

FLORIDA UTILITIES COORDINATING COMMITTEE

BYLAWS

FLORIDA UTILITIES EST. 1932 COORDINATING COMMITTEE



*Adopted and approved by the Florida Utilities Coordinating Committee at Fort Lauderdale, Florida on **May 8, 1998***

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BYLAWS OF THE FLORIDA UTILITIES COORDINATING COMMITTEE

SECTION I: NAME

The name of this Committee shall be the FLORIDA UTILITIES COORDINATING COMMITTEE, hereinafter referred to as the Committee.

SECTION II: MISSION STATEMENT

To promote coordination and cooperation for co-habitation of utility facilities and travel ways within public rights-of-way, for the mutual benefit of all users.

SECTION III: PURPOSE

- 1) The Committee was formed in 1932 to act as the liaison between Utility Owner Agencies and the federal, state, and municipal stewards of the public's rights-of-way.
- 2) The purpose of the Committee shall be to promote the effective and equitable coexistence of utilities to create a successful working relationship among and between utilities, and other entities, through coordination, cooperation and communication. It is the intent of this Committee to achieve this purpose through frank and impartial consideration of all matters referred to it with full recognition of the respective rights and obligations of the organizations concerned. It is the further intent of the Committee to act as a liaison between the utility industry and government entities in reviewing, meeting, and providing comments when rules, practices, and policies are being developed that may affect utility work.
- 3) The Committee shall support and give aid to district and local utility coordinating groups by providing a forum for local and district groups to coordinate on a statewide level. The Committee shall strive to provide a benefit to the local coordinating groups by actively providing educational update programs, provide communiqué in the form of newsletters, notices, and minutes that are distributed through the local groups.
- 4) The Committee shall establish a liaison with national and statewide organizations that can impact utilities or reach other entities involved in the utility industry.
- 5) Information, decisions, policies, procedures and instructions from the Committee to the utilities and other entities will be disseminated through the minutes of Committee Meetings via mailing or other electronic communication.

SECTION IV: MEMBERSHIP

- 1) MEMBER: Membership is considered voluntary and is comprised of individual representatives of stakeholders interested in promoting a free exchange of information within the utility, transportation and construction industries and to promote cooperation between these industries to the overall good of the Members and public in general throughout the state of Florida.

- 2) A Member is defined as an individual who is part of the General Membership who has attended a minimum of two (2) state-wide meetings of the Organization.
- 3) Member Organization: Members shall be divided into Member Organizations that represent the type of stakeholder group the Member is employed by or represents. The following table lists the Member Organizations of the Committee.

Member Organizations	
Telephone/CATV/Data Provider	Governmental Non-Utility
Power	Design Consultant
Gas	Utility Notification Center
Water	Geospatial Consultant
Sewer	Consultant Utility Coordinator
Governmental Utility	
Contractor	

SECTION V: FEES & SPONSORSHIPS

- 1) A registration fee will be charged to every person attending each Committee Meeting. Persons having received the Malcom Yancey Award (Section VIII, 2.a.ii) shall not be required to pay any registration fees.
- 2) All fees will be established as approved by two-thirds majority vote of the Steering Subcommittee.
- 3) Sponsorships help to offset Committee Meeting costs and allow the Committee to increase the value of attendance to its Members. Sponsorships also provide tangible benefits to the Sponsor in the form of advertising and special recognition in print and during these meetings. The fees and specific benefits pertinent to each Sponsorship Level will be established as approved by two-thirds majority vote of the Steering Subcommittee as defined in Section VIII.
 - a) Sponsorship Levels
 - i) Member Emeritus
 - ii) Platinum
 - iii) Gold
 - iv) Silver
 - v) Bronze
 - b) Special Contributions – organizations may sponsor specific activities (e.g. refreshments, meeting rooms, demonstrations) associated with Committee Meetings.
 - c) In-Kind Sponsors – organizations may share their resources in the form of goods and/or services to help offset costs to the Committee (e.g. website hosting, bank

fees, computer and audio/visual (AV) equipment). The Steering Subcommittee will determine the organization's In-Kind sponsorship level attained by establishing a value to these goods and/or services.

