

**OFFICIAL CONSTITUTION OF
CITIZENS ADVOCATING RESPONSIBLE ENERGY
CARE**

Preamble:

We, the undersigned, wishing to secure for ourselves the benefits of an association of persons with a common interest in advocating and securing an acceptable resolution to The Geauga County 138 kV Transmission Line Project constitute ourselves the CITIZENS ADVOCATING RESPONSIBLE ENERGY and enact this constitution as our governing law.

Article I Organization Name

The organization shall be named CITIZENS ADVOCATING RESPONSIBLE ENERGY, a.k.a. CARE.

Article II Purpose of CARE

It shall be the purpose of CARE to

- (1) Oppose the construction of a new transmission line utility corridor through Thompson, Montville and Huntsburg townships in the interest of preservation and conservation, organized and operated exclusively for charitable purposes under section 501(C)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code,
- (2) Advocate the use of a pre-existing civil corridor for a new transmission line, such that neither the over-land nor the Clay Street routes, as applied for by FirstEnergy, are constructed,
- (3) Create a common, unified voice through which CARE members may communicate with FirstEnergy, The Ohio Power Siting Board, the legislature and the courts, limited by the provisions of section 501(C)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code
- (4) Pool the financial resources of CARE members and raise money from a broad base of public support to fund legal representation and other expenses consistent with CARE's purpose and within the meaning of section 501(C)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.
- (5) Ultimately secure a resolution to FirstEnergy's needs that is satisfactory to the CARE membership and the public.

Article III Membership

All individuals with an interest in securing a responsible solution to siting new electrical facilities in eastern Geauga County shall be eligible for membership. Membership shall be by application and election upon such terms as CARE shall provide in its Bylaws.

Article IV Officers

Section 1 – The officers of CARE shall be President, Vice-President, Secretary and Treasurer.

Section 2 – The officers of CARE shall be elected for a term of one year by ballot of the members present, provided there be a quorum, at the annual meeting.

Section 3 – Vacancies occurring between elections must be filled by special elections at the first regular meeting following the withdrawal or resignation.

Section 4 – Officers may be removed by a three-fourths affirmative vote of the membership.

Article V Duties of Officers

Section 1 – The President shall preside at all meetings, and conduct them according to the rules adopted. He/she shall enforce due observance of this Constitution and Bylaws; decide all questions of order; sign all official documents adopted by CARE, and perform all other duties pertaining to the office of President. He/she will have authority as the point of contact between CARE membership and legal counsel retained by CARE. He/she may delegate authority as the point of contact between CARE membership and legal counsel retained by CARE to the Vice-President under appropriate circumstances. At the expiration of his/her term he/she shall turn over all items belonging to CARE to his/her successor.

Section 2 – The Vice-President shall assume all the duties of the President in his/her absence. He/she may be delegated authority as the point of contact between CARE membership and legal counsel retained by CARE under appropriate circumstances. At the expiration of his/her term he/she shall turn over all items belonging to CARE to his/her successor.

Section 3 – The Secretary shall keep a record of the proceedings of all meetings, keep a roll of members, submit membership applications, carry on all correspondence, read communications at each meeting, and publicize the location and time of all general and special meetings. At the expiration of his/her term he/she shall turn over all items belonging to CARE to his/her successor.

Section 4 – The Treasurer shall receive and receipt for all monies paid to CARE; keep an accurate account of all monies received and expended; pay no bills without proper authorization (by CARE or its officers constituting a business committee). At the end of each month he/she shall submit an itemized statement of disbursements and receipts. At the expiration of his/her term he/she shall turn over all items belonging to CARE to his/her successor.

Article VI Meetings

The Bylaws shall provide for regular and special meetings. A quorum required for the transaction of business shall be defined in the bylaws. Robert's Rules shall govern proceedings. The President or Vice-President may, in his/her discretion, convene meetings via teleconference or the Internet in appropriate circumstances.

Article VII Dues

CARE, by majority vote of those present at any regular meeting, may levy upon the general membership such dues or assessments as shall be deemed necessary for the business of the organization. Non-payment of such dues or assessments shall be cause for expulsion from CARE within the discretion of the membership.

