



UIG Charter
August 2000

Facts About the UIG

What is the BACKGROUND?

The effectiveness of an industry's Electronic Commerce (EC) program depends on how well the available standards address the Industry's specific needs. For the Utility industry, those needs are made known to the various standards-setting bodies by the active involvement of the Utility Industry Group.

What is ELECTRONIC COMMERCE?

The UIG defines Electronic Commerce as business conducted electronically utilizing standards-based methodology, including, but not limited to, EDI, XML, Automatic Data Collection (Bar Coding) and Internet/Intranet processes. The UIG considers EC standards to include (but not be limited to) data content, data structure, and data transport in B2B (Business to Business) and B2C (Business to Consumer) transaction environments.

What FUNCTION Does the UIG serve?

The function of the Utility Industry Group is:

To represent Utility industry participants, their suppliers, their customers, and other interested parties as an Industry Action Group for their Standards-based Electronic Commerce business needs, specifically to ASC (Accredited Standards Committee) X12, governmental bodies, and other appropriate organizations involved in the standards-setting process.

To encourage, promote, and establish conventions for the use of ASC X12 standards as the "recommended" method of EDI (Electronic Data Interchange).

To develop and coordinate, as required, implementation standards, guidelines, and tools to promote the growth, timely implementation, and cross-industry acceptance of 'Standards-Based' Electronic Commerce.

To provide a forum for the exchange of ideas related to Electronic Commerce and its influence on the business needs of the Utility Industry.

Who are the MEMBERS of the UIG?

Utility Industry Group full membership is open to companies and individuals involved in the Utility industry and to any company that exchanges business information within the industry, including customers and suppliers of material goods, software, and other services. Liaison membership is open to other organizations that share the interest of the UIG in encouraging and promoting electronic commerce and electronic data interchange.

What is the relationship to the STANDARDS SETTING BODIES?

The UIG does not set the broad ASC X12 standards; rather it participates in the ANSI process that sets the cross-industry standards, providing the Utility Industry's input for our business needs.

The UIG provides industry-specific standards (based on ASC X12 or other nationally recognized standards setting bodies) that may assist other Utilities and organizations involved in our industry in the use of the standards to benefit more fully from EC/EDI.

Should I join the UIG?

If your company is a regulated Utility, such as Electric, Gas, Refuse, Sewer or Water,
If your company is a Competitive Market Participant in the Utility industry,
If your company supplies goods or services to this Industry, or
If your company is a customer of this industry,
You should join the UIG.

The UIG is helping it's members use EC to:

1. Achieve more timely delivery of business transactions that can reduce lead-time and the overall stock replenishment cycle.
2. Achieve appropriate, timely and accurate electronic business transactions that support and facilitate the deregulation of the Utility Industry and meet the various Federal and State regulatory requirements
3. Reduce material costs associated with printing, mailing and handling of paper-based transactions.
4. Improve cash flow due to reduced inventory and more timely invoicing and payment.
5. Improve business efficiency due to the more complete, timely and accurate use of information

Today's members of the UIG have blazed the path to a successful implementation of EC. We are looking forward to welcoming you to our effort. Only by participating can you benefit fully from the cumulative experience of the UIG. You will also assure that the standards will accurately reflect your specific needs.

UIG Charter

1.0 NAME

This organization shall be called the Utility Industry Group (UIG).

2.0 FUNCTIONS AND POLICIES

2.1 Functions

The functions of the Utility Industry Group are to:

2.1.1

Represent regulated Utilities, Competitive Market Participants, Suppliers, Customers, and other interested parties as an Industry Action Group for their Electronic Commerce (EC) business needs, specifically to ASC X12, governmental bodies, and other organizations involved in the standards-setting process for data content, structure and transfer, and application integration activities.

2.1.2

Encourage, promote and establish conventions for the use of ASC X12 standards as the "recommended" method of EDI.

2.1.3

Develop and coordinate, as required, implementation standards, guidelines, and tools to promote the growth and timely implementation of EC within the industry.

2.1.4

Provide a forum for the exchange of ideas related to EC and its influence on the business needs of the industry.

2.2 Policies

The policies of the Utility Industry Group are to:

2.2.1

Comply with federal and state antitrust laws and trade regulations promulgated thereunder.

