

By-Laws of Kootenai County Utilities Council

Article I: Name

The name of this organization is the Kootenai County Utilities Council (hereinafter referred to as the KCUC).

Article II: Objectives

The objectives of KCUC are:

Section 1: Education –To educate the public, homeowners, business-owners and utility providers by:

- a. Providing an objective educational forum without political, social, financial, or national bias,
- b. Fostering the exchange of ideas, information, and studies focused on the planning, operation, and consequences of not calling before you dig,
- c. Promoting professional interaction, stimulating research, encouraging publication, and generally aiding in the advancement of its members and other organizations having related objectives.

Section 2: Equal Opportunity – Being mindful of the undesirable effects of institutionalized discrimination, the KCUC shall conduct its activities on a fair and equitable basis without bias. Further, the KCUC shall encourage and promote equal opportunity participation in all KCUC activities.

Section 3: Political Activity – The KCUC may provide testimony or participate in limited lobbying to influence legislation, but shall not expend a substantial part of its budget in these matters; nor shall it participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for office. It is the responsibility of individual KCUC members, officers and duly appointed representatives participating in any legislative process to be aware of legal and professional limits.

Article III: Membership

Section 1: Eligibility – Any responsible organization with a serious interest in the field of utility protection and call before you dig, in agreement with the mission and approving of the objectives of the KCUC shall be eligible for membership in the KCUC.

Section 2: All paid memberships are considered valid for the period starting at first meeting in March for a period of one (1) year. Membership will not be pro-rated.

Section 3: Members– Each organizational entity shall be allowed one (1) regular voting membership. Regular membership shall be subject to approval by majority vote of the Board on an annual basis and shall be contingent upon payment of annual dues and/or assessments as described in Article III Section 4. Any regular member unable to attend a meeting has the right and duty to vote by written proxy or to appoint, in writing or verbally, a substitute representative to attend with all voting rights.

Section 4: Dues and Assessments

- a. Dues – Annual dues schedules shall be established at annual meetings and approved by majority vote of the KCUC as set forth in Article IV, Section 5.
- b. Assessments – Occasional levies to finance council projects and expenses may be assessed to each entity represented by a regular council member. All such assessments shall be approved by majority vote of the council as set forth in Article IV, Section 5.
- c. Failure to Pay – Any entity failing to pay its dues or assessment within sixty (60) days of billing shall lose its voting right in the council until such time as payment is made.

Article IV: Meetings

Section 1: Annual Meeting – The annual meeting of this council shall be held no later than thirty (30) days after the close of the calendar year. The exact date and place shall be set by the Board at the last regular meeting of the calendar year. At the annual meeting of the KCUC, a quorum shall consist of ten (10) or ten percent (10%), whichever is greater, of the members in good standing.

Section 2: Regular Meeting – Regular meetings shall be held on the 1st Wednesday of each month at a time and location specified by the Board. These may be changed to such other times and at such place as the Board may determine for the purpose of transacting such business as may legally come before the council.

Section 3: Special Meeting – Special meetings of the members of the KCUC shall be called by the Chair, at the request of a majority of the Board or upon the written petition of ten percent (10%) or more of the members in good standing.

Section 4: Correspondence – Every member shall furnish the Secretary of this council contact information to include mailing address, phone number, e-mail address and/or fax number to which notices of annual and special meetings, as well as, other correspondence may be sent.

Section 5: Voting – A majority of the voting membership present shall constitute a quorum for regularly scheduled or special meetings of the board and/or council and a majority vote of those present and voting shall determine any issue coming before the membership. Any tie shall be broken by the Chair of the Board.

Article V: Board of Directors

Section 1: The Board of Directors shall consist of three (3) Directors elected for a term of three (3) calendar years, beginning the first meeting in February, following the January election. For the 2017 election these years will be staggered, 1, 2 and 3 year terms.

Section 2: Annual Election – The Board of Directors of this council shall be elected by the voting members of this council at the annual meeting of the membership by majority vote as set forth in Article IV, Section 5. The nominees for all director positions shall be members of the KCUC in good standing. No member shall hold more than one (1) elective office during a term.

Section 3: Tenure of Officers and Directors – Directors shall not serve more than two (2) successive terms. The period of time a director may serve, in completing the unexpired term of another director, shall not be included when applying the foregoing limitation of terms. Directors shall serve without compensation.

Section 3: Removal from Office – Any director of the board may be removed from office for just cause by majority vote of the membership as set forth in Article IV, Section 5.

Section 4: Vacancy – In the event of a vacancy in the office of the Chair, the Vice-Chair shall automatically, succeed to the Chair. Vacancies in any other positions may be filled for the balance of term, by a vote of the Board at any regular or special Board meeting.

Section 5: Nomination – At the regular meeting immediately preceding the annual meeting, a Nominating Committee shall be appointed by the Chair. The committee shall consist of three members, none of whom will be eligible to run for office. The committee shall nominate one or more candidates, who have been interviewed regarding their willingness to serve, for each position. The report of the Nominating Committee shall in no manner abridge or affect the right of the members to make nominations from the floor.

