Membership

Removal from membership shall occur as provided for below:

- A. Failure to meet the definition of membership as defined in Section 1;
- B. By two-thirds majority vote of the SECA Board of Directors;
- C. By request of the member itself;

Article IV -Government

Section 1: Board of Directors

The government of this organization shall be vested in a Board of Directors which shall consist of the President, Vice President, Secretary, Treasurer, two members at large representing Power 3 and two members at large representing Power TG.

Subject to the will of the majority of the membership, the Board of Directors shall manage the organization and shall control and manage its property.

Designated board members will solicit appropriate speakers from the SECA membership and Siemens.

All members of the board will be expected to participate in six (6) meetings per year.

Section 2: Officers

The duties of the officers are as follows:

A. President

The President shall:

- Organize and coordinate SECA in the manner which he/she finds most effective.
- Preside over all meetings and conferences.
- Assist the SECA Board of Directors and Siemens liaison(s), with preparation of an agenda with a specific enumeration of topics for resolution and/or discussion at the next SECA meeting.
- Aid the liaison(s) with his/her responsibility for the timely mailing and other contact of all of the SECA members to inform and encourage their attendance at upcoming meetings.
- Coordinate with the SECA Board of Directors and Siemens liaison(s) to ensure that at each SECA meeting the following is accomplished: plans for the next meeting and conference are complete; including selecting a host, location, date, and agenda topics.

B. Vice-President

The Vice-President shall:

- In the absence of the President, assume all of the duties of the President.
- Oversee Working Group Chairs.

C. Secretary

The Secretary shall:

- Keep the minutes of all meetings and shall keep a record of all action items, resolutions, suggested topics for discussion, and other information as directed by the President.
- Monitor and coordinate the membership list for each conference, act as keeper of historical and organizational documents of the board.

D. Treasurer

The Treasurer shall:

- Be responsible for all financial activities of SECA.
- Have charge of the books, records, and papers of SECA and shall cause the reports, statements, and other documents required by law to be properly kept and filed.
- Ensure that all conference arrangements are complete in a timely fashion prior to each SECA conference. These duties include, but are not limited to; locate and negotiate with conference center all aspects required for conference to take place.

E. Member-at-Large

The Member-at-Large shall:

- Be responsible for being a liaison for their customer base.
- Moderate customer presentations
- Perform other duties as assigned by the board.

Section 3: Terms of Office

The Board of Directors shall be elected to a two-year term by a majority of the voting membership represented at a scheduled association meeting. A person shall not serve more than two consecutive terms in a given office. A person may resign an office or they may be removed pursuant to Section 5.

Elections shall be split between years to maintain a consistency on the Board of Directors. Election of the President, Secretary and two Members-at-Large (one Spectrum Power 3 and one Spectrum Power TG) shall be conducted in years ending in odd numbers and the election for Vice-President, Treasurer, and two Members-at-Large (one Spectrum Power 3 and one Spectrum Power TG) shall be conducted in years ending in even numbers. Elections shall be conducted at the fall meeting. The at-large candidate will be voted on by his constituents.

Term Addendum:

In the event volunteers are not received for a board position vacancy the Board of Directors reserves the right to extend the current members board position. The position will be extended until the next SECA meeting.

Section 4: Siemens Liaison(s)

Siemens is invited to appoint nonvoting liaisons to SECA Board of Directors. It will be the liaison(s) responsibility to provide input to the Board of Directors; to ensure internal coordination within the Siemens organization; to ensure appropriate representation at SECA meetings and conferences; to be responsive during SECA discussions and negotiations and to attend Board of Directors meetings.

Section 5: Removal from the Board

Conditions for removal shall be:

- Failure to meet eligibility and/or responsibility requirements.
- By two-thirds majority vote of the membership present at a scheduled SECA Conference.
- For other reasons by a two-thirds majority vote of the remaining directors.

Article V -Conferences

Section 1: Frequency

The organization shall hold two conferences during each year except as otherwise determined by the membership.

The conferences shall be held at approximately six month intervals with the target months being March/April and September/October.

The time and place of the conferences shall be determined by the SECA Board of Directors, with the target locations being a customer facility or otherwise mutually agreed upon site. The Fall conference will typically be the Annual conference where elections are held.

Section 2: Fees

A meeting registration fee is required to help defray expenses of SECA; the cost of meeting rooms, provided meals, refreshment breaks, conference literature etc. The Board of Directors will determine the need for and if required, set this fee. In all cases, this fee will be nominal and will exceed actual expenses by only a small amount to provide an operating fund. From time to time, this fee can be adjusted up or down to cover expenses and act as an operating fund but to avoid a too large of a bank balance. However the bank balance needs to be large enough to cover the fees and penalties in case there is a canceled or defunct conference.

Section 3: Attendee Privileges

SECA conference attendees are eligible for:

- Conference materials
- Conference events
- Voting as described in Section 4
- Make customer presentations

Section 4: Voting

Voting shall be conducted as announced for the SECA body (usually at the annual fall meeting) with one vote allowed per member. Each member shall be eligible to appoint one voting representative to cast the member's vote in all SECA elections as well as other situations that require member voting (such as planning sessions.) The voting for membership on the Board of Directors

and most items needing SECA action by the membership occurs at the scheduled SECA Conferences.

Article VI -Parliamentary Authority

Robert's Rules of Order Revised shall be used as a guideline for all meetings of the organization except as otherwise provided for in these By-Laws.

Article VII -Amendment of By-Laws and Policies

The By-Laws and Policies may be amended from time to time to further the purposes and objectives of this organization. By-Law amendments must be approved by two-thirds majority of the attending membership. Policy amendments must be approved by two-thirds majority of the Board of Directors. All Policy changes shall be communicated to the membership prior to the next conference.

Article VIII -Working Groups and Ad Hoc Working Groups

Working Groups may be established or dissolved as directed by the Board of Directors. The Chair of each working group is appointed by that working group's membership. A Working Group will maintain a mission statement which identifies the purpose, duration, membership eligibility, etc. Each Working Group shall maintain action items and report activities to the membership at meetings. A Working Group generally deals with a subject over a period of years. An example is the ICCP Working Group or Advanced Applications Working Group.

- Ad Hoc Working Groups may be established or dissolved as directed by the Board of Directors. Each AdHoc Working Group will maintain a charter which identifies the purpose, duration, membership eligibility, etc.
- Each Ad Hoc Working Group shall maintain action items and report activities to the membership at meetings.
- An Ad Hoc Working Group generally deals with a subject for a limited timeframe.