

BY-LAWS

Texas Coalition of Cities For Utility Issues

ARTICLE 1. NAME

The formal name of the organization shall be the Texas Coalition of Cities For Utility Issues, hereinafter referred to as "TCCFUI".

ARTICLE 2. PURPOSE

TCCFUI is an unincorporated nonprofit association of Texas Cities concerned with issues involving utilities, including telecommunications, electric, and gas utilities. The purposes of this organization are:

- A. To provide representation concerning city issues and interests in utility matters in a variety of venues where cities have a vested interest;
- B. To educate the staff of member cities;
- C. To participate in, and influence the results of legal, legislative and regulatory activities affecting the interests of cities and their residents with respect to utility and rights-of-way issues;
- D. To develop model ordinances;
- E. To provide technical assistance to the membership;

F. To establish an active role in the development of policy at the Local, State and Federal level;

G. To provide other services as may be determined by the membership.

ARTICLE 3. FISCAL YEAR

SECTION I. Commencement

The Fiscal Year for TCCFUI shall commence on October 1st of each calendar year and end on September 30th of the following calendar year.

SECTION II. Expenditures

All expenditures of TCCFUI shall be in compliance with the purposes, as described in Article 2 herein. The Executive Board shall regularly review the expenditures to ensure such compliance.

SECTION III. Annual Budget

The Chair or Treasurer, on or before August 15th of each year, shall prepare and submit the budget covering the next fiscal year to the Executive Board. Each Committee Chair shall assist the Chair by furnishing all necessary information. The Executive Board shall, after making such revisions as they deem appropriate, adopt the budget by a majority vote of all Executive Board members.

SECTION IV. Budget Amendments

In the case of unforeseen conditions, the Executive Board may authorize budget amendments. The Treasurer shall review and advise the Board about the effect of such amendment on the budget prior to passage by the Executive Board.

ARTICLE 4. MEMBERSHIP

SECTION I. Requirements

Member: Open to any municipality engaged in the regulation, administration, or franchising of utility or rights-of-way users.

Honorary: The TCCFUI Executive Board shall have the authority to extend an Honorary Membership to individuals for special contributions to furthering the goals of TCCFUI.

SECTION II. Membership Privileges

Member cities shall have voting rights in all TCCFUI business.

Members shall have access to a complete TCCFUI membership list and any regular or special TCCFUI correspondence, as well as access to special electronic resources designated for the sole use of members.

SECTION III. Voting

TCCFUI employs a one city-one vote principle. The member agency shall designate one individual from the organization as a voting delegate for TCCFUI business. Each Agency may submit a proxy statement should the designated member be unable to be present at a voting session.

A majority of the member agency voting delegates present at a regular or special meeting or voting by proxy shall be necessary to approve an action.

Non-voting delegates are encouraged to participate in discussions and may serve as Chairs of the Committees represented on the Executive Board but may not vote on Executive Board matters. Honorary members may serve on Committees or as an Executive Board member. An Honorary member serving on the Executive Board is allowed to vote on Executive Board matters.

The Chair is empowered to conduct emergency votes of the Executive Board either by telephone or by e-mail when circumstances arise so as to render impractical the timely consideration of a measure during the regularly scheduled meeting times.

SECTION IV. Dispute

Any dispute over membership qualifications shall be resolved by a majority vote of the Executive Board.

SECTION V. Dues

Each City desiring membership in the organization shall remit to the treasurer an amount equal to \$.05 per capita of the City's total population at the time of joining. The City's population per the most recently published population survey by the Texas Municipal League shall serve as the standard reference for population totals. Membership dues may be capped by the Board to a determined amount. Dues are to be paid for one full year.

Annual renewal dues shall be determined by vote of the Executive Board. Annual dues may not exceed \$.05 per capita of the City's total population at the time of renewal. Renewal fees are due and payable on October 1st each year. In the event a City joined mid-year, the second year dues shall be prorated to October 1st.

SECTION VI. Dissolution

In the event that, for whatever reason, the membership of TCCFUI elects to dissolve the association, the assets of the association shall be distributed among those cities that were members at the time of dissolution as follows:

A. The Executive Board shall arrange for the sale of any real or tangible assets owned by the association and the proceeds from that sale, together with any and all monies held by the association, shall be joined together in one sum.

