

IDAHO UTILITY COORDINATING COUNCIL BY LAWS

ARTICLE I – NAME AND PURPOSE

A. NAME OF ORGANIZATION

Idaho Utility Coordinating Council a non-profit organization hereinafter referred to as the Council.

B. OBJECTIVES

To serve as a statewide organization of facilities owners, governmental agencies, contractors, and other interested parties cooperating in promoting public awareness and education on reducing damages to above ground and underground facilities; thereby promoting safety and protecting the public from service interruptions.

To actively assist and promote formation of Local Utility Coordinating Councils and once formed, to assist in their growth and development.

To act as a center for gathering and disseminating information on all activities regarding reductions of damage to existing facilities and standardization of new construction.

To act as speaker for all Local Utility Coordinating Councils on the state level and to serve as a liaison body with all state and national organizations.

To promote public awareness and education and coordination between utilities and governmental agencies for planning and design of facilities.

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 © (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE II – MEMBERSHIP, POWERS AND DUTIES OF THE COUNCIL

A. ORGANIZATION

The following officers shall be elected at the first annual meeting by the voting members of the Council: President, Vice-President, Secretary/Treasurer. Each year thereafter, a new Secretary/Treasurer will be appointed by the President and Vice-President.

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B. DUTIES OF OFFICERS

President: shall conduct meetings, serve on the executive board of directors, authorize the expenditure of Council funds as specified herein and shall be a member of all committees.

Vice-President: shall perform the duties of the President in the President's absence, serve on the executive board of directors and serve on special committees as assigned by the president.

ARTICLE II – MEMBERSHIP, POWERS AND DUTIES OF THE COUNCIL- Cont.

Secretary: shall record minutes of the meeting, send meeting notices, prepares the annual state directory. Shall maintain the Official Voter Roll, which will be a current list of voting members, and serve on the executive board of directors.

Treasurer: keeps records of finances, disburse funds as authorized, serve on the executive board of directors and serve on special committees as assigned by the president.

Past President: shall serve as the Executive Director of the Executive Board of Directors: serve on the executive board of directors, arrange for the Councils semi-annual meeting. Arrange any joint meeting with other state Councils; serve on special committees as assigned by the President.

Executive Board of Directors hereinafter referred to as the Board of Directors: shall be comprised of the Officers and Past President.

C. TERM OF OFFICE

The President and Vice President will be elected every two years. The Secretary/Treasurer thereby will be appointed by the President and Vice President.

D. RESIGNATION

If the President should resign, the Vice President shall serve as President for the remainder of the term but not more than thirty months. The Board of Directors shall appoint a replacement for the remainder of that term.

If the Vice President, Secretary or Treasurer resigns, Board of Directors shall appoint a replacement for the remainder of that term.

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E. MEETINGS

The Board of Directors shall conduct the general business of the Council, as such business shall be deemed necessary by the President and report such actions taken to the general membership at each semi-annual meeting.

Board meetings shall be held immediately prior to the semi-annual meeting and will be open to the general membership.

Annual state meetings: shall be held the spring of each year and regular meetings shall be held in the fall, unless designated otherwise by the Board of Directors.

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F. CONDUCT OF MEETINGS

Quorum, a 2/3 quorum of voting members of the Board of Directors shall constitute a quorum. When a quorum is present, a majority vote of those present will resolve any issue.

Roberts Rules of Order shall govern the parliamentary procedures unless otherwise provided for in these by-laws.

G. MEMBERSHIP

Voting members: each Local Utility Coordinating Council upon becoming attached to this Council shall be allowed two (2) voting members. The voting members shall be considered as the official voters for a Local Utility Coordinating Council when the names of the designated members are registered annually with the Secretary, and shown on the Official Voter Roll.

Substitute Voting members: a voting member who is unable to attend a meeting has the right and duty to appoint a substitute from the Local Utility Coordinating Council to attend in their stead with all voting rights. If the regular member is unable to appoint a substitute the President of the Local Utility Coordinating Council shall have the right and duty to appoint a substitute.

Substitute voting members: substitute voting members shall notify the secretary prior to the start of regular business of any state Council meeting.

Proxies: only proxies in writing will be accepted.

A list of members representing Local Utility Coordinating Council and of affiliate members will be maintained and published by the Secretary.

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Every Local Utility Coordinating Council and each affiliate member shall furnish the Secretary with an address to which notices of meetings and all other correspondence may be mailed.

Affiliate members: any individual or organization may apply for affiliate membership.

