

## **Rule 1 Meetings**

### **1.1 Regular Meetings**

Regular meetings of the elected Board shall be held on the first and third Wednesdays of each month of the year, or as otherwise properly noticed, at the hour of 6:00 p.m. in the Board Room of the Board of Public Utilities located at 540 Minnesota Avenue.

Such meetings shall be available to the public via telephone or web-based technology. All meetings of the elected Board shall be subject to the Kansas Open Meetings Act. Any regular meeting falling upon a legal holiday shall be rescheduled to another day, and the General Manager shall give notice thereof in compliance with the Kansas Open Meetings Act.

An alternative date for the regular meetings of the elected Board, other than the first and third Wednesday of each month of the year, may be established by a vote of four (4) or more Elected Board Members, and proper notice thereof shall be provided in accordance with the Kansas Open Meetings Act.

Elected Board Members may participate any regular meeting or special meeting of the elected Board via telephone or web-based technology, provided that such meeting is not an executive session, and such elected Board Member has provided advance notice to the President and General Manager.

### **1.2 Special Meetings**

Special meetings may be called by the General Manager, the President or by a vote of four (4) members of the elected Board. A written notice of such meeting shall be prepared and given to the General Manager and each elected Board Member via hand delivery or electronic mail, at least twenty-four (24) hours before such meeting, unless such notice is not practicable under the circumstances. The notice shall specify the date, time and place of the special meeting and the business to be transacted. No other business, other than as recited in the notice, shall be transacted at such special meeting.

The General Manager shall be responsible to give notice of any special meeting in compliance with the Kansas Open Meetings Act.

### **1.3 Closed Meetings or Sessions**

All meetings of the elected Board shall be open to the public; provided, however, the elected Board may hold meetings closed to the public as provided for in the Kansas Open Meetings Act.

No Member of the elected Board, employee of the BPU, or any other person shall disclose to any other person the content or substance of any closed meeting or session except as authorized by a consensus of the elected Board.

It is the policy of the Board of Public Utilities that no public discussion shall be permitted on any personnel matter brought before the elected Board which refers or relates to any individually identifiable employee in the employ of the Board of Public Utilities. Provided, however, that the elected Board and its advisors may discuss such personnel matters in a regularly convened executive session. An elected Board Member is not permitted to attend or participate in an executive session remotely via telephone or web-based technology.

It is further the policy of the Board of Public Utilities to enforce this policy stringently.

## **Rule 2 Quorum**

### **2.1 Definition**

A quorum for the transaction of business shall consist of four (4) elected Board Members. An elected Board Member may be present by telephone or by web-based technology, except during an executive session.

If no quorum is present and the elected Board Members present desire to request the attendance of absent Board Members, they themselves, or by their agents, may attempt to communicate the call to the session personally to the absentees.

### **2.2 Rescheduling of Meeting Due to Lack of Quorum**

Whenever it appears that a quorum will not be present for an upcoming Board meeting, the elected Board may reschedule such meeting by establishing a Special Meeting in accordance with the procedures outlined in Section 1.2 above.

## **Rule 3 Presiding Officers**

### **3.1 Election of Officers**

The elected Board shall elect, from its membership at the second meeting in January of each year, a President, a Vice-President and shall appoint a Secretary. Except in the case of a vacancy on the elected Board, four (4) affirmative votes shall be required to elect each officer. Terms of officers shall be limited to not more than two (2) consecutive one (1) year terms in the same office; however, in the event no nominee receives four (4) affirmative votes, the current office holder shall remain in office for successive one (1) year terms until a nominee receives the requisite number of votes at the election held at the second regular meeting in January, or the next scheduled regular meeting thereafter.

### **3.2 Definition**

Whenever the term “Presiding Officer” is used in these Rules, it shall mean the Board President, and if the President is absent, it shall apply equally to the Vice-President, and if the Vice-President is also absent, to the Secretary.

### **3.3 Application**

The President shall preside at all meetings of the elected Board.

During the absence of the President, the Vice-President shall preside at the meetings.

In the absence of the President and the Vice-President, the General Manager shall call the Board to order, whereupon a temporary Presiding Officer shall be elected by the majority vote of the elected Board Members present as their first order of business. Upon the arrival of the President or the Vice-President, the temporary Presiding Officer shall relinquish the chair at the conclusion of the item of business before the Board.