Article VIII Membership Assistance

CARE, through designated officers, members or committees will provide assistance to members concerning contact and communication with FirstEnergy, elected or appointed government officials and other groups or organizations. CARE will provide facts and information to its members to assist them in making the best decisions possible with respect to their goal of securing a satisfactory resolution to FirstEnergy's proposed projects.

Article IX Legal Representation

CARE will secure professional legal representation to advocate the interests of its members in view of FirstEnergy's proposed transmission line projects. Subject to the provisions of Article V, Section 1, the President of CARE will act as the single point of contact between the retained legal counsel and CARE. The President shall direct legal counsel on behalf of CARE, consistent with the purpose and best interests of CARE.

Article X Amendments

With the exception of Article II, this constitution may be amended by a two-thirds affirmative vote of the total membership. Article II of this constitution may be amended only by a three-fourths affirmative vote of the total membership. Proposals for amendments shall be submitted in writing at a regular meeting and shall be voted on at the next following regular meeting, provided all members have been noticed by mail of the intent to amend the constitution at said meeting.

Article XI Distribution of Assets upon Dissolution

Upon the dissolution of CARE, assets shall be distributed for one or more exempt purposes within the meaning of section 501(C)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

**Signatures of CARE officers attesting to this organizing document, OFFICIAL
CONSTITUTION OF CITIZENS ADVOCATING RESPONSIBLE ENERGY**

	Date:
James M. Galm	President, CARE
	Date:
Michael S. Youshak	Vice President, CARE
	Date:
Kathleen Binnig	Secretary, CARE
	Date:
Patricia Jonath	Treasurer, CARE

CONSTITUTION AMENDMENT HISTORY
CITIZENS ADVOCATING RESPONSIBLE ENERGY

CARE

NOVEMBER 16, 2007 OFFICIAL CONSTITUTION OF CITIZENS ADVOCATING RESPONSIBLE ENERGY IS ADOPTED.

APRIL 3, 2008 Article II Purpose of CARE amended to read as follows:

It shall be the purpose of CARE to

- (1) Oppose the construction of a new transmission line utility corridor through Thompson, Montville and Huntsburg townships in the interest of preservation and conservation, organized and operated exclusively for charitable purposes under section 501(C)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code,
- (2) Advocate the use of a pre-existing civil corridor for a new transmission line, such that neither the over-land nor the Clay Street routes, as applied for by FirstEnergy, are constructed,
- (3) Create a common, unified voice through which CARE members may communicate with FirstEnergy, The Ohio Power Siting Board, the legislature and the courts, limited by the provisions of section 501(C)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code
- (4) Pool the financial resources of CARE members and raise money from a broad base of public support to fund legal representation and other expenses consistent with CARE's purpose and within the meaning of section 501(C)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.
- (5) Ultimately secure a resolution to FirstEnergy's needs that is satisfactory to the CARE membership and the public.

APRIL 3, 2008 Article XI Distribution of Assets upon Dissolution added as follows:

Upon the dissolution of CARE, assets shall be distributed for one or more exempt purposes within the meaning of section 501(C)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