2.2.2

Specifically prohibit its Members, Directors, and elected Officers or staff from engaging in any activity or conduct which has the effect, intent, or even the appearance of restraining trade, including efforts to fix prices, divide markets, allocate production, or impose boycotts.

2.2.3

Conduct all UIG General Membership Meetings, Board of Directors Meetings, and Executive Committee Meetings pursuant to written agendas distributed in advance, to the extent possible, to all members. Written minutes shall be prepared and filed by the Secretary and distributed to all members or posted electronically for retrieval by members. Generally, all UIG meetings mentioned herein are open to all members. Certain meetings of the Executive Committee or Board of Directors may be held in closed session, as required, due to sensitive meeting content. Minutes of such meetings shall be distributed only to the members eligible to attend.

2.2.4

Consult the UIG "Guide to Antitrust Compliance" and its Antitrust Counsel if any questions should arise from time to time pertaining to the UIG's membership eligibility requirement, adoption of codes or standards, participation in cooperative research agreements, participation in statistical exchange programs, or other matters related to UIG activities having possible antitrust involvement.

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3.0 MEMBERSHIP

The members of the UIG shall consist of **Organizations** (e.g., companies, educational institutions, government agencies, industry associations, etc.) and **Individuals** having a direct and material interest in the activities of the UIG. Subsets of an Organization (e.g., a division, subsidiary, or affiliate of a company or a bureau of a government agency) may apply for a separate Organizational membership. The UIG Board of Directors shall resolve questions as to the membership eligibility of an organizational subset. Organizations or Individuals become members of the UIG through timely payment of the annual dues established by the Board of Directors. Attendance at regularly scheduled meetings is encouraged. The membership period is for a calendar year (January 1 through December 31) and may be renewed for subsequent calendar years. Membership is renewed by payment of the annual dues prior to January 1. Membership shall terminate on December 31 of the membership period unless the applicable dues are paid for the next period. The UIG Board of Directors, in its sole discretion, may establish a reasonable grace period during which membership privileges and voting rights shall continue after the expiration of the membership period.

3.1 Principal Representative (Voting Member)

Each Organization member shall designate a Principal Representative (voting member) who receives all UIG correspondence and who votes for the organization. The identity of the Principal Representative shall be provided to the Treasurer in writing. An Organization member may change its designated Principal Representative at any time by notifying the Treasurer in writing. An Individual member is the Principal Representative and voting member. Each Organization or Individual must maintain one (1) Principal membership before any Associate memberships may be obtained.

3.2 Associate Representative

Additional representatives of member Organizations in good standing may become members of the UIG through payment of the annual Associate Representative dues. The membership may be renewed, so long as the principal membership of that Organization is renewed. A designated Associate Representative may represent and vote for the Organization member in the absence of the Principal Representative, without a formal proxy.

3.3 Guests

Guests and observers are permitted to attend UIG meetings. After attendance at two (2) regularly scheduled meetings or special project sessions it is necessary for Guests to obtain membership status in the UIG. Guests are not permitted to vote.

3.4 Advisors

Subject matter experts are permitted to attend UIG meetings as invited guests of a member, subject to the consent of the Meeting Chair, without having to become an associate member of the UIG. Advisors are not permitted to vote.

3.5 Liaisons

Liaison membership invitations may be extended to other industry groups, consultants, and organizations that work with the UIG. These invitations will be extended by the UIG Chair, upon the recommendation of any member and approval by the UIG Board of Directors. A Liaison membership may be revoked at any time by vote of the Board of Directors. Liaison members are not required to pay any type of dues. Liaison members will be entitled to receive all UIG mailings, information distributions, and publications. Liaison members will not be entitled to serve as an elected or appointed officer or to vote on any matter before the UIG.