- d) Sponsorship Levels and Sponsorship Amounts shall be reviewed and renewed annually at the Annual Meeting.

SECTION VI: OFFICERS

- 1) The Officers of the Committee shall be the Chairperson, Vice-Chairperson, Secretary, Treasurer, and Historian who will be selected from among the Membership as defined in Section IV of these Bylaws. The terms of office for the Chairperson, Vice-Chairperson, and Secretary shall be for one year and shall begin with their elections during the Annual Meeting. The Treasurer and Historian term of office will be three years, and each may be reelected to serve multiple terms.
- 2) The offices of Chairperson, Vice-Chairperson and Secretary shall be so distributed that no type of Member Organization will be represented in more than one office at any given time. It is preferred that no one type Member Organization shall be represented in the office of Chairperson, Vice-Chairperson, or Secretary for a continuous period longer than one year.
- 3) Vacancies created by the expiration of the one-year terms of the Chairperson, Vice-Chairperson, and Secretary will be accomplished in the following manner. The outgoing Secretary will automatically become the nominee for incoming Vice-Chairperson and the outgoing Vice-Chairperson will become the nominee for incoming Chairperson. An incoming Secretary will be nominated by the Steering Subcommittee as defined in Section VIII. Additional nominations from the floor may be received for any of the above offices.
- 4) Vacancies created during any organizational year shall be filled by advancement of the remaining Officers in accordance with Paragraph 2 above. Vacancies remaining after such advancement shall be filled by persons appointed by the Chairperson and ratified by a majority vote of the Steering Subcommittee. Such appointments shall conform to the rules set forth in Paragraphs 1 and 2 above and will be presented for ratification at the next Committee Meeting.
- 5) Any Officer may be removed from office before their term has expired by majority vote of the Steering Subcommittee if ratified by a two-thirds vote of the Membership.
- 6) Nomination for vacancies and election of the Historian and Treasurer will be made by the Steering Subcommittee once every three years and/or as the position becomes open.

SECTION VII: DUTIES OF OFFICERS

1) The Chairperson shall have the following responsibilities:

- a) General supervision and jurisdiction over the affairs of the Committee,
- b) Preside at all Committee Meetings,
- c) Establish or abolish the non-standing subcommittees as necessary, and appoint a chairperson to the established subcommittees,
- d) Conduct Business Meetings of the Committee,
- e) Be a standing member of each subcommittee or taskforce,
- f) At least 1 month prior to each Committee Meeting, develop and submit that meeting's budget to the Treasurer for their review.

2) The Vice-Chairperson shall have the following responsibilities:

- a) Assist the Chairperson as desired in the performance of their duties,
- b) In the absence of the Chairperson or the inability to serve, shall act in the stead of the Chairperson,
- c) Preside as Chairperson over all meetings and functions of the Steering Subcommittee and convene such meetings as needed with the approval of the Chairperson,
- d) Act as Parliamentarian, correlating the parliamentary procedures of the Committee with established rules of order,
- e) Report to the Committee at each of the Business Meetings the activities of the Steering Subcommittee,
- f) Conduct a review of the treasure's report and records annually,
- g) Preside over the Combined Interest Group Meeting,
- h) Be in charge of various subcommittees as required by the Chairperson.

3) The Secretary shall have the following responsibilities:

- a) Prepare minutes of all meetings and send copies to all Members and Associate Members,
- b) Prepare correspondence as directed by the Chairperson,
- c) In the absence of the Chairperson and the Vice-Chairperson or their inability to serve, shall act in their stead,
- d) Oversee or conduct the oversight of the Committee Meeting notices, program booklets, newsletter, web-page, and other correspondence required by the Committee,
- e) Prepare minutes of the Steering Subcommittee meeting and distribute with the minutes of the Business Meeting,
- f) At the end of the term in office, the Secretary will turn all records over to the Historian.

