

ASSOCIATION OF POWER EXCHANGES (APEX) STANDING RULES

MEETINGS

Meetings shall be conducted in accordance with the APEX Bylaws and the current version of Robert's Rules of Order.

PROCEDURES

All correspondence sent in the name of APEX must be countersigned by the Chairman.

BOARD ELECTIONS

Board member elections shall take place at the Annual General Meeting ("AGM") of the APEX membership. The Chairman shall notify the APEX members of the individuals up for election to the APEX Board of Directors ("Board") at least seven (7) days prior to the AGM. The APEX bylaws provide that the Board must have at least three (3) members, but place no limit on the maximum number of Board members. The Board has typically had approximately nine (9) members with the goal to ensure that Board membership evenly represents the Americas, Europe and the Asia/Pacific regions.

ELECTION AND APPOINTMENT TO THE BOARD

1. Election of directors to the APEX Board of Directors shall occur at the AGM.
2. For vacancies on the Board that occur between AGMs, the Board will appoint directors to fill the vacancy(ies).

REMOVAL FROM THE BOARD

1. A director may be removed from the Board of Directors for failure to attend the minimum required number of meetings, acting in his/her own self-interest rather than in the interest of APEX or failure to fulfill his/her responsibilities as a director.
2. Removal of a director from the Board of Directors must occur at a meeting of the Board or via written consent in lieu of a meeting.
3. The members of the Board of Directors shall be given notice at least seven (7) days in advance of such meeting, which notice shall state that removal of the director is a topic for the agenda for the meeting. The notice shall also include a proposed resolution that details the reason(s) why the director is being recommended for removal from the Board of Directors.
4. The director that is proposed to be removed shall be given an opportunity to be heard before a vote is taken on his or her removal from the Board of Directors.
5. Removal of a director requires approval of a majority of the members of the Board of Directors. The director that is being proposed for removal from the Board of Directors shall not be included

in the count for determination of the number of members of the Board of Directors, nor shall that individual be permitted to vote on the motion for removal.

RESIGNATION FROM THE BOARD

1. Directors resigning from the Board shall notify the Chairman in writing, advising of the effective date of resignation. If the resigning officer is the Chairman, he/she shall give notice in writing to the Secretary.
2. Directors resigning from the Board shall provide notice of resignation at least thirty (30) days in advance of the effective date of resignation where possible.

FILLING VACANCY ON THE BOARD BETWEEN ANNUAL GENERAL MEETINGS

1. Upon the resignation or removal of a director from the Board of Directors between AGMs, the Board may appoint a replacement director.
2. When a director resigns, he/she may nominate someone from within their organization to fill their vacated position. The Board may then consider the nominated candidate for appointment to the Board.
3. Alternatively, if the resigning director's organization does not wish to nominate a replacement, or even if a replacement is nominated, the Board may decide to issue a solicitation to the APEx membership for nominations to fill the vacant seat on the Board.
4. Should a solicitation be made to the APEx membership for new Board member(s), such solicitation will typically be specific regarding the region of the world from which Board membership is desired.
5. There is no specific timeline for responses to a solicitation for new Board members. The Board decides on the deadline for responses when decided to issue a solicitation.
6. Responses to requests for nominations must be submitted to the Secretary, along with a curriculum vitae or resume that provides the qualifications and professional experience of the nominee by the deadline established by the Board.
7. Once responses are received, the Board may decide to appoint a committee to review responses and make a recommendation to the full Board for an appointee, or the Board may decide to discuss the full slate of potential candidates depending on how many responses are received.
8. Once a decision is made by the Board on appointing a new Board member, that new member is then invited to all future Board meetings and included in all distributions to the full Board.

APPOINTMENT TO OFFICE

1. The Chairman may appoint individuals for office, as necessary, which appointments shall be confirmed by the Board at any meeting called for that purpose, any regular meeting of the Board on which appointments are an agenda item, or via written consent in lieu of meeting.
2. To be confirmed for appointment, a candidate must be confirmed by a majority vote of the Board.

RESIGNATION FROM OFFICE

1. An officer resigning from his/her position shall notify the Chairman in writing, advising of the effective date of resignation.
2. A resigning officer shall provide notice of resignation at least thirty (30) days in advance of the effective date of resignation where possible.

AMENDMENT

1. These Standing Rules may be amended by a majority vote present at any regular meeting or at any special meeting of the Board, if at least thirty (30) days written notice is given of intention to alter, amend, or repeal, or to adopt new standing rules at such meeting.

Dated: [insert date of standing rules adoption]