

BY-LAWS OF ROGUE BASIN UTILITY COORDINATING COUNCIL

ARTICLE I: Name and Purpose

Section 1 - Name

The name of the organization shall be Rogue Basin Utility Coordinating Council (RBUCC).

Section 2 – Purpose

The RBUCC is organized exclusively for promoting organized planning and installation of underground facilities as well as protecting those substructures once in place.

ARTICLE II: Membership

Section 1 – Membership

Membership shall be open to any individual or group interested in furthering the mission of RBUCC.

ARTICLE III: Executive Board

Section 1 – Board Membership

The business and affairs of this Council shall be managed and controlled by an Executive Board consisting of seven (7) officers. The officer positions shall be the President, Vice President, Secretary, Treasurer, Contractor's Representative, Utility Locators' Representative, and the Publicity and Education Chair.

Section 2 – Elections

Officers of the Executive Board shall be elected by the voting members of this Council at the annual meeting in December. They shall begin their term at the end of the annual meeting in December.

Section 3 – Term of Office

Officers of the Executive Board shall be allowed to serve for a one (1) year term.

Section 4 – Executive Board Meetings

The President, or the Vice President in the President's absence, shall convene regularly scheduled Board meetings. Executive Board Meetings shall be conducted under Robert's Rules of Order.

Section 5 – Quorum

A quorum will consist of the President or Vice President and at least three (3) other members of the Executive Board. Each officer will have one (1) vote and a majority vote of the officers present shall determine any issue before the Board, except as otherwise noted in these By-Laws.

Section 6 – Voting

Each Executive Board Officer shall have one (1) vote; the vote may be done by the officer or by proxy executed in writing by the officer. Such proxy shall be filed with the Executive Board before or at the time of the vote any may be of any duration specified by the officer.

Section 7 – Vacancies

A vacancy, for any cause, other than the President, shall be filled by Presidential appointment and ratified by a majority vote of the Executive Board. The appointment shall be for the remainder of the vacating officer's term. If the vacancy is in the position of the President then the Vice-President shall automatically ascend to the position of President and shall serve until the annual meeting in December of that year. In the event of vacancies in both the positions of President and Vice President the Secretary shall ascend to the office of President and shall serve until the annual meeting in December of that year. The vacancies for the position of Vice President and Secretary shall be filled in the manner stated in this section.

Section 8 – Removal of Executive Board Officer

An officer may be removed by a majority vote of the Executive Board, at any regularly scheduled or special meeting of the Executive Board, whenever in its judgment the best interest of the Council would be served thereby.

Section 9 – Resignation of an Executive Board Officer

An Executive Board Officer may resign from the Executive Board at any time by giving written notice to the Board. Such resignation shall take effect at the time specified therein and no acceptance of such resignation shall be necessary to make it effective.

Section 10 –Excessive Absences of an Executive Board Officer

Any officer who is absent from two (2) successive Executive Board meetings and/or fails to participate for six (6) months shall be deemed to have resigned due to non-participation. His/her position shall be declared vacant, unless the Executive Board affirmatively votes to retain that officer as a member of the Executive Board.

ARTICLE IV: Executive Board Officers

Section 1 – President

The Executive Board President shall be in charge of the general and active management of the Council's business and affairs and shall be an ex-officio member of all committees. The President shall preside at any regular and/or special meetings of the Executive Board and shall preside over the general membership meetings. The President shall attend, or shall arrange for another Board Officer to attend, all OUCC meetings as an official representative of the Council. The President shall appoint all committees, shall see all books and reports, and shall be one of the officers who may sign checks or drafts of the Council. The President shall be responsible to make annual reports, in December, showing the condition of the affairs of the Council, making such recommendations as he/she thinks proper. The President shall be responsible for the timely and orderly conduct of annual elections.

Section 2 – Vice-President

The Executive Board Vice-President shall act as assistant to the President. The Vice-President, in the event of the absence or inability of the President to exercise his/her office, shall become acting president of the Council with all the rights, privileges and powers as if he/she had been duly elected as president. The Vice-President shall be an ex-officio member of all committees and shall supervise the actions of the committees and perform such duties in connection with the administration of the Council as the Executive Board may direct.

Section 3 – Secretary

The Executive Board Secretary shall keep the minutes/records of the Council and the maintenance of such in the appropriate books. The Secretary shall be responsible for notification to the Executive Board and members of regular meetings and special meetings. The Secretary shall present to the Executive Board and members any communications received for the Council and perform such duties in connection with the administration of the Council as the Executive Board may direct.

Section 4 – Treasurer

The Executive Board Treasurer shall have the care and responsibility of all monies belonging to the Council, keeping accurate accounts. The Treasurer shall be one of the officers who shall sign checks or drafts of the Council. The Treasurer shall prepare and report on the finances of the Council at each Executive Board regular meeting. The Treasurer shall prepare an annual report, in writing, to be presented at the annual meeting, in December, as to the financial condition of the Council. The Treasurer shall prepare other reports and perform such duties in connection with the administration of the financial affairs of the Council as the Executive Board may direct.

Section 5 – Contractor’s Representative

The Executive Board Contractor’s Representative shall be the representative on the Board for the contractor members of the Council. The Contractor’s Representative shall advocate for and represent the interests of the contractor group in matters before the Board, and any other such duties as the Executive Board may direct.

Section 6 – Locator’s Representative

The Executive Board Locator’s Representative shall be the representative on the Board for the locator members of the Council. The Locator’s Representative shall advocate for and represent the interests of the locator group in matters before the Board, and any other such duties as the Executive Board may direct.