3.6 Dues and Fees

Annual membership dues will be assessed for Organization, Individual, and Associate members. There shall be no annual dues assessed for guests, observers, advisors, or liaisons. Dues and fees as defined by the Board of Directors are collected to fund the general administrative and operational costs of the UIG. The annual dues cover a calendar year from January 1 through December 31 and are not pro rated. The payment of annual dues shall be made by December 31 of the previous calendar year. Members whose dues are not paid by this date will be dropped from the membership roster. The Board of Directors, in its sole discretion, may establish a reasonable grace period during which membership privileges and voting rights shall continue after the expiration of the membership period. Each attendee at a scheduled 'Regular' UIG meeting or Committee meeting may be assessed a meeting fee to cover meeting expenses (if any). Meeting fees may be determined and assessed by Committees if they conduct interim meetings on their own. The Executive Committee may waive the meeting fee for invited guests at 'Regular' UIG meetings. Persons attending optional UIG functions participate as individuals and are assessed specific fees to cover the expense of such optional functions.

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3.7 Publications

All UIG members in good standing have access to all UIG-published materials. In addition they are eligible to receive discounts applicable to X12-published materials, such as the ASC X12 standards and other publications.

4.0 MEETINGS

4.1 Regular Meetings

The Executive Committee shall schedule regular meetings of the UIG. When possible, these meetings shall be concurrent with regularly scheduled trimester ASC X12 "standards-setting" meetings and shall, when practical, not conflict with ASC X12 subcommittee meetings and programs. Generally, all UIG meetings mentioned herein are open to all members; however certain meetings of the Executive Committee or Board of Directors may be held in closed session, as required and approved by those bodies. Minutes of such closed session meetings shall be distributed only to the members eligible to attend.

4.2 Executive Committee Meetings

Meetings of the Executive Committee will be held in conjunction with the regularly scheduled UIG general membership meetings. The Chair may call special Executive Committee meetings from time to time as the need arises. All Executive Committee Members shall be notified of any special meetings. Special meetings may be held by telephone conference or other electronic means. Quorum requirements as defined in 4.4 shall apply to any meeting of the Executive Committee.

4.3 Board of Directors Meetings

Meetings of the Board of Directors will be held in conjunction with the regularly scheduled UIG general membership meetings. The Chair may call special Board of Director meetings from time to time as the need arises. All Directors shall be notified of any special meetings. Special meetings may be held by telephone conference or other electronic means. Quorum requirements as defined in 4.4 shall apply to any meeting of the UIG Board of Directors.

4.4 Quorum

For regularly scheduled UIG general membership meetings, a quorum of at least three (3) officers and ten (10) additional Organization or Individual members must be present to conduct official business of the Group. In the absence of a quorum, discussion may continue; however, no official votes may be taken. UIG Executive Committee meetings require a quorum of at least (3) officers to conduct official business. Any UIG Board of Directors meeting will require at least (3) officers and a total of 2/3 of its members present to conduct official business of the board

4.5 Minutes

The Secretary/Communications Coordinator is responsible for the production of minutes from all regularly scheduled UIG membership meetings, Executive Committee meetings, Board of Directors meetings, and any special meetings. The Secretary/Communications Coordinator is also responsible for publication and/or posting of such minutes for the membership. All Committee officers and Special Projects leaders must provide minutes to the Secretary no later than the tenth day following a meeting of a Committee or Special Projects team. The minutes will be distributed by US mail or electronic means to all members by the end of the month following the meeting.

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5.0 OFFICERS / EXECUTIVE COMMITTEE

The elected officers of the UIG, who form the UIG Executive Committee, shall consist of a Chair, a Vice-Chair, a Secretary/Communications Coordinator, a Treasurer, and a Membership Coordinator. The Executive Committee will manage and run the operations of the UIG in accordance with policies and direction established by the Board of Directors. The Executive Committee, with the concurrence of the Board of Directors, may appoint an Assistant Treasurer, an Assistant Communications Coordinator, and a Standards/Guidelines Coordinator.

5.1 Eligibility

Officers must be Principal or Associate UIG members in good standing. The positions of the elected officers rest with the elected individuals, rather than with the organizations they represent. Members may hold only one position on the Board of Directors, but may hold more than one leadership position in the UIG and its associated Committees and/or task groups.

5.2 Term

UIG Officers (Executive Committee) shall be elected by a simple majority of all Principal UIG members voting. Elected officers shall serve concurrently for a term of two calendar years, beginning January 1 of the odd-numbered years and ending December 31 of the even-numbered years. Nominations for officers will be opened by the Chair during the next-to-last regularly scheduled meeting of the two-year period (this shall be known as the nominating meeting). The Election will be held during the last regularly scheduled meeting of the two-year period (this shall be known as the election meeting).

