



Bylaws of the  
**Smart Networks Council**  
of the  
Utilities Telecom Council

*(September 2010)*

**ARTICLE I – Name, Location and Purpose**

**Section 1 - Name.** The name of the organization is the Smart Networks Council.

**Section 2 – Organization.** The Smart Networks Council (“SNC”) is organized as a semi-autonomous operating unit of the Utilities Telecom Council, Inc. (“UTC”), a non-profit corporation registered in the District of Columbia. As such, the SNC (a) has been empowered to establish its own operating guidelines, subject to the approval of the UTC Board of Directors; and (b) enjoys all the nonprofit and antitrust protections of UTC.

**Section 3 - Purposes.** The primary purpose of the Smart Networks Council is to represent its member organizations on issues concerning deployment and implementation of two-way utility communications services and applications.

**Section 4 - Location.** The Smart Networks Council will be headquartered within UTC’s primary headquarters office.

**ARTICLE II – Membership**

**Section 1 – Membership Criteria.** Any employees of dues-paying UTC member companies are eligible for membership on the Smart Networks Council.

**Section 2 - Membership Meetings.** Meetings of the members of the Smart Networks Council may be called by the SNC Board Chairman, the President, or through written petition by one-third of the voting members to the Board of Directors. Notice of Smart Networks Council membership meetings will specify the business to be conducted and shall be provided to voting members at least five (5) days in advance of the meeting. The presence of five percent (5%) of the voting members constitutes a quorum at any such SNC membership meeting.

**Section 3 – Membership Voting.** When voting to elect SNC Directors, each UTC member company represented on the SNC shall have one total vote. Should more than one employee cast a vote in a Director election, each employee shall be allocated an equal percentage of one vote. All other votes of the SNC membership shall be approved by two-thirds (2/3) vote all members present and voting. Proxy voting is not permitted.

### **ARTICLE III – Board of Directors**

**Section 1 - Smart Networks Council Board of Directors.** Unless otherwise permitted or required by these Bylaws, all Smart Networks Council Directors shall be employees of UTC member companies.

**Section 2 – Board Authority and Purpose.** The Smart Networks Council Board of Directors supervises, directs, and controls the policies and programs of the SNC. The day-to-day oversight of the activities and programs of the Smart Networks Council shall be administered by the SNC Chairman. The Smart Networks Council Board reports to the UTC Board of Directors through its Chairman, who shall have a seat on the UTC Board of Directors.

**Section 3 – Board Composition.** There shall be no more than 30 members of the SNC Board of Directors. The SNC Board shall include as many as 28 Directors elected to two-year terms plus the Chairman of the UTC Board of Directors and the UTC President and Chief Executive Officer. Representatives of UTC core, utility members shall comprise at least 60% of the elected Board seats immediately following Board elections. The Board shall determine and may alter an election process for Directors that achieves this result and allows for sitting Directors to seek reelection. In the event that a sitting utility Board changes employment to a non-utility member, that person may retain their SNC Board seat. In the event that any Board member ceases to be employed by a UTC member, they shall be deemed to have resigned their seat on the SNC Board.

**Section 4 – Board Meetings.** Meetings of the SNC Board may be called by the Chairman of the SNC Board or the President. Notice of a meeting of the Board, specifying the business to be conducted, should be provided to Directors at least five (5) days in advance of the meeting. Meetings may be held in person or by any other agreed-upon means, including but not limited to teleconferences or videoconferences. The presence of one-third (1/3) of the Directors constitutes a quorum. A majority of votes cast by those present and voting shall carry any action, except where provided otherwise by these Bylaws. Proxy voting is not permitted.

**Section 5 – Vacancy.** In the event that a vacancy occurs on the SNC Board, the Board, at its discretion, may or may not appoint an individual to serve only until the next election of Directors.

**Section 6 – Removal of a Director.** A Director may be removed for adequate cause, such as but not limited to non-participation or actions contrary to the interests or purpose of the SNC, by a two-thirds (2/3) vote of the Board of Directors, with the Director being considered for removal offered an opportunity to participate in the meeting, but not participating in the vote.

#### **ARTICLE IV – Officers**

**Section 1 – Officers.** The Officers of the Smart Networks Council are the Board Chairman, Vice Chairman, and President. The Chairman and the Vice Chairman must be employees of UTC's core utility members and members of the SNC Board. If either the Chairman or Vice Chairman ceases to be so employed, they shall be deemed to have resigned that Officer position and the Board will address the vacancy as provided for in these Bylaws.

**Section 2 - Selection of Officers.** Each year, following the election of Directors, the then Vice Chairman shall become the Board Chairman and the Board shall elect from its membership a new Vice Chairman. The SNC President is also the UTC President, who appointed by the UTC Board of Directors and serves in the position as long as he or she is retained as the full-time UTC chief executive officer.

**Section 2 - Duties.** The Officers perform those duties that are usual to their positions and that are assigned to them by the SNC Board of Directors. In addition:

- (a) The Chairman of the Board, as the chief elected officer of the SNC, presides at meetings of the Board, the Executive Committee, and the membership, and is a member ex-officio of all Committees or other subgroups that may be created by the SNC Board.
- (b) The Vice Chairman acts in place of the Chairman when the Chairman is not available, and may assume other responsibilities as assigned by the Chairman.
- (c) The President is the chief staff executive of the SNC and is responsible for the execution of SNC Board decisions and supervision of all UTC staff and contractors working in support of SNC activities.

**Section 3 - Vacancies.** If a vacancy occurs among the Elected Officers for any reason, the position is to be filled for the unexpired portion of the term by the Board. The SNC Board may elect to fill a vacant Chairman's position with the then Vice Chairman and, at its discretion, allow that individual to then serve a full one-year term as Chairman following completion of the partial year served filling a vacancy.

**Section 4 – Removal of an Officer.** An Elected Officer may be removed for adequate reason by a two-thirds vote of the Board of Directors, with the officer being considered for removal offered an opportunity to participate in the meeting, but not participating in the vote.

#### **ARTICLE V - Committees**

The Board of Directors may at its discretion create, consolidate or disband committees to help carry out its activities. Such actions shall be by majority vote of the Board of Directors. Each committee is to have a Chair, who shall be appointed by the Chairman of the Smart Networks Council Board with the concurrence of the Board. Each committee Chair shall be a member of the SNC Board of Directors and will participate in Board meetings.

#### **ARTICLE VI – Amendments**

These Bylaws may be amended at any meeting of the Smart Networks Council Board of Directors by a two-thirds vote of those present and voting, where notice of the proposed changes was provided to Directors at least fifteen (15) days in advance of the meeting.

#### **ARTICLE VII - Indemnification**

As an operating unit of UTC, all Smart Networks Council Officers, Directors, and Committee Chairs are indemnified against any and all expenses, judgments, fines, amounts paid in settlement, and any other claims for liability arising in connection with their positions or activities on behalf of the Smart Networks Council to the fullest extent permitted by law.

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