4) The Treasurer will have the following responsibilities:

- a) Collect all fees and donations from Committee activities,

- b) Coordinate with conference planning and make payment of all costs associated with meetings and mailings,
- c) Maintain accurate accounting records of the Committee's expenses and revenues,
- d) Manage the Committee's bookkeeping system, accounts, and financial affairs,
- e) Assist and cooperate with annual internal treasurer's report and records review performed by the Vice-Chairperson,
- f) Submit reports to the Internal Revenue Service and Florida Department of State, or as required, to maintain the Committee's not-for-profit status,
- g) Prepare and provide Treasurer's report at the Business Meeting,
- h) Review Committee Meeting budgets and approve if adequate funds are available,
- i) Following each Committee Meeting, provide a report to the Officers comparing actual expenses to the approved budget. This report shall be shared with the Steering Subcommittee for review prior to the next Committee Meeting.

5) The Historian will have the following responsibilities:

- a) Maintain all the past records from 1932 to present,
- b) Accept the records turned over by the Secretary and keep them in chronological order,
- c) Provide copies of past records as requested by any of the other Officers,
- d) At the end of the term in office, all records will be turned over to the successor,
- e) Prepare and present the historian's report during the Business Meeting.

SECTION VIII: SUBCOMMITTEES

A Standing Subcommittee is that which is a permanent subcommittee and is not dissolved by an action of the Chairperson. Any other subcommittee is non-standing and may be assembled and disbanded by the Chairperson.

Standing Subcommittees:

- 1) Steering Subcommittee: The Steering Subcommittee shall be established. This Subcommittee shall be chaired by the Committee Vice-Chairperson and shall consist of one Member from each of the Member Organizations listed in Section IV. That Member will represent that Member Organization.
 - a) Members of the Steering Subcommittee will be appointed by the Committee Chairperson and ratified by a majority vote of the Membership at the Annual Meeting and will serve a one-year term. If there are no representatives present from a particular Member Organization, the Steering Subcommittee Chairperson may appoint a person from that Member Organization in absentia to serve as a member of the Steering Subcommittee. Such appointee will be approved by the majority vote of those present at the current Steering Subcommittee Meeting.
 - b) Members of the Steering Subcommittee shall represent their respective Member Organizations and shall assist the Chairperson as requested.

- c) The power of the Steering Subcommittee shall be limited to:
 - i) Making recommendations for the formation of other Subcommittees,
 - ii) Gathering of information,
 - iii) Establishing the registration fees, sponsorship annual contribution amounts, and sponsorship benefits,
 - iv) Preparation of studies necessary to formulate recommendations to the Chairperson,
 - v) Nomination of the incoming secretary, based on the recommendation of the Awards/Nominations Committee, at the Annual Meeting,
 - vi) In case of emergency when prompt action is mandatory this Subcommittee may act for the entire Committee.
 - d) Recommendations presented by the Steering Subcommittee will be governed by a majority vote of the members of the Steering Subcommittee. All Officers and Members will have a vote.
- 2) Awards/Nominations Subcommittee: An Awards/Nominations Subcommittee shall be established. This Subcommittee shall consist of previous winners of the Malcolm Yancey and the John J. Farkas Liaison Person of the Year award winners that have attended at least one meeting in the past two calendar years. The most recent past Committee Chairperson shall preside over this subcommittee. The Subcommittee will keep formal minutes of each meeting, and a copy will be sent to the Secretary.
- a) The Awards/Nominations Subcommittee will develop a list and verify the availability of potential candidates for the incoming Secretary, Historian and Treasurer. This Subcommittee shall make recommendations for the following awards based on these standards:
 - i. Malcolm Yancey Award: This is the most prestigious award presented by the Florida Utilities Coordinating Committee, and is subject to the following:
 - a) The recipient must receive a minimum two-thirds majority approval of the participating voters of the Awards/Nominations Subcommittee.
 - b) The recipient must have been an active Member of the Florida Utilities Coordinating Committee for at least five years.