OFFICIAL BYLAWS OF
CITIZENS ADVOCATING RESPONSIBLE ENERGY
CARE

1. Secretary. It shall be the duty of the Secretary to keep the constitution and bylaws of CARE and have the same with him/her at every meeting. He/she shall note all amendments, changes and additions to the constitution and shall permit it to be consulted by members upon request.
2. Membership. Membership in CARE shall be offered in two levels, Associate Membership and Full Membership. Associate Membership includes all privileges except (1) the right to hold an office within CARE and (2) the right to vote on business before the assembly. Full Membership includes all privileges including (1) the right to hold an office within CARE and (2) the right to vote on business before the assembly. Applications for membership or applications for change of membership level shall be submitted at regular meetings. Acceptance of membership to CARE shall be recognized at regular meetings. .
3. Meetings. Regular meetings shall be held on the first Thursday of each calendar month, at 7:30 PM, at the Montville Community Center. A quorum of one fourth of the total CARE membership is required for the transaction of business. The President or Vice-President may, within their discretion, authorize meetings by teleconference or by Internet under appropriate circumstances. Special meetings may be called by the President on his/her own authority or upon written request of any five CARE members. Notices shall be sent to members concerning special meetings and the business to be transacted. Only such business as designated shall be transacted. Such notices shall be sent so that they arrive not less than 24 hours before the meeting. The 24 hour notice requirement may be waived by the President under appropriate circumstances.
4. Dues. In accordance with Article VII of the constitution, CARE members will be assessed dues to maintain membership. Associate Members will be assessed membership dues of \$20/year. Full Members will be assessed membership dues of \$50/month. Dues are not refundable.
5. Donations. CARE members are encouraged to donate funds to the CARE treasury beyond the regular dues assessment. Such donations will be recognized by the membership and entered into the proceeding of CARE at a regular meeting. At the request of the donor, donations may be designated as anonymous.
6. Amendments. These bylaws may be amended by a majority vote of members present at a regular meeting. Proposals for amendments shall be submitted in writing at a regular meeting and shall be voted on at the next following regular meeting, provided all members have been noticed by mail of the intent to amend the bylaws at said meeting.

7. Attendance. Full Members must attend no less than four regular meeting in any half calendar year. Failure to meet the attendance requirement shall be cause for expulsion from CARE within the discretion of the membership. There is no attendance requirement for Associate Members.
8. Conflict of Interest Policy. All CARE officers and directors will be bound by the articles and provisions of the CITIZENS ADVOCATING RESPONSIBLE ENERGY CONFLICT OF INTEREST POLICY as presented and approved on November 6, 2008.

Signatures of CARE officers attesting to this operating rules document, OFFICIAL BYLAWS OF CITIZENS ADVOCATING RESPONSIBLE ENERGY

	Date:
James M. Galm	President, CARE
	Date:
Michael S. Youshak	Vice President, CARE
	Date:
Kathleen Binnig	Secretary, CARE
	Date:
Patricia Jonath	Treasurer, CARE

BYLAWS AMENDMENT HISTORY
CITIZENS ADVOCATING RESPONSIBLE ENERGY
CARE

NOVEMBER 16, 2007 OFFICIAL BYLAWS OF CITIZENS ADVOCATING RESPONSIBLE ENERGY ARE ADOPTED.

DECEMBER 6, 2007 CARE bylaw 2 amended to read as follows:

2. Membership. Membership in CARE shall be offered in two levels, Associate Membership and Full Membership. Associate Membership includes all privileges except (1) the right to hold an office within CARE and (2) the right to vote on business before the assembly. Full Membership includes all privileges including (1) the right to hold an office within CARE and (2) the right to vote on business before the assembly. Applications for membership or applications for change of membership level shall be submitted at regular meetings. Acceptance of membership to CARE shall be recognized at regular meetings.

DECEMBER 6, 2007 CARE bylaw 4 amended to read as follows:

4. Dues. In accordance with Article VII of the constitution, CARE members will be assessed dues to maintain membership. Associate Members will be assessed membership dues of \$1/year. Full Members will be assessed membership dues of \$50/month. Dues are not refundable.

DECEMBER 6, 2007 CARE bylaw 7 added as follows:

7. Attendance. Full Members must attend no less than four regular meeting in any half calendar year. Failure to meet the attendance requirement shall be cause for expulsion from CARE within the discretion of the membership. There is no attendance requirement for Associate Members.

JANUARY 3, 2008 CARE bylaw 4 amended to read as follows:

4. Dues. In accordance with Article VII of the constitution, CARE members will be assessed dues to maintain membership. Associate Members will be assessed membership dues of \$20/year. Full Members will be assessed membership dues of \$50/month. Dues are not refundable.

NOVEMBER 6, 2008 CARE bylaw 8 added as follows:

8. Conflict of Interest Policy. All CARE officers and directors will be bound by the articles and provisions of the CITIZENS ADVOCATING RESPONSIBLE ENERGY CONFLICT OF INTEREST POLICY as presented and approved on November 6, 2008.