Section 6: Duties of the Board – The officers of the KCUC shall consist of the four following positions:

- a. The Chair shall be the chief elected officer and the official spokesperson for the KCUC. He or she shall preside at all meetings of the Board and shall be an ex-officio member of all committees. The Chair shall coordinate with other local groups of interest to the KCUC, including but not limited to the Panhandle, North Idaho, or Idaho State Utilities Council (IDUCC) and shall set related agenda items. The Chair can sign disbursements from the KCUC account. The Chair shall make annual reports showing the condition of the affairs of the KCUC, making such recommendations as he or she thinks proper, and submits the same to the KCUC at its annual meeting. He or she must represent an active KCUC member in good standing.

- b. The Vice-Chair assumes the duties of the Chair in the absence of the Chair. He or she is an ex officio member of and coordinates with all the subcommittees and sets related meeting agenda items. He or she performs other duties as the Chair and Board recommend. He or she must represent an active KCUC member in good standing.
- c. The Secretary shall prepare and distribute accurate minutes of all proceedings and meetings of the KCUC and Board. He or she coordinates and distributes meeting agendas, and maintains and distributes the member directory to include type of membership and entities represented. He or she maintains files on all minutes and other related documents of KCUC. He or she performs roll call votes when necessary. He or she must represent an active KCUC member in good standing, unless the Board determines that this position is better served through contracted services.
- d. The Treasurer shall be responsible for managing the KCUC finances and shall handle the KCUC funds in accordance with procedures established by the Board. All monies of the council shall be kept in such bank as the Board shall designate. Checks, drafts or withdrawals, drawn upon council funds, shall be executed by not less than two officers of the council. The Board of Directors shall approve disbursements of council funds in excess of fifty dollars (\$50.00). The Treasurer shall be responsible for the verification and filing of the Annual Chapter Report which include the Chapter's financial statement, and shall be responsible for all other reports and filings as required by other agencies. He or she shall be responsible for an annual report in writing at the annual meeting as to the financial conditions of the KCUC. He or she must represent an active KCUC member in good standing, unless the Board determines that this position is better served through contracted services.

Section 7: Board of Directors ("Board") – The Board shall be composed of three (3) Directors.

- A. The Directors shall elect one of their number as Chairman of the Board and one as Vice-Chair, and shall appoint a Secretary and Treasurer at the first annual regular meeting. The Secretary and/or Treasurer will carry out the daily business of the KCUC.
- B. The Board shall meet monthly. Special Meetings of the Board may be called by the Chair or upon written petition signed by two (2) members of the Board. The meeting shall be held at a time and place designated in the notice of the meeting. Actual notice shall be given to each Board member at least seven (7) days prior to the meeting and shall state the purpose of the meeting.
- C. Business transacted shall require a majority vote of the Members present, unless a different vote is required by these By-Laws. The Board may transact business at a

meeting, by a telephone conference call, by email, by a telephone or email ballot, or by facsimile ballot.

Section 8: Duties of the Board – The Board shall be the principal governing body of the KCUC with full supervision and control over all KCUC business affairs. The Board shall have the authority to act on matters deemed necessary on behalf of the General membership. The Board shall review, accept, and act upon subcommittee reports. The Board shall initiate contact with, and make recommendations to other professional organizations or groups, such as the Idaho State Utilities Council. The Board shall make recommendations for the formation of Committees to the General Membership.

Article VI: Standing and Special Committees

Section 1: Standing Committees of the KCUC shall include a nominating committee appointed by the Chair and approved by the Board. Additional special and standing committees dealing with special topics including, but not limited to finance, membership, education, publications and webpage, and conferences may be established as needed. The Board shall recommend the establishment of Committees to the General Membership. The Chair, with the approval of the Board, shall establish the duties and membership of such committees as appropriate to support the KCUC's need.

Article VII: Election of One Number Locator Service

Section 1: Eligibility – The one-number locator service of the KCUC shall be selected by the voting members of this council who are underground facility owners as defined in Chapter 22, Title 55, of the Idaho Code.

Section 2: Notification – Notice of intent to vote for a one-number locator service, including a scheduled time, date, location, and list of all members eligible to vote, shall be provided by the Secretary to all applicable voting members not less than fifty (50) days prior to the vote.

Section 3: Verification – The list of eligible voters shall be approved by the Board at the last regular meeting of the council before the vote.

Section 4: Minutes – The minutes of the last regular meeting before the vote shall be provided by the Secretary to all applicable voting members not less than twenty (20) days prior to the vote. These minutes shall include the original notice of the intent to vote and all pertinent discussion.

Section 5: Voting – Vote will be by roll call. Those present will constitute a quorum. The majority shall rule. Any tie shall be broken by the Chair of the Board.

Article VIII: Amendments

Section 1: These By-Laws may be amended by the membership at any meeting upon the affirmative vote of two-thirds of a quorum of the voting membership present.

Section 2: Proposed amendments shall be submitted to the Board in writing no less than thirty (30) days prior to the vote.

Section 3: Recommendations for amendment will be discussed at the general membership meeting and voted on at the following membership meeting. The Secretary shall publish the recommended amendments no less than twenty (20) days prior to vote. Notification to members shall be the same method used for all regular KCUC notification.

These By-laws were adopted by an affirmative vote of two-thirds of those members present and voting, at the meeting of this council on the 7TH day of DECEMBER, 2016.

Dated 12-7-2016

Kootenai County Utilities Council bY

Bob Chandler

Chair

[Signature]

Vice Chair