## **Rule 4 Committees**

The President may recommend to the elected Board such committees of the elected Board as may be necessary to study various issues facing the elected Board. Permanent committees may include those deemed necessary by the President or by an affirmative vote of the elected Board. Committees shall be responsible for selecting a chairperson, and for determining meeting schedules and agendas.

Elected Board Members shall have the opportunity to be involved in meetings with large industrial and commercial customers, and to meet with intervenors.

## **Rule 5 Duties**

### **5.1 Presiding Officer**

The Presiding Officer may move, second, debate and vote and shall not be deprived of any of the rights and privileges of an elected Board Member. The Presiding Officer or such person as he or she may designate may verbally summarize the item to be voted upon immediately after it has been moved and seconded and may restate each question immediately prior to calling for the vote. Following the vote, the Presiding Officer or designee shall announce whether the question carried or was defeated. The Presiding Officer shall maintain order and decorum at all meetings. He or she shall decide all questions of order and procedure, subject, however, to the right of appeal to the elected Board, in which event an affirmative vote of four (4) elected Board Members shall determine conclusively such question of order or procedure.

## **5.2 Members**

Elected Board Members shall preserve order and decorum. Every elected Board Member wishing to speak shall address the chair and upon recognition by the Presiding Officer shall be permitted to speak. Every member shall confine comments to the question under debate and will refrain from impugning the motives of any other Member's argument or vote. An elected Board Member once recognized shall not be interrupted while speaking unless a point of order is raised by another Member or unless the speaker chooses to yield to questions from another Member or unless he or she is called to order by the Presiding Officer.

A Member, when called to order upon a point of order (Section 7.7) by the Presiding Officer, shall thereupon discontinue speaking and the order or ruling of the Presiding Officer shall be binding and conclusive, subject only to the right of appeal.

Elected Board Members shall notify the Board President or the General Manager at least twenty-four hours in advance, whenever possible, of their intention to be absent.

## **5.3 BPU Employees**

Employees of the BPU shall observe the same rules of procedure and decorum applicable to elected Board Members. Any BPU employee desiring to address the elected Board shall be recognized by the Presiding Officer, shall state his or her name for the record and shall limit his or her remarks to the matter under discussion.

Individual employees of the BPU will not be allowed to make presentations before the elected Board regarding personnel matters. All personnel matters must be handled through the proper channels in accordance with BPU policy and established grievance procedures.

## **5.4 Members of the Public**

Members of the public attending elected Board meetings shall also observe the same rules of propriety, decorum and good conduct applicable to elected Members of the Board. Members of the public desiring to address the elected Board shall follow the procedure set forth in Section 7.2.

# **Rule 6 Agenda**

## **6.1 Presentation of Agenda Items**

In order to facilitate the orderly conduct of business, an agenda shall be prepared for each regular or special meeting.

Subject to these rules, items of business may be placed on a regular meeting agenda by any elected Board Member or the General Manager.

An agenda item or other information shall be presented to the General Manager's office no later than 5:00 p.m. on the Thursday preceding the elected Board meeting so that the information may be included as part of the regular agenda which will be distributed to the Members on Friday afternoon preceding the meeting.

Unless not practicable under the circumstances, elected Board Members shall receive available information and supporting documentation at least 48 hours in advance of a meeting of the elected Board. If such information is available but not provided to elected Board Members reasonably in advance of the elected Board meeting, no vote shall be permissible except in the form of a motion to suspend these rules.

## **6.2 Order of Business**

At any work session of the elected Board Members, unless altered by affirmative vote of the elected Board, the elected Board shall proceed to transact the business before it in the following order:

- (1) Call to order;
- (2) Approval of agenda;
- (3) Agenda items; and,
- (4) Adjournment.

At any regular meeting, unless altered by affirmative vote of the elected Board, the elected Board shall proceed to transact the business before it in the following order:

- (1) Call to order;
- (2) Approval of agenda;
- (3) Approval of minutes;
- (4) Visitor comments;
- (5) Agenda items;
  - Substantive agenda items;
  - Public comments on substantive agenda items;
  - Miscellaneous comments from the General Manager/elected Board Member comments; and,
- (6) Adjournment.

## **Rule 7 Conducting Business**

### **7.1 Introduction and Discussion of Agenda Items**

All agenda items shall be introduced at the meetings by the General Manager. The Presiding Officer shall call upon the General Manager to perform this duty.

