

# SOUTHERN CALIFORNIA JOINT POLE COMMITTEE

## BY-LAWS

January 1, 1998

### ARTICLE I

#### Definition of Terms

- (a) Administrative Board: A board composed of one authorized representative of each Member.
- (b) President: The office of the President shall consist of an authorized representative of the Administrative Board and shall be elected from the total membership. The President shall serve for a period of one year without compensation from the Committee.
- (c) Vice-President: The office of the Vice-President shall consist of an authorized representative of the Administrative Board and shall be elected from the total membership. The Vice-President shall serve for a period of one year without compensation from the Committee.
- (d) Operating Committee: A Committee consisting of the Vice-President and at least three other Members comprised of both electric and communication utilities.

### ARTICLE II

#### Elections

##### Section 1

The President and Vice-President shall be elected at the annual meeting of the Administrative Board.

##### Section 2

The Administrative Board may hold a special election at any time to fill any vacancy that may occur by reason of the death, disability, resignation, or removal of any of such officers.

##### Section 3

The President and Vice-President shall take office upon expiration of the term of office of his/her predecessor and, unless removed by the Administrative Board, shall hold such office for a period of one year, or until a successor is elected.

### ARTICLE III

#### Powers and Duties of the Administrative Board

##### Section 1

The Administrative Board shall annually establish pole price schedules through the recommendations of the ad hoc Committee on Authorized Cost Elements in accordance with the Joint Pole Routine Handbook. Such schedules shall become effective on January 1 of the next succeeding year.

##### Section 2

The Administrative Board shall bi-annually establish Authorized Costs through the recommendations of the ad hoc Committee on Authorized Cost Elements in accordance with the Joint Pole Routine Handbook. Such costs shall become effective on January 1 of the next succeeding year.

### Section 3

The Administrative Board shall hear disputes among members involving interpretations of the Joint Pole Routine Handbook and render decisions thereon in keeping with the intent of the Routine Handbook.

### Section 4

The Administrative Board shall evaluate net worth for membership consideration of privately or publicly owned utilities. Such consideration shall include, but not be limited to the following:

- (a) Ability of the applicant to pay for the administration, installation, repair, and maintenance of its existing and proposed facilities;
- (b) Ability of the applicant to demonstrate proof of sufficient insurance, self insurance, or the financial ability to defend and to respond in damages to the kind of litigation usually incident to a utility business of the size of the applicant; and
- (c) Maintenance of (a) and (b).
- (d) The Administrative Board shall request a letter of credit, surety bond, or deposit in an amount proportionate to two years average assessment.
- (e) Each member may additionally request a letter of credit, surety bond or deposit in the amount proportionate to their estimated build-out.

### Section 5

Nominating Committee shall be formed annually in November to determine the slate of officers for the following term.

### Section 6

The Administrative Board shall appoint a Committee Manager of Operations and fix compensation therefore. The Manager of Operations shall perform the duties as outlined in Article VII, Sections 1&2 of these By-Laws and shall be subject to discipline, suspension, or discharge at the discretion of the Administrative Board and by recommendation of the Operating Committee.

### Section 7

The Administrative Board, by recommendation of the Operating Committee, shall fix the compensation of the Committee Office Staff.

## **ARTICLE IV**

### Powers and Duties of the President

#### Section 1

The President shall preside at all Administrative Board meetings. The President may appoint and dissolve committees, as necessary, to carry out assignments.

## **ARTICLE V**

### Powers and Duties of the Vice-President

#### Section 1

In the absence of the President, the Vice-President shall preside at the Administrative Board meeting and have the powers and perform the duties of the President. The Vice-President, as Chairman of the Operating Committee and under the direction of the Administrative Board, will direct and support the Manager of Operations in the operation of the Committee Office.

## **ARTICLE VI**

### Powers and Duties of the Operating Committee

#### Section 1

The Operating Committee shall consist of the Vice-President and at least three other Members comprised of both electric and communication utilities. The Vice-President shall be the chairperson. In the event of his/her absence, a designee shall preside over the meeting.

#### Section 2

Joint Pole Office practices and procedures require the approval of the Operating Committee. The Operating Committee shall review and investigate such practices and procedures for the purpose of effecting improvements therein. The Operating Committee shall continually review the operations of the Joint Pole Office and, as necessary, recommend changes to the Administrative Board related to improving those operations. The Operating Committee is authorized to approve reasonable expenditures for supplies and services necessary for the operation of the Joint Pole Office in amounts up to \$5,000 in each instance.