- c) Must have provided outstanding leadership during the previous years and the year under consideration.
 - d) This award may not be awarded more than once during a two-year period.
- ii. Chairperson Recognition Award: This award is intended to be given to the outgoing Chairperson for recognition of their outstanding leadership. This award shall be considered by the Awards/Nomination Subcommittee only upon recommendation by the Vice-Chairperson and must receive a majority approval of the Awards/Nominations Subcommittee.
- iii. John J. Farkas Liaison Person of the Year Award: This award is presented to a Member who demonstrates commitment to the betterment of utility coordination through actions and leadership.
 - a) The recipient of this award must receive approval by a majority vote of the participating voters of the Awards/Nominations Subcommittee. Where there are multiple nominations, the winner shall be the nominee that receives the most votes.
- b) At least 2 months prior to the Annual Meeting, prepare a budget line-item for the costs of awards for the Chair to include in the Committee Meeting budget.
- 3) Programs Subcommittee: This subcommittee is formed to assist the Chairperson and Vice-Chairperson with the contents of the Business Meeting and Combined Interest Group Meetings. The Programs Subcommittee will be responsible for at least the following:
 - a) Assembling a database of programs and speakers for meetings.
 - b) Arranging programs, speakers and the general content of the Business Meeting and Combined Interest Group Meeting in coordination with the Chairperson and Vice-Chairperson, respectively,
 - c) Acting as host to the speakers, arranging all audio/visual equipment and other speaker requirements,
 - d) Establishing and organizing the Interest Group Education Session for each meeting,
 - i) The Interest Group Chairpersons shall rotate responsibility for developing the content and arranging for a 1-hour education session at each meeting.

- e) Coordinating with the Secretary for program promotions and with the conference planner for speaker requirements,
 - f) Keeping formal minutes of each meeting with a copy sent to the Secretary along with an agenda for the next meeting.
 - g) At least 2 months prior to the Annual Meeting, prepare a budget line-item for the costs of awards for the Chair to include in the Committee Meeting budget.
- 4) Conference Planning Subcommittee: This subcommittee is formed to assist the Chairperson in handling the logistics of the Committee Meetings. The Vice-Chairperson and Secretary shall serve on this subcommittee. The Conference Planning Subcommittee will be responsible for at least the following:
- a) Creating defined bidding documents and soliciting bids from qualified conference planner contractor/subcontractor,
 - b) Presenting bids and recommendations to the Steering Subcommittee for final vote and acceptance,
 - c) Assisting the Chairperson in executing contracts for the conference planner contractor/subcontractor,
 - d) Providing direction, overseeing, and evaluating the conference planner contractor/subcontractors.
 - e) Keeping formal minutes of each meeting with a copy sent to the secretary along with an agenda for next meeting.
 - f) At least 2 months prior to each Committee Meeting, prepare a budget line item of any costs for Chair to include in the Committee Meeting budget
- 5) Memberships/Promotions Subcommittee: This subcommittee is formed to assist the Chairperson in developing new membership and exposure of the Committee throughout the State. The Memberships/Promotions Subcommittee will be responsible for at least the following:
- a) Promoting the participation of all utilities in the Committee and its subcommittees,
 - b) Seeking out new members by developing and distributing promotional materials,
 - c) Making recommendations to the Steering Subcommittee for advertising, promotions or other membership building or publicity related activities,
 - d) Keeping formal minutes of each meeting with a copy sent to the Secretary along with an agenda for next meeting.

- e) At least 2 months prior to each Committee Meeting, prepare a budget line item of any costs for Chair to include in the Committee Meeting budget

Other Subcommittees:

- 6) The Chairperson may appoint such other subcommittees as deemed necessary. The personnel of such subcommittees need not be confined to the Membership of the Committee. The Chairperson of each subcommittee will attend the meetings of the Steering Subcommittee as long as their subcommittee is active.
 - a) Each subcommittee will keep formal minutes of each meeting and send a copy to the Secretary and agenda for next meeting.