The Presiding Officer shall allow each elected Board Member to speak with regard to each agenda item. No elected Board Member shall speak more than five (5) consecutive minutes on any one agenda item, except by unanimous consent, unless the nature of the agenda time results in interactive dialogue between the elected Board

Member and a BPU employee or agent of the utility, in which case, such elected Board Member may conduct such dialogue for a reasonable period of time. An elected Board Member shall not speak more than once on each topic until every other Member who so desires shall have had the opportunity to speak.

## **7.2 Public Discussion Procedure**

### **A. Individual**

It is the policy of the elected Board to permit comments by members of the public at regular or special meetings in accordance with this Section. Each person desiring to address the elected Board shall sign in with the Recording Secretary. All visitors shall be introduced at the meeting by the General Manager. No person shall address the elected Board without first securing the recognition of the Presiding Officer.

In the visitor comment section at a regular or special meeting, when called upon, a visitor shall state his or her name and address for the record, state the subject, state whom he or she is representing if he or she represents an organization or other persons, and unless further time is granted upon motion, shall limit his or her remarks to three (3) minutes. No questions shall be asked of a member of the BPU staff without obtaining permission of the Presiding Officer. After the substantive agenda items are presented, visitors may provide comments regarding a substantive agenda item and, when called upon, a visitor shall state his or her name and address for the record, state the subject, state whom he or she is representing if he or she represents an organization or other persons, and unless further time is granted upon motion, shall limit his or her remarks to three (3) minutes. When a visitor speaks with regard to a substantive agenda item, the Presiding Officer shall not permit any communication, oral or written, to be made or read where it does not bear directly on the agenda item then under discussion.

### **B. Group**

In order to expedite elected Board business and to avoid repetitious presentations and/or comments, whenever any group of persons wishes to address the elected Board on the same subject matter, it shall be in order for the Presiding Officer to require that a spokesperson be chosen from the group to address the elected Board. If additional matters are to be presented by any other members of the group, the Presiding Officer may limit the number of such persons and limit the presentation to information not already presented by the group spokesperson, unless overruled by a majority of the elected Board Members.

Groups of persons shall be limited to a total presentation period of ten (10) minutes. The Presiding Officer shall first call for representatives of groups in favor of the matter under consideration and then for those groups in opposition to the matter under consideration. Further time may be granted by motion.

## **7.3 Disturbing Meetings**

No person shall interrupt, disturb or disrupt any regular or special meeting of the elected Board. Upon direction of the Presiding Officer, with approval of the elected Board, any such person shall be required to leave the Board Room and, potentially, the BPU building.

#### **7.4 Voting**

All resolutions or motions or other items of business shall be passed by the affirmative vote of no less than four (4) elected Board Members, unless otherwise provided by law.

The Presiding Officer may utilize a voice vote for the approval of minutes, agenda items, or other matters where a roll call vote is not required by law; provided, however, that a roll call vote shall be taken upon the timely request of any elected Board Member.

A vote lacking the required number of affirmative votes shall constitute defeat of an item.

An elected Board Member may change his or her vote only if a timely request to do so is made prior to the announcement of the vote by the Presiding Officer.

If a quorum of the elected Board is present and a majority of the Members voting vote in favor of a particular matter, abstentions from voting are to be counted as acquiescence with the votes of the majority, and the action will bind the body.

Votes shall not be taken when a quorum is not present.

The Presiding Officer shall announce the vote upon every matter upon which a vote is taken. The vote on any matter shall not go into effect until announced by the Presiding Officer.

#### **7.5 Motions in General**

A motion is the formal statement by an elected Member of the Board of a proposal or question to the Board for consideration and action.

No motion shall be debated or otherwise acted upon by the elected Board unless it is seconded, or unless otherwise provided in these rules. No further action is required on a motion which does not receive a second. Neither the maker nor seconder of a motion shall be required to vote in favor of that motion.

When a motion is made and seconded, it may be restated by the Presiding Officer before a vote.

Unless otherwise provided by law, a motion shall not be deemed passed unless it receives the affirmative vote of no less than four (4) elected Board Members.

A motion once before the elected Board may not be withdrawn by the maker without the consent of the second.

