



Region 5

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## BYLAWS

Approved April 21, 2005

**UTC Region 5, Minnesota, North Dakota, South Dakota**

### **Article I. Name**

The name of the organization shall be UTC Region 5 Minnesota, North Dakota, and South Dakota hereinafter Region 5.

### **Article II. Purpose**

To represent through the United Telecom Council (hereinafter "UTC national") the telecommunications and information technology interests of electric, gas, water utilities and other critical infrastructure companies operating within the states included in Region 5.

### **Article III. Scope**

It shall be the responsibility of Region 5 to:

1. Serve as an information center relative to all matters that affect or may affect the telecommunications and information technology interests of Region 5 members.
2. Respond to issues impacting the members by reporting problems to the UTC national.
3. Affiliate and participate with other UTC regions through UTC national to address issues impacting the telecommunications and information technology interests of utilities and energy companies in general.

### **Article IV. Authority**

Region 5 shall be advisory in character and shall have no authority to act for or commit the members represented. Region 5 shall not enter into any obligation committing more funds than are available to the Region at the time and shall submit proposed contracts to UTC national for review and approval. Any contractual obligation incurred by an individual purportedly acting on behalf of Region 5 and outside the scope of this authority shall be considered a personal obligation of the individual entering the contract and/or his or her employer organization.

## **Article V. Members**

Members of Region 5 shall include all members of UTC national in the states of Minnesota, North and South Dakota. Eligibility for membership in Region 5 shall follow the criteria for membership in UTC national, as specified the bylaws of UTC national.

Each member company shall appoint an individual to serve as its delegate, and at the member company's option, appoint an alternate delegate. Only one representative from each member company in the region may vote during Region 5 meetings.

## **Article VI. Officers**

The elected officers of Region 5 shall be the Chair, Vice-Chair, and Secretary/Treasurer, and the chairs of all standing committees. These officers shall be elected annually, except that it shall be understood that the Vice-Chair will normally succeed the Chair at the end of his/her term. No officer shall serve more than two consecutive terms in the same office.

### **1. Executive Committee**

The Executive Committee shall be composed of the officers of Region 5 and other members as may be determined by the Chair. It shall be responsible for managing the activities of Region 5. The presence of a simple majority of the members of the Executive Committee shall constitute a quorum. Appeal from Executive Committee decisions may be made in writing to Region 5 by any delegate or alternate. The Executive Committee will also prepare material to be submitted to Region 5 members at each meeting.

### **2. Committees**

- a. Standing Committees. Standing committees may be appointed and dissolved by the Chair of Region 5 with the approval of the Executive Committee in order to achieve the purpose of Region 5.
- b. Special Committees. The Chair shall appoint a Nominating Committee of at least 3 members prior to the Region 5 annual meeting. This committee shall prepare a slate of candidates for election in accordance with these Bylaws. Other such special committees as are deemed necessary shall be appointed and dissolved by the Chair with the approval of the Executive Committee.

## **Article VII. Meetings**

Region 5 shall convene annually for the purpose of electing officers and conducting Regional business, and at such other times as may be deemed necessary by the Executive Committee.

### 1. Notice

Due notice shall be given to all members of record of each annual or special meeting of Region 5. Such notice shall allow time for delivery of the notice and time for travel to attend the meeting called.

### 2. Quorum

Members in attendance at a meeting called pursuant to due notice shall constitute a quorum for the transaction of business.

### 3. Amendments

These Bylaws shall not include provisions in conflict with those of UTC national. Proposed amendments to these Bylaws shall be submitted to the Executive Committee for approval and, if approved, shall be submitted to all members. If any statement opposing the proposed amendment and signed by five or more members shall be received by the Secretary within 15 days of the date the proposal was submitted to the members, the matter shall be deferred to the next Region 5 meeting. If no such opposing statement is received, a letter-ballot, which shall include full information as to origin and necessity, may be submitted to all active members by the Secretary.

Proposed amendments shall become effective immediately upon approval by a majority of all active members.