5.3 Officer Duties

5.3.1

Duties of the UIG Chair include:

5.3.1.a

Calling and presiding at UIG General Membership, Executive Committee, and Board of Directors meetings.

5.3.1.b

Preparing UIG General Membership, Executive Committee, and Board of Directors meeting agendas and organizing the meeting program in accordance with the prepared agenda.

5.3.1.c

Approving disbursements for expenditures within the purview of that office. In the absence of the Treasurer, disbursing UIG funds for expenditures approved by other officers or the Board of Directors.

5.3.1.d

Appointing one non-officer member to assist the UIG Vice-Chair in the performance of the annual audit of the treasury.

5.3.1.e

Appointing one non-candidate member to assist the Secretary/Communications Coordinator in the tabulation of ballots during the general election.

5.3.1.f

Appointing UIG member representatives to monitor ASC X12 subcommittee and other appropriate standards group activity as it relates to the UIG and its members.

5.3.1.g

Surveying and obtaining the position of the UIG membership on any ASC X12 related issues and voting on behalf of the UIG. The UIG Chair is the voting member of ASC X12 for the UIG. The UIG Chair may delegate this voting authority to another member of the Board of Directors with approval of the Board of Directors.

5.3.1.h

Serving as liaison between the UIG and other organizations for issues pertaining to EC and ASC X12 issues.

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5.3.1.i

Assimilating and communicating the “official position” of the UIG to other EC users and potential EC users.

5.3.1.j

Assigning duties as necessary to advance the objectives of the UIG.

5.3.2

Duties of the UIG Vice-Chair include:

5.3.2.a

Assisting the UIG Chair in preparing UIG General Membership, Executive Committee, and Board of Directors meeting agendas and in organizing the program for a meeting in accordance with the prepared agenda.

5.3.2.b

Assisting in assimilating and communicating the “official position” of the UIG to other EC users and potential EC users.

5.3.2.c

Approving disbursements for expenditures within the purview of that office.

5.3.2.d

Coordinating with UIG Committee leadership and other members assigned to monitor ASC X12 subcommittee activity to assist in developing the goals and strategy of the UIG.

5.3.2.e

Coordinating any activity related to amending the UIG Charter.

5.3.2.f

Presiding at UIG General Membership, Executive Committee, and Board of Directors meetings in the temporary absence of the UIG Chair.

5.3.2.g

Assuming the duties of the UIG Chair for the remainder of the term in the event of the Chair’s resignation or incapacity.

5.3.2.h

In conjunction with the UIG Chair, serving as liaison between the UIG and other organizations for issues pertaining to EC and ASC X12 issues.

5.3.2.i

Coordinating the UIG’s participation in any trade show or educational conference.

5.3.2.j

Conducting an annual audit of the UIG treasury and expenditures with the assistance of one general member appointed by the UIG Chair.

5.3.3

Duties of the Secretary/Communications Coordinator include:

5.3.3.a

Recording and publishing minutes of all UIG General Membership, Executive Committee, and Board of Directors meetings.

5.3.3.b

Conducting voting for UIG officers.

5.3.3.c

Maintaining all records, including minutes and documentation and the UIG Charter.

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5.3.3.d

Performing parliamentary duties as required, using the UIG Charter and Robert's Rules of Order to guide proceedings.

5.3.3.e

Managing the content of the UIG Web site. Coordinating with UIG leadership, members and any contractors for the development and maintenance of the content of the UIG Web Site.

5.3.3.f

Coordinating, posting and/or distributing UIG news and special information as needed.

5.3.3.g

Approving disbursements for expenditures within the purview of that office.

5.3.3.h

Following the election of a new Secretary, the incumbent Secretary shall forward all files and records from 5.3.3.a and 5.3.3.c to the new Secretary.

5.3.4

Duties of the Treasurer include:

5.3.4.a

Maintaining the books of account of the UIG. Preparing and presenting annual budget proposals for approval by the UIG Board of Directors.

5.3.4.b

Collecting and depositing all dues for UIG membership, fees for meetings and activities, and other receipts.