B. The Treasurer shall pay any and all outstanding debts owed by the association from the monies contained within the final balance.

C. The remaining monies shall be distributed among the paid members by calculating the ratio of each members population (as used to determine the most recent fee payment) to the total member population of the association at the beginning of the most recent fiscal year and multiplying that number by the final balance amount. In the event a member has paid prorated dues, then the preceding amount shall be multiplied by the ratio of the number of paid months to the number of months in the fiscal year to arrive at a payable amount.

D. Any funds remaining after dissolution shall be donated to a charity selected by the Executive Board.

ARTICLE 5. EXECUTIVE BOARD

SECTION I. Composition

The Executive Board shall consist of a Chair, Vice-Chair, Secretary, Treasurer, the Ex Officio, and the Chair of each of the following committees: Public Affairs Committee, Telecom Committee, Energy Committee, and three additional (at large) members elected by the membership. The Board may vote to increase or decrease the number of at large Board members. No member may serve in more than one Executive Board position during any term. A Committee Chair that is a non-voting delegate may not vote on actions of the Executive Board and may not constitute a member of the quorum required to take action.

Both regular and honorary members are eligible to serve in Board or Committee positions.

SECTION II. Officers

The officers of the Executive Board shall be a Chair, Vice-Chair, Secretary, and Treasurer which shall be elected by the TCCFUI membership. Officers must be elected from the body of voting delegates of member cities.

SECTION III. Election

In each odd-numbered year, the Chair shall appoint three voting delegates from member cities to a Nominating Committee.

The Nominating Committee will select candidates from eligible members. Both regular and honorary members are eligible to serve in Board or Committee positions. The Committee will present a slate of candidates to the Executive Board for all positions on the Executive Board other than Committee Chairs no later than five days before the June meeting.

In order to be eligible for nomination, a voting delegate must have attended, in person or by telephone or other means, no fewer than five (5) regular monthly meetings of TCCFUI in the previous twelve (12) months. The Executive Board may waive this provision where it determines that circumstances warrant.

The Executive Board shall adopt the Nominating Committee's recommendation of nominees or make its own recommendation of nominees, and in either case such

nominees must be clearly designated on the ballot as “Board recommended nominees.” Other nominations may be made by any voting delegate by forwarding the nomination in writing to the Secretary, after May 15th and no later than 5 days before the June meeting in odd numbered years.

Ballots shall be sent to the membership by the 15th day of July or other date or dates as designated by the Board and returned by the 15th day of August or other date or dates as designated by the Board. Officers shall be elected by a majority of the voting delegates by returned (electronically or physically delivered) ballot.

SECTION IV. Terms

Terms of the officers and at large members of the Executive Board shall be two (2) years and will commence on October 1st of the year in which they were elected.

SECTION V. Removal

Any officer may be removed by a simple majority (51%) affirmative vote of those members who return ballots by returned ballot whenever, in the judgment of the Executive Board, the best interests of TCCFUI will be served by the removal.

SECTION VI. Vacancies

A vacancy created in any office because of death, resignation, removal, change in employment status, or

otherwise may be filled by the Executive Board for the unexpired portion of the term.

SECTION VII. Chair

The Chair shall be the principal executive officer of TCCFUI, and shall preside at all meetings of the Executive Board and the membership. The Chair shall be responsible for preparing the agenda and providing notice to the membership of the meeting time, date, location and agenda items. The Chair shall have primary responsibility for coordination of the activities of the various committees, for external relationships, and shall serve as chief spokesperson of TCCFUI.

SECTION VIII. Vice Chair

The Vice-Chair shall perform necessary functions as determined by the Chair. In the absence of the Chair, the Vice-Chair shall serve in that capacity.

SECTION IX. Secretary

The Secretary shall keep the minutes of meetings and a current list of members, conduct elections according to the By-laws, and be custodian of the official records of TCCFUI.