#### **7.6 Specific Motions**

A. The following ordinary motions shall be permitted in the elected Board meeting as set forth in this Section. The voting precedence of motions, when a main motion

is before the Board, and the purpose and features of such motions shall be as follows:

(1) Motion to adjourn.

Purpose: To terminate a meeting.

Debatable or amendable: Yes.

(2) Motion to recess.

Purpose: To permit an interlude in the meeting and to set a definite time for continuing the meeting.

Debatable or amendable: Yes, but restricted to time or duration of recess.

(3) Motion to postpone to a definite time.

Purpose: To prevent further discussion and voting on the main motion until a specified future date or event. If the motion fails, discussion and voting on the main motion resumes. If it passes, the subject of the main motion shall not be placed upon the agenda again until the specified date or event.

Debatable or amendable: Yes, but restricted to time.

(4) Motion to table.

Purpose: To set aside a pending main motion until a specific time later in the same meeting or the next following meeting. A motion to take from the table shall not be required.

Debatable or amendable: Yes, but restricted to time.

(5) Motion to close debate.

Purpose: To prevent or stop discussion on the pending debatable motion or motions and to bring such question or questions to vote immediately. If the motion passes, a vote shall be taken on the pending motion or motions. This shall require an affirmative vote of no less than four (4) elected Board Members.

Debatable or amendable: No.

(6) Motion to extend debate.

Purpose: To extend the time that will be devoted to discussion of a pending motion or to extend or remove limitations already imposed on its discussion.

Debatable or amendable: Not debatable; amendments are restricted to period of time of the proposed extension.

- (7) Motion to refer to staff or elected Board Committee.

Purpose: To refer the main motion before the Board to staff or an elected Board Committee for the purpose of investigating or studying the proposal and to make a report back to the elected Board. If the motion fails, discussion or vote on the question resumes. If the motion succeeds, the main motion to which it is applied shall be placed upon the agenda after such investigation or study is completed.

- (8) Motion to Amend.

Purpose: To modify or change a motion that is being considered by the elected Board so that it will express more satisfactorily the will of the Members. An amendment (primary amendment) may be amended by means of another (secondary) amendment, but an amendment to the secondary amendment is not in order. Only one primary and secondary amendment may be pending at any one time. The secondary amendment shall be voted upon before the primary amendment. If the motion passes, then the motion would be voted on as amended.

Debatable or amendable: It is debatable unless applied to an undebatable motion. It is amendable.

- (9) Motion to postpone indefinitely.

Purpose: To postpone a main motion until further elected Board action. If the motion fails, discussion and voting on the main motion resumes.

Debatable or amendable: It is debatable but not amendable.

- (10) Main motion.

Purpose: To place the agenda item before discussion and decision.

Debatable or amendable: Yes.

- B. The following special motions shall be permitted in the elected Board Meeting as set forth in this Section, at any time, and shall be voted upon in the order of making and prior to ordinary motions:

- (1) Motion to suspend the rules.

Purpose: To temporarily suspend a specific rule adopted by the elected Board. Requires an affirmative vote of no less than four (4) elected Board Members.

Debatable or amendable: No.

- (2) Motion to take up an item out of agenda order.

Purpose: To place an agenda item in a different position upon the agenda for elected Board consideration.

Debatable or amendable: Debatable as to position, but not amendable.

- (3) Motion to consolidate agenda items.

Purpose: To consolidate the consideration of items upon the agenda. If successful, the motion shall operate to take up out of order the items which are referred to and shall be considered as moving and seconding of all bills referred to in the motion which has not previously been moved and seconded. A vote on such consolidated bills shall be considered a vote on both items.

Debatable or amendable: Debatable, not amendable.

- (4) Motion to reconsider a vote.

Purpose: To permit subsequent vote on a motion which has previously been voted upon. A motion to reconsider must be made by an elected Board Member who voted on the prevailing side of the vote to be reconsidered; provided, however, that where a motion has received a majority vote in the affirmative, but is declared lost solely on the ground that a greater number of affirmative votes is required by statutes for the passage or adoption of such motion, then in such case a motion to reconsider may be made only by those who voted in the affirmative on such question to be reconsidered. Once made and decided in the negative, a motion to reconsider shall not be renewed.

Debatable or amendable: Not amendable, and debatable only as to reopening.

## **7.7 Point of Order/Appeal**

This procedure may be utilized at any time and shall not require a second.