5.3.4.c

Disbursing funds in payment for approved UIG expenditures.

5.3.4.d

Preparing a UIG treasury report for presentation at each regularly scheduled UIG membership meeting.

5.3.4.e

Maintaining the roster of current UIG members in good standing. The membership roster shall be maintained in electronic format and shall be available for appropriate use by UIG officers and members.

5.3.4.f

Providing mailing labels as needed for UIG communications or meeting notices.

5.3.4.g

Coordinating with DISA and/or the host provider to obtain needed meeting rooms.

5.3.4.h

Coordinating with the host provider to obtain needed audio/visual equipment, food and beverages, and other needs for scheduled UIG meetings.

5.3.4.i

Providing UIG treasury and expenditure records to the Vice-Chair for the annual audit. The Treasurer shall participate in the annual audit. Following the election of a new Treasurer, both the incumbent Treasurer and the newly elected Treasurer shall participate in the audit.

5.3.4.j

Upon the election of a new Treasurer, the incumbent Treasurer shall be responsible for all receipts and disbursements through December 31 of that year. The incumbent shall then forward all files and records of the treasury to the new Treasurer.

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5.3.4.k

The Treasurer shall be responsible for and shall file all documents and reports required by any tax authorities.

5.3.5

Duties of the Membership Coordinator include:

5.3.5.a

Acting as the initial point of contact for organizations, companies, and individuals that express an interest in becoming a member of UIG. Explaining the role of UIG to prospective members.

5.3.5.b

Receiving applications for UIG membership. Forwarding the New Member Registration Form and membership dues/fees payment check to the Treasurer. Sending a New Member Packet and name badge to the new member.

5.3.5.c

Conducting the New Member Orientation at each regularly scheduled UIG membership meeting; developing educational materials necessary to inform new members about UIG, implementation issues, and EC in general.

5.3.5.d

Maintaining the UIG brochure and related UIG promotional materials.

5.3.3.e

Providing a central point of contact to locate a knowledgeable speaker, within the UIG membership, for a conference or seminar.

5.3.3.f

Maintaining a listing of all EC presentations developed by UIG members.

5.3.3.g

Approving disbursements for expenditures within its purview.

5.3.6

Duties of the Assistant Treasurer include:

5.3.6.a

Providing assistance to the Treasurer in accepting fees and dues at meetings.

5.3.6.b

Obtaining door prizes for the UIG general session meeting.

5.3.6.c

Coordinating the UIG social activity for all regularly scheduled UIG membership meetings.

5.3.7

Duties of the Assistant Communications Coordinator include:

5.3.7.a

Providing assistance to the Secretary/Communications Coordinator in the production and maintenance of all UIG communications media.

5.3.7.b

Assisting with the development and maintenance of the content of the UIG Web Site.

5.3.7.c

Approving disbursements for expenditures within the purview of that office.

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5.3.8

Duties of the Standards/Guidelines Coordinator Include:

5.3.8.a

Coordinating the format, content, publication, and distribution of the UIG standards and guidelines. Providing liaison between the UIG and the publisher of the standards or guidelines, if any.

5.3.8.b

Obtaining and distributing materials for the development of new transaction set standards and guidelines and facilitating new transaction development work sessions.

5.3.8.c

Providing guidance to the UIG membership and interested parties in matters of interpretation and implementation of the standards, guidelines, and best practice documents.

5.3.8.d

Approving disbursements for expenditures within the purview of that office.

5.4 Officer Removal

Any elected officer may be removed for cause by three-fourths vote of the entire UIG membership.

Any appointed officer may be removed for cause by vote of the Executive Committee.

5.5 Sub-committee Monitor

The Chair will approve nominees or volunteers for the positions of X12 sub-committee monitors and alternates or will appoint monitors as needed. Monitors must represent an ASC X12 member organization.

5.5.1

Sub-committee monitors shall attend X12 sub-committee meetings and shall have the right and obligation to vote the UIG position in all sub-committee questions that come to a vote. Monitors shall provide summary detail to the UIG membership to obtain the UIG consensus position on major issues when possible. Monitors shall report X12 sub-committee activity and summarize UIG positions taken in the X12 sub-committee to the UIG membership at regularly scheduled UIG membership meetings.