## **ARTICLE VII**

### Powers and Duties of the Manager of Operations

#### Section 1

The Manager of Operations shall manage the Joint Pole Office and shall report directly to the Vice-President. The Manager of Operations shall be responsible for maintaining the records; for performing the work connected with recording and pricing of transactions for the joint use of poles and their apparatus or equipment; and for preparing monthly bills of sale for Members reflecting all sales, transfers of ownership, and related joint use activities. With the approval of the Operating Committee, the Manager of Operations may employ, discipline, suspend, discharge and prescribe the duties of personnel necessary for the performance of all functions of the Office. The Manager of Operations shall sign all reports and documents of a factual nature required by governmental and other agencies in the normal course of business. The Manager of Operations shall be responsible for the maintenance and administration of the Committee Office computer system. The Manager of Operations shall notify each Member of all regular or special meetings stating the business that will be presented for consideration. The Manager of Operations shall attend all meetings, prepare agendas, and be responsible for recording the proceedings thereof.

#### Section 2

The Manager of Operations or the Assistant Manager of Operations is authorized to incur any and all budgeted financial obligations approved by the Administrative Board. In addition, he/she is authorized to incur non-budgeted

financial obligations not to exceed \$1000 in each instance, on behalf of the Committee for supplies and services necessary for the operation of the Joint Pole Office. Non-budgeted obligations, exceeding \$1,000 but less than \$5,000 in each instance, may be incurred only upon approval by the Operating Committee. All other non-budgeted financial obligations of the office must be approved by the Administrative Board prior to the incurrence thereof. The Manager of Operations or the Assistant Manager of Operations is authorized to sign checks on behalf of the Committee subject to the restrictions set forth in the Agreement, By-Laws, and consistent with SCJPC Financial Policy.

## ARTICLE VIII

### Meetings of the Administrative Board

#### Section 1

Regular meetings shall be held at times designated by the Administrative Board.

#### Section 2

A special meeting may be called at any time by the President or Vice-President.

#### Section 3

Each member's authorized representative and alternates may attend all meetings. There must be member representation at all meetings. The first alternate shall vote only in the absence of the representative. The second alternate shall vote only in the absence of the representative and the first alternate. The third alternate shall vote only in the absence of the representative and the first and second alternate, etc.

#### Section 4

In the event of the absence from a meeting of both the President and Vice-President, a President pro tem shall be elected to preside at such meeting from among the authorized representatives of the Members.

#### Section 5

The order of business at all regular meetings shall be as follows:

- (1) Call to order
- (2) Housekeeping
- (2) Minutes
- (3) Manager's Report
- (4) Special Reports
- (5) Sub-Committee Reports
- (6) Consent Calendar
- (7) Discussion Calendar
- (8) Unfinished Business
- (9) Open Board Items
- (10) New Business
- (11) Schedule of Future Meetings
- (12) Adjournment

#### Section 6

Robert's Rules of Order, Revised, shall govern all meetings except as otherwise specifically provided in the Agreement or these By-Laws.

## ARTICLE IX

Internal Controls

Section 1

No checks may be issued or paid unless signed by anyof the following: President, Vice-President, Manager of Operations, Assistant Manager of Operations or other representative authorized by the Board.

Section 2

Meeting attendance by all Members will be tracked and assessed to evaluate whether or not a monetary penalty will be applied for non-attendance. Beginning January 1, 2009 members who miss greater than the specified percentage of Administrative Board meeting attendance shall incur the approved penalty for inadequate attendance.

**ARTICLE X**

Section 1

These By-Laws were adopted by the Administrative Board at their meeting in November 1997, to become effective January 1, 1998.

These By-Laws were revised and adopted by the Administrative Board at their meeting in July 2005, to become effective January 1, 2006.

Southern California Joint Pole Committee

by \_\_\_\_\_  
Mr. Pravin Ghantiwala, President  
Administrative Board

Attest:

\_\_\_\_\_  
Mr. Dan Lewis, Vice-President

Southern California Joint Pole Committee July 2005

by \_\_\_\_\_  
Mr. Robert Allen, President  
Administrative Board

Attest:

\_\_\_\_\_  
Ms. Paula Haney, Vice-President

These By-Laws were revised and adopted by the Administrative Board at their meeting in October 2008, to become effective January 1, 2009.

Southern California Joint Pole Committee October  
2008

by \_\_\_\_\_  
Ms. Lupe Hernandez, President  
Administrative Board

Attest:

\_\_\_\_\_  
Mr. Steve Rodriguez, Vice-President

These By-Laws were revised and adopted by the Administrative Board at their meeting in June 2013, to become effective July 1, 2013.

Southern California Joint Pole Committee June 2013

by \_\_\_\_\_  
Mr. Scott Hunter, President  
Administrative Board

Attest:

\_\_\_\_\_  
Ms. Lynn Prescott, Vice-President