Purpose: To raise a question regarding the procedure or rules followed by the Presiding Officer. The Presiding Officer shall decide the point before further business is conducted. Any point of order not promptly made shall be out of order and deemed waived. Any Member may appeal to the elected Board from a ruling of the Presiding Officer. The Member making the appeal may briefly state his or her reason for the same, and the Presiding Officer may briefly explain his or her ruling; but there shall be no debate on the appeal and no other Member shall participate in the discussion. The Presiding Officer shall then call for a vote in the following manner. "Shall the decision of the Chair be upheld?" If a majority of the Members present vote "No", the decision of the Presiding Officer shall be overruled, otherwise it shall be sustained.

## **7.8 Point of Personal Privilege**

This procedure may be utilized at any time and shall not require a second.

Purpose: To allow a Member to address the elected Board regarding a question of his or her integrity, character or motives or physical comfort.

#### **7.9 Request for Information**

This procedure may be utilized at any time and shall not require a second.

Purpose: To request information from the Presiding Officer or speaker. The request for information shall be made through the Presiding Officer, or directly to the speaker by leave of the Presiding Officer.

#### **7.10 Suggestion to Fill in Blanks**

This procedure may be utilized at any time and shall not require a second.

Purpose: To insert names, figures or times into a resolution or other item that has blanks as placed upon the agenda. After the main motion has been moved and seconded, any Member may suggest one item or a group of items to fill in such blanks relating to the same resolution or item. When blanks to be filled consist of a combination of items or names, the vote on blanks shall be in order of suggestion. When blanks to be filled consist solely of sums or times, the vote shall be taken in order with the smallest sum and longest date considered first.

### **Rule 8 Minutes**

#### **8.1 Application**

Minutes of all regular and special meetings shall be recorded. Such minutes shall be maintained in the administrative offices of the Board of Public Utilities, and shall be open to the public. The minutes shall reflect:

- (1) The date, time and place of the meeting or session;
- (2) The Members recorded as either present or absent;
- (3) A general description of all matters proposed, discussed or decided; and
- (4) Record of any votes taken.

An elected Board Member may request, through the Presiding Officer, the privilege of having his or her comments or written statement entered into the minutes concerning any resolution or item pending before the elected Board, provided that the General Manager shall abstract such verbal comments and further provided that any such written comments be distributed to all elected Board Members.

#### **8.2 Approval**

Approval of minutes shall be considered at the next regular elected Board meeting. It shall not be necessary to read the minutes prior to approval. Such minutes may be revised by the General Manager to correct spelling, numbering and other such technical defects. Prior to approval, any elected Member may, through the Presiding

Officer, request the privilege of amending or correcting the minutes to speak the truth. If objection is made by any elected Board Members to such amendment or correction, a majority vote of the elected Board shall be necessary for adoption of the correction or amendment.

## **Rule 9 Documents**

### **9.1 Error Corrections**

When a resolution or other item that has been placed on a meeting agenda contains typographical or non-substantive syntactical errors, the item may be corrected by the General Manager prior to or after adopted or vote without formal amendment; provided, however, that such changes shall not alter the result intended by the elected Board. Changes shall be made upon the original item included on the agenda, dated and initialed by the General Manager, and if necessary, the agenda version of such item shall be retyped and re-executed by the Presiding Officer and/or Secretary; such corrected elected Board item shall become the original document. Changes shall be noted at the next regular elected Board meeting.

### **9.2 Authorized Signatory**

The Presiding Officer and/or Secretary shall sign all resolutions and other documents requiring his or her signature which were adopted in his or her presence, unless he or she is unavailable, in which case the next alternate Presiding Officer and/or Secretary may sign such documents.

## **Rule 10 Change in Board Rules**

### **10.1 Failure to Observe Procedures**

The provisions of these Rules of Procedure are adopted to expedite the transaction of the business of the elected Board in an orderly fashion and are deemed to be procedural only. The failure to strictly observe such rules by the elected Board shall not affect the jurisdiction of the elected Board or invalidate any action taken at a meeting that is otherwise held in conformity with law.

### **10.2 Amendment of Rules**

These Rules of Procedure may be amended by the affirmative vote of no less than four (4) elected Board Members.

### **10.3 Suspension of Rules**

Any one of the Rules of Procedure may be suspended temporarily by the elected Board providing such suspension is not contrary to applicable law.