5.5.2

Sub-committee monitors must regularly attend ASC X12 trimester meetings to perform this function effectively. Selection of monitors and acceptance of the appointment should be exercised with care to assure reasonable availability to attend regularly scheduled meetings.

6.0 BOARD OF DIRECTORS

The Board of Directors shall have full power and authority to direct and manage the affairs of the UIG. The Board of Directors consists of the following members:

The five elected officers serving on the UIG Executive Committee: i.e. the Chair, the Vice-Chair, the Treasurer, the Secretary/Communications Coordinator, and the Membership Coordinator. The UIG Chair also serves as the Chairperson of the Board of Directors.

The Chairperson and one member-at-large from each established Standing Committee, elected by the members of that Committee and each serving a one-year term.

Only Organization or Individual members (Principal or Associate) in good standing may be elected to and serve on the Board of Directors.

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7.0 STANDING COMMITTEES AND SPECIAL PROJECT TEAMS

The UIG Board of Directors may authorize the formation of Standing Committees and Special Project Teams to perform certain specified duties on behalf of the UIG. The UIG Board of Directors may also disband Standing Committees and Special Project Teams.

7.1 Special Project Teams

Special Project Teams are established to address short-term, industry-specific standard or guideline development or implementation issues that require knowledgeable individuals to resolve and that do not fall within the purview of an established Standing Committee. The Board of Directors will establish any Special Project teams to address these issues. The Special Projects team and its leader will define the scope of work and the resultant deliverables for approval by the Board of Directors.

7.2 Standing Committees

As a result of the UIG reorganization vote of May 2000, the initial Standing Committees of the UIG are Supply Chain, Utility Market Operations, and New Ventures and Technology. The UIG Board of Directors may form other UIG Standing Committees.

7.2.1 Committee Purpose and Scope

The Board of Directors shall determine the original purpose and scope of the Committee at the time of creation. Changes to the purpose and scope of an existing Standing Committee must be approved by the Board of Directors.

7.2.2 Committee Procedures

A Committee's activities shall be governed by self-defined Committee procedures approved by the Committee members and the Executive Committee. Changes in Committee procedures must be approved by the members of the Committee and then by the Executive Committee. In the absence of approved Committee procedures, the procedures set forth in this UIG Charter shall apply.

7.2.3 Committee Membership

Any UIG member in good standing may elect to become a member of one or more Committees. Membership may be by Organization or by individual as specified in Committee procedures. If membership is by Organization, an individual may represent more than one Organization. Committees may impose an attendance requirement to attain and retain membership and voting rights. The Recording Secretary of each Standing Committee shall maintain and publish a list of current Committee members.

7.2.4 Committee Responsibilities

7.2.4.1

Developing, maintaining, and promoting the use of UIG Standards, Guidelines, and Technical Reports.

7.2.4.2

Preparing official interpretations of documents or tutorials that support the standards and guidelines for which the Committee is responsible.

7.2.4.3

Reviewing externally developed standards for processing or adoption as UIG Guidelines and Technical Reports.

7.2.4.4

Providing technical liaison on behalf of the UIG with other organizations involved in activities related to the Committee's responsibilities

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7.2.5 Committee Officers

Committee officers shall consist of a Chair, Committee Member-at-Large to the Board of Directors, Recording Secretary, and such other officers as specified in the Committee's procedures. Committees may have a Vice-Chair and may have more than one Recording Secretary. The Committee Member-at-Large to the Board of Directors may be a Committee Vice-Chair.

7.2.5.1 Election of Officers

The Committee members shall elect the Committee Chair and Committee Member-at-Large to the Board of Directors. The Committee Chair shall appoint all other officers, unless otherwise specified in Committee procedures.

7.2.5.2 Officer Qualifications

All officers shall be Committee members. The Committee Chair and Committee Member-at-Large to the Board of Directors shall not both be employees of or represent the same Organization member or be employees of two Organization members that are organizationally related to each other. The term "employee" includes the owner of an Organization member that is a business.

7.2.5.3 Terms of Office

The Committee Chair and Committee Member-at-Large to the Board of Directors shall serve for one-year terms, from January 1 through December 31, and shall be eligible for re-election, unless term limits are specified in Committee procedures. The terms of all other officers shall be indefinite, unless otherwise specified in Committee procedures.