Applications for affiliate memberships shall be submitted to the Secretary. Acceptance shall be by majority vote of the Board of Directors. Affiliated members will have no voting rights and will have a lower dues structure and will not be subject to any special assessments.

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H. VOTING RIGHTS

The voting membership may override Board of Directors action by $\frac{3}{4}$ (three-fourth) majority vote of the designated voters on the rolls, not merely $\frac{3}{4}$ of those present.

Items referred from the Board of Directors to the floor for $\frac{3}{4}$ majority of the designated voters present may approve action.

Only official voting members of the council may make nominations from the floor.

I. AMENDMENT TO BY LAWS

Changes can be made in the by laws by a $\frac{2}{3}$ majority of those voting members present. Notice of the proposed vote on a change in the by laws and the text of the changes shall be furnished in writing to all registered members at least sixty (60) days prior to the scheduled meeting.

J. DUES AND COUNCIL FINANCES

The Board of Directors on an annual basis shall determine dues for affiliated members and Local Utility Coordinating Councils.

K. ASSESSMENTS

Local Utility Coordinating Councils will not be assessed during the first 12 months of operation.

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Any special assessments to finance Council projects and expenses shall be divided equally among the participating Local Utility Coordinating Councils or as otherwise specified by the board of directors.

Any projects requiring special assessments to Local Utility Coordinating Councils will be voted on the general membership.

The decision on the amount of financial support needed shall be determined by the board of directors at any of the meetings.

All Local Utility Coordinating Councils failing to pay the dues and or assessments shall lose their voting right in the Council at successive meeting until such time payment is made.

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L. COMPENSATION

No Director, Officer or Member shall receive compensation for service in the capacity of Director, Officer, or Member.

M. DISBURSEMENTS

Disbursements in payment of expenses for preparing and mailing the semi-annual meeting minutes may be paid by the Treasurer without the Board of Directors approval. Disbursement in payment of all other Council expenses in amounts less than fifth dollars (\$50.00) may be paid by the Treasurer with a hard copy of approval of the President.

N. BANK

All moneys of the Council shall be kept in such bank, as the board of directors shall from time to time designate. Checks, drafts or withdrawals drawn upon Council funds shall be executed by the Treasurer or President of this Council.

O. BUDGET

An annual budget shall be prepared by the Treasurer, approved at the first semi-annual meeting by the Board of Directors and presented at each annual meeting there after showing the current status of the budget.

P. DISSOLUTION

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal

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Revenue Code, or 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. Any such Assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office or the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III – COMMITTEES AND SUBCOMMITTEES

A. COMMITTEE APPOINTMENT AND REPORTING DUTIES

There shall be such a number of committees of this Council performing such functions as the Board or Directors from time to time shall determine.

The President of the Council shall make appointments to committees from the Council with the consent and advice of the Board of Directors.

Reports of committee progress shall be made at each regular meeting. An Annual report shall be made at any meeting.

B. NOMINATING COMMITTEE

A nominating committee shall be appointed by the President and shall prepare a slate of officers for the upcoming year. Said slate shall be sent to all Local Utility Coordinating Councils at least one month prior to the annual meeting.

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A nominating committee shall present the slate to all registered voters at the annual meeting. Nominations shall be accepted from the floor immediately prior to the election of officers.

C. SUB COMMITTEES

The state meetings should strive for maximum information exchanged between attendees. This cannot be accomplished if the group is separated in small meetings.

Specific projects will still be a vital part of the Council but they will be carried out by means of Board of Directors appointment of task groups under the guidance of an interest group chairman.

The Board of Directors shall appoint all chairmanships.

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Assistant chairman can be appointed. This person, however, will not automatically become chairman.

Sub-committees: will specify the group objective and plan of action, achieve the objective in a reasonable period of time and automatically disband, thus freeing the participants for other activities.

The responsibilities of the subcommittees chairman are now listed in part:

Provide a format for the maximum information exchanged at state semi-annual meetings by use of various formats for pre-selected agenda items.

Some format options are round table, panel discussion, expert speaker, vendor presentation, Local Utility Coordinating Council presentation, film video tape, etc.

Monitor interim progress of assigned task groups to insure productive activity.

Maximize exchange of information between Local Utility Coordinating Councils with special emphasis on beneficial procedures, programs and activities.

Obtain Local Utility Coordinating Councils contact name, address and phone number for publication in the quarterly interest report in order to stimulate inter-council contact.

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Prepare a written semi-annual report of group activity for submittal to the secretary.

Assist the Board of Directors with preparation of mini seminars for presentation by Local Utility Coordinating Councils meetings.