SECTION IX: UTILITY INTEREST GROUPS

- 1. The purpose of the Interest Groups is to provide a forum for like utilities to discuss issues, problems and concerns. The Interest Groups may develop solutions or present other recommendations to the Steering Subcommittee.
- 2. There shall be three individual Utility Interest Groups: Power, Telecommunication, and Underground.
- 3. Each Interest Group Chairperson shall be elected from the attending members of each interest group at the Annual Meeting and will serve a one-year term.
- 4. The groups will be responsible for discussing, resolving, and making recommendations to the Steering Subcommittee on their Interest Group problems and issues.
- 5. Each Interest Group will be responsible for developing one educational session annually in rotation.
- 6. Each Interest Group Chairperson will attend and participate in the Steering Subcommittee meeting. Each Chairperson will be responsible for providing minutes of their meeting to the Secretary along with an agenda for future meetings.

SECTION X: MEETINGS

- 1. Regular meetings of the Committee shall be held at least twice annually and will be called "Committee Meetings". One of these Committee Meetings will be designated as the Annual Meeting. If holding an in-person meeting is deemed impractical by the Steering Subcommittee, virtual meetings and their associated registration fees, if any, may be arranged on a case-by-case basis.

2. The Committee Meetings will consist of the Educational Workshop, Utility Interest Group Meetings, Combined Interest Group Meeting, and the Business Meeting.
3. The Chairperson may call a special meeting of the Committee, by notification to all Members, at any time with adequate notification. Calls for special meetings shall be accompanied by a statement of the matter or matters to be considered.
4. If requested by at least a majority of Member Organizations, the Chairperson must call a special meeting of the Committee. The matter or matters to be considered must be clearly stated in notification of the meeting.

SECTION XI: CODE OF CONDUCT

1. When communicating publicly on matters that involve Committee business, Members must not presume to speak for the Committee on any topic, unless they are certain that the views they express are those of the Committee, and it is the Committee Chairperson's desire that such views be publicly disseminated.
2. The Committee and its Members must, at all times, comply with all applicable laws and regulations. The Committee will not condone the activities of Members who achieve results through violation of the law or unethical business dealings. This includes any payments for illegal acts, indirect contributions, rebates, and bribery. The Committee does not permit any activity that fails to stand the closest possible public scrutiny.
3. The Committee expects its Members to conduct themselves in a businesslike manner. Intoxication, gambling, fighting, harassment, and similar unprofessional activities are strictly prohibited at any scheduled Committee event.

SECTION XII: ACTION BY THE COMMITTEE

1. A voting quorum shall consist of any three of the five Officers (Chairperson, Vice-Chairperson, Secretary, Treasurer, or Historian) along with representatives of at least six (6) Member Organizations and shall have the power to transact business and make decisions that shall be binding upon the Committee.
2. If any vote is contested, each Member Organization will be entitled to a single vote. In the case of a contested vote, the representative vote of each Member Organization cannot be a member of the Steering Subcommittee. The Chairperson may choose to table the vote until the Steering Subcommittee can reconvene at the next meeting.
3. Recommendations and amendments to these By-Laws shall be presented to the Steering Subcommittee and the General Membership for review and comment. Final action by the Committee on recommendations and amendments to these By-Laws shall be taken by two-thirds consent of the Members present at the Business Meeting.

4. Elections of Officers shall be decided by a simple majority vote of the Members present at the Annual Meeting.

SECTION XIII: Dissolution of the Committee

Upon the dissolution of the Committee, and after payment or provision for payment of all debts, liabilities, and obligations of the Committee, any remaining assets shall be distributed to one or more organizations that are organized and operated exclusively for charitable, educational, or scientific purposes and that qualify as tax-exempt organizations under Section 501(c)(3) of the Internal Revenue Code, if applicable, or to another nonprofit organization whose purposes are substantially similar to those of the Association, as determined by a majority vote of the Steering Subcommittee.

No part of the remaining assets shall be distributed to any member, director, officer, or private individual except as permitted by law.

The Steering Subcommittee shall adopt a plan of dissolution in accordance with the Florida Not for Profit Corporation Act and any other applicable federal or state laws.