7.2.5.4 Removal from Office

Elected Committee Officers may be removed from office by vote of Committee members as specified in Committee procedures. The Committee Chair may remove appointed officers.

7.2.6 Committee Meetings

The Committee shall approve the frequency and timing of regular meetings, but at least one Committee meeting shall be held each calendar year. Special meetings may be called by the Committee Chair or by approval of a simple majority of the Committee. Meetings need not coincide with official UIG meetings. Meetings may be conducted electronically.

7.2.6.1 Quorum

Quorum requirements may be defined in Committee procedures but shall be at least twenty percent of Committee voting members. A quorum is required to conduct official business. If a quorum is not present, actions may be taken subject to confirmation by later vote. The Committee list of current members shall be used to determine quorum compliance.

7.2.6.2 Distribution of Meeting Minutes

Committee meeting minutes shall be made available to Committee members, the Executive Committee, and the UIG Secretary (for permanent recording) no later than 10 business days after meetings are held.

7.2.7 Voting Eligibility

Each Committee member shall be entitled to only one vote. If membership is by Organization, a person may cast a separate vote for each Organization represented. Guests, observers, and advisors may not vote.

7.2.7.1 Use of Proxies

Proxies shall be allowed for votes taken at official Committee meetings unless otherwise disallowed by Committee procedures. Proxies shall be in writing. Assigning a proxy to someone shall not eliminate the need to meet any Committee meeting attendance requirements to retain membership and voting rights in the Committee.

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7.2.7.2 Minimum Percent Approval

Approval by at least a simple majority of Committee members who vote, excluding abstentions, shall be required to approve a motion. A higher percentage approval may be specified in Committee procedures.

7.2.7.3 Straw Votes

Committee votes may be designated as non-binding straw votes to gain the sense of the Committee on an issue.

7.2.8 Committee Task Groups

Committees may establish task groups to assist in performing Committee responsibilities. All work of such task groups require approval by their parent Committees

7.2.8.1 Committee Task Group Procedures

If Committee task groups have charters or operating procedures, the parent Committee and the Executive Committee shall approve them.

7.2.8.2 Delegation of Committee Authority

Committees may delegate to task groups the authority to act on behalf of the Committees. In these cases actions by task groups carry the authority of their parent Committees.

7.2.8.3 Committee Task Group Officers

Committee Chairs shall have the authority to appoint and remove task group chairs unless otherwise specified in Committee procedures. Committee task groups may have co-chairs. Terms of office for task group chairs shall be indefinite unless otherwise specified in Committee procedures. Task group chairs may appoint task vice-chairs and recording secretaries, if desired.

8.0 NOMINATION AND ELECTION OF OFFICERS; OTHER VOTING

8.1 Nominations

8.1.1

Any Organization or Individual member in good standing is eligible for nomination for any of the elective offices defined in Section 5, OFFICERS/EXECUTIVE COMMITTEE.

8.1.2

Any member may make any number of nominations for an office.

8.1.3

A Nominating Committee may be appointed by the UIG Chair to assemble a slate of candidates that may be presented to the entire UIG membership for vote.

8.1.4

All nominations, including those made by the Nominating Committee, must be seconded. Any member may second any number of nominations, except those made by that member.

8.1.5

Any Nominee may decline to accept a nomination.

8.1.6

Nominations for any UIG officer position may be made from the floor prior to the voting for that position.

8.2 Voting

All members shall have one (1) vote per Organization or Individual membership. The voting delegate may be any of the Organization's members. No liaison member or guest may vote. Eligibility to vote in UIG elections and on UIG issues shall be reserved for UIG members in good standing only.

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8.2.1 Election of Officers

8.2.1.a

Voting for each office shall be conducted after the nominations for that office have been closed. If a slate of candidates is nominated, voting shall be deferred until after the nominations for all offices have been closed. If individual nominations have been made in addition to a slate of candidates, multiple 'slates' may be presented to the membership for voting.