SECTION X. Treasurer

The Treasurer shall oversee the finances, invoice and collect dues and other monies, provide quarterly reports to the

TCCFUI Executive Board, and annual financial reports to the membership.

SECTION XI. Ex-Officio

The most recent former Chair, while continuing to serve as the voting delegate for a bona-fide member City, shall be considered a voting ex-officio member of the Executive Board and shall be eligible to serve on any committee. The most recent former Chair, if not continuing to serve as the voting delegate for a bona fide member City, shall be considered a non-voting ex-officio member of the Executive Board and shall be eligible to serve on any committee.

ARTICLE 6. MEETINGS

SECTION I. Regular Meetings

Regular meetings of TCCFUI shall be held the third Friday of every month unless the Chair and Vice-Chair determine that a meeting is not required in any given month, or that another day would be more appropriate within the month. These meetings shall be held for the purposes and objectives of TCCFUI as set forth in these By-Laws for conducting of elections and for other business that may arise.

SECTION II. Special Meetings

The Chair of TCCFUI or a vote of the Executive Board may call a special meeting at any time. A special meeting will be held at a reasonable time fixed by the Chair, but not less than three (3) nor more than fourteen (14) days after a notice for

said meeting has been sent, by regular or email to the members.

SECTION III. Executive Board

The Executive Board may meet in person and/or by telephone conference prior to any regular meeting of TCCFUI. The Chair may call a Board Meeting at any other time to transact regular or special business.

ARTICLE 7. COMMITTEES

SECTION I: Establishing Committees

In addition to the committees established by this article, the Executive Board may designate ad hoc committees as necessary to fulfill the needs of the membership. Committee chairs shall be appointed by the TCCFUI Chair. The Chair and members of any committee may be either a voting or non-voting delegate of a member city not currently serving in any other Executive Board position.

SECTION II. Public Affairs Committee

It shall be the responsibility of the Public Affairs Committee to monitor the activity of the Texas Legislature and the National Congress to ensure that the membership of TCCFUI is kept apprised of any issues which may affect the interests of the members. The Public Affairs Committee shall timely advise the Executive Board of such issues, so as to enable TCCFUI members to respond appropriately.

It shall also be the responsibility of the Public Affairs Committee to ensure that materials are circulated to the membership in a timely manner, maintain methods for the provision and delivery of information and to coordinate the public relations activity of TCCFUI.

SECTION III. Telecom Committee

It shall be the responsibility of the Telecom Committee to monitor developments within the telecommunications utility industries, advise the membership and the Executive Board of developments which affect the membership, advise the Legislative Committee on telecommunications matters, develop model ordinances and agreements, monitor the activity of the Public Utility Commission of Texas and the Federal Communications Commission, and to coordinate participation in any activity, legal proceeding, or hearing related to Telecommunications in which TCCFUI members have an interest.

SECTION IV. Energy Committee

It shall be the responsibility of the Energy Committee to monitor developments within the natural gas and electric utility industry, advise the membership and the Executive Board of developments which affect the membership, advise the Legislative Committee on energy utility matters, develop model ordinances and agreements, monitor the activity of the Texas Public Regulatory Commission and the Texas Railroad Commission, and to coordinate participation in any activity, legal proceeding, or hearing related to the energy utility industry in which TCCFUI members have an interest.

SECTION V. Seminar Committee

It shall be the responsibility of the Seminar Committee to develop and coordinate training opportunities for TCCFUI members.

ARTICLE 8. QUORUM

A quorum of the Executive Board shall be comprised of four voting delegate members present at the Board meeting. A majority but not less than three affirmative votes of voting delegate members are required to take action on a matter. Three appointed members attending a Committee meeting shall constitute a quorum. A majority but not less than two affirmative votes are required to make a recommendation to the Executive Board.

ARTICLE 9. AMENDMENT OF BY-LAWS

SECTION I. Process

On 30 days notice to the member cities, these By-Laws may be amended by an affirmative vote of two-thirds (2/3) of those voting.

SECTION II. Notification

The Executive Board shall establish procedures for the notification, voting method, and tabulation of all proposed amendments to the By-Laws.

Article 10. BOOKS AND RECORDS

ATTEST