Section 7 – Publicity and Education Chair

The Executive Board Publicity and Education Chair shall be responsible for the acquisition and distribution of all publicity and educational materials, set-up and manning of the display materials at public venues, and any other such duties as the Executive Board may direct.

ARTICLE V: Membership Meetings

Section 1 – Meeting Schedule

Meetings of the Council shall be held on a quarterly basis, as determined by the Executive Board. The time and place of the meetings shall be determined by the Executive Board. Notices of meetings shall be sent out by the Secretary to each member giving not less than two (2) week notice of said meeting.

Section 2 – Special Meetings

Special meetings of the members may be called by the Executive Board. Notices of special meetings shall be sent out by the Secretary to each member giving not less than one (1) week notice of said meeting.

Section 3 – Mailing

Every member shall furnish the Executive Board Secretary of this Council with an address and/or email to which notices of meetings and all other correspondence shall be sent.

Section 4 – Quorum of Membership

The voting membership present for regularly scheduled or special meetings of the Council shall constitute a quorum, and a majority vote of those present shall determine any issue coming before the membership except amendments of the By-Laws as covered in Article IX.

ARTICLE VI: Committees

Section 1 – Purpose

There may be, from time to time, a need for committees of this Council to perform such functions as the Executive Board may determine. Such committees shall have the power and duties designated by the Executive Board, and shall give advice and make non-binding recommendations to the Board.

Section 2 – Appointments

Appointment to committees of this Council shall be made by the Executive Board President with the consent and approval of the Executive Board.

Section 3 – Reports

Reports from the committees’ progress shall be made at each quarterly meeting as well as an annual report at the annual meeting in December.

ARTICLE VII: Council Finances

Section 1 – Compensation

No Executive Board Officer, Executive Board Member or general member shall receive compensation for services in any capacity for the Council.

Section 2 – Loans

No loans shall be made by the Council to any Executive Board Member or general member.

Section 3 – Authorized Expenses and Reimbursement of Monies

Prior approval shall be required from the Executive Board for reimbursement of authorized expenses, in reasonable amounts, incurred in the performance of their duties for the Council.

Receipts shall be required for reimbursement of monies.

Section 4 – Disbursement Authority

Disbursements for payment of Council expenses in the amount greater than one hundred dollars (\$100) shall require Executive Board approval. Approval of such expenditures shall be given by the President and at least three (3) other officers of the Executive Board. Motions/Votes for approval of said disbursement shall be recorded by the Executive Board Secretary in the minutes of the meeting. These By-Laws shall allow provision for voting by electronic means if such is required during the interval between regular Executive Board meetings. In all cases priority shall be given to the prompt and timely payment of all lawfully incurred debts of the Council.

Section 5 – Account Location

All monies of the Council shall be kept in a financial institution which has been approved by the Executive Board.

ARTICLE IX: Amendments

Section 1 – Process

Amendments to these By-Laws may be proposed by any officer of the Executive Board at any regularly scheduled Executive Board meeting, or between Executive Board meetings, as outlined in the SOGs, attached to these By-Laws. Amendments to these By-Laws may be proposed by any general member at any regularly scheduled membership meeting. The proposed amendments must be submitted in writing, and include compelling arguments as to why the amendments are needed. Amendments submitted by general members must be accompanied by signatures of at least ten (10) members in good standing. Proposed amendments shall be studied by the Executive Board and a statement, support, or rebuttal shall be made and presented at the next regularly scheduled membership meeting.

Section 2 – Discussion and Voting

Proposed amendments must be included in the membership meeting announcements sent to general members at least two (2) weeks prior to the membership meeting date. Before a vote is taken, at the membership meeting, time shall be given to general members to speak for or against the merits of the proposed amendments. Speeches, for or against the amendments, may be restricted to five (5) minutes, at the Executive Board President's discretion; however the restriction must apply to all or none of the speeches.

Section 3 – Decision

Amendments shall be adopted by the general membership at a quarterly general membership meeting or special meeting upon the affirmative vote, one (1) vote per member, no proxy shall be allowed, of two-thirds (2/3) of those members present.

These By-Laws were approved at the meeting of the general membership on _____.

STANDARD OPERATING GUIDELINES

1. Meeting Protocols

A – Regular Meetings

Regular meetings of the Executive Board shall be held as often as necessary for the purpose of conducting business for the Council. Notices of regular meetings shall be sent out by the Secretary to each Executive Board officer giving not less than two (2) weeks notice of said meeting.

B – Special Meetings

Special meetings of the Executive Board shall be called upon the request of the President or any two officers of the Executive Board. Notices of special meetings shall be sent out by the Secretary to each Executive Board officer giving not less than one (1) week notice of said meeting.

C – Telephonic or Electronic Meetings

Any or all Executive Board meetings may be conducted by means of conference telephone or by any means by which all Executive Board Officers are able to participate in said meeting/s and communicate with one another.

D – Informal Action by Executive Board Officers

Any action required or permitted to be taken by the Executive Board may be taken without a meeting if a majority of the officers consent in writing through fax, mail, or by electronic mail to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the officers shall be filed with the minutes of proceedings of the Executive Board.

2. Electronic Voting Protocols

A – Electronic Voting

Electronic voting shall only be allowed for Executive Board meetings and/or Executive Board informal actions. In addition, electronic voting shall only be allowed if all Executive Board Officers are able to fully participate in said vote and/or informal action either by means of fax, mail, or by electronic mail.

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