8.2.1.b

Election of officers shall be by a simple majority of votes cast. Voting will be by secret ballot, unless there is only one (1) candidate for an office or one slate of candidates, in which case a voice vote may be taken. Each voting member (as described in paragraph 8.2) may cast only one (1) vote per ballot. Abstention will not count as a vote, but will count toward establishing a quorum.

8.2.1.c

The Secretary/Communication Coordinator shall count and tabulate the ballots.

8.2.1.c.1

The Secretary/Communication Coordinator and at least one non-candidate UIG member, appointed by the Chair, will tabulate the ballots to determine if a candidate has received a simple majority of votes.

8.2.1.c.2

If no candidate receives a simple majority on any election vote, a run-off of the two candidates receiving the most votes will be conducted. The run-off will include three candidates if there is a tie between the candidates with the second and third highest number of votes. The run-off process will be repeated until there are only two candidates left.

8.2.1.c.3

Should the final ballot result in a tie, the winner will be determined by the toss of a coin.

8.2.1.d

Interim replacement of elected officers, except the UIG Chair, shall take place at the next regularly scheduled UIG membership meeting following the knowledge of the vacancy. The newly elected officer shall serve for the un-expired term of his/her predecessor. His/her term shall begin immediately upon election. The UIG Vice-Chair, in accordance with subparagraph 5.3.2.g above shall replace the UIG Chair. A replacement UIG Vice-Chair shall then be elected in accordance with this subparagraph.

8.2.2 Other UIG issues

Voting on issues other than for officers shall be by a show of hands, unless a voting member requests a secret ballot.

8.2.3 Electronic Voting

Voting on issues via electronic methods will be by the Principal Representative member only, according to procedures established by the Executive Committee.

8.2.4 Proxy Voting

Any UIG member in good standing may vote by proxy on UIG matters at a regularly scheduled UIG membership or special UIG meeting if the member's voting representative and alternate(s), if applicable, cannot be present for the vote.

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The Principal Representative of the member shall submit an official proxy notification, in the form shown below, signifying its intent to vote by proxy, to the UIG Secretary/Communications Coordinator no later than close-of-business of the day before the UIG meeting at which a vote will take place. The proxy notification may be either hand written, an electronic facsimile (fax), or an E-Mail with the sender's identify validated to the membership database. The proxy notification shall name the person authorized to exercise the proxy vote, so that the Secretary/Communications Coordinator can ensure proper voter registration, and shall identify the scope of the proxy authorization. The UIG member is responsible for ensuring that the Secretary/Communications Coordinator has received its authorization in time.

Once a proxy notification has been received by the UIG Secretary/Communications Coordinator, such notification can be changed (e.g., to designate a different person to vote on the member's behalf) or rescinded (e.g., the voting delegate or alternate will vote in person after all) only by the person who signed or transmitted the proxy notification. In order to be effective, the change to or rescission of the proxy must be received by the UIG Secretary/Communications Coordinator in writing prior to the time the official UIG meeting is called to order.

The UIG Secretary/Communications Coordinator in its sole discretion shall decide questions as to conformance with this subparagraph 8.2.4.

Proxy Voting Authorization	
<i>[Name of member company]</i> , a UIG member in good standing, appoints <i>[name of individual]</i> to exercise its voting privilege <i>(to elect the UIG officers, to vote on all matters, etc.)</i> at the UIG meeting on <i>[date]</i> .	
Signed for the above named member,	_____ day
this	_____
of _____,	_____.
Signature:	_____
Name:	_____
Title:	_____
Company:	_____
Address:	_____
City/State	_____ ZIP: _____

9.0 CHARTER AUTHORITY

Adoption of the Charter and any amendments to it shall be effective when passed by two-thirds (2/3) vote of the members voting. The Executive Committee shall provide interpretation of the Charter.

9.1 Amendments

Amendments to this Charter may be proposed by any member in good standing and shall be coordinated by the Vice Chair. Notification of the intent to amend this Charter and a description of the proposed amendments shall be provided to the membership at least 30 days prior to a vote on the amendments. Amendments shall require an affirmative vote of at least two-thirds (2/3) of the members voting. Approved amendments shall become effective immediately.

9.2 Other Matters

Any matters not covered by this Charter shall be decided either by majority vote of the members (through the motion process) or by application of *Robert's Rules of Order* (latest edition).