

*CONSTITUTION AND BYLAWS  
OF Common Ground Iowa  
A Regional Partnership of Common Ground Alliance*

**Article I.**

**Name**

The name of this not-for-profit organization is Common Ground Iowa hereinafter referred to as CGI.

**Article II.**

**Mission Statement**

The mission of CGI is to promote public safety through damage prevention and shared responsibility, while utilizing the Common Ground Alliance's Best Practices for advancing  
Underground Utility Safety in the State of Iowa.

**Article III. Objectives**

The objective of CGI is to promote communication between responsible parties in Iowa for underground facility damage prevention and utilization and promotion of the Common Ground Alliance's Best Practices, resulting in the highest levels of public safety.

Members of CGI are committed to:

Execution of the Mission Statement. This will enhance public safety and responsibility among all stakeholders, including excavators, utility operators and the general public, through public awareness and education for the protection of underground facilities.

Protect utility infrastructure regardless of ownership to ensure uninterrupted, reliable and safe delivery of utility services for the benefit of customers and the public.

Promote subsurface facility awareness and the use of One-Call notification systems.

Promote cooperation among members and to establish and maintain a framework

within which to address and resolve common problems involving utility infrastructure damage prevention.

Identify areas of common concern and promote joint action, particularly a commitment to provide non-sensitive data regarding damage and potential damage, e.g. no locate request/ticket, breach of schedule, trends in damage and identification of damage root causes, and trends in one-call ticket quantity and quality; thereby providing the single most important indicator of where we should focus our efforts, and how we should measure our effectiveness.

Promote safety in and around shared facilities.

Promote cooperative joint restoration, design and relocation activities among stakeholders and concern for facility safe excavation during public or private project construction, or close proximity construction.

#### **Article IV.**

##### **Members and Membership**

Membership is open to any individual or organization that supports the stated mission of CGI. Members will be required to sign a pledge form to support the stated mission and to designate their stakeholder category bi-annually unless they designate a different category by submitting a new membership card. Signed pledges will constitute the membership role. Membership in the national Common Ground Alliance is not mandatory but is encouraged.

Member Categories: Member categories for the purpose of ensuring balanced representation in the Executive Team may consist of, but are not limited to, the following categories:

Agriculture

Electric

Emergency Services Engineering/Design

Excavator

IDOT

Insurance

Interested Stakeholders

Locator

Municipalities

One-Call

Pipelines (Transmission/Distribution)  
Private Water Public Works  
Railroad  
Road Builder  
State Regulator  
Telecommunications

The rights and responsibilities of each member are the same and independent of the member's category; however there are restrictions on holding office which will be determined by a member's category designation.

#### **Article V.**

##### **Dues**

There are no dues required for membership in CGI.

#### **Article VI.**

##### **Executive Team**

The Executive Team Officers shall consist of a Chairperson, Vice-Chairperson, Secretary, Treasurer, Membership Director, Program/Meeting Director, Marketing Director and Web Site Coordinator. These officers are elected by the General Members for a two-year term, but may be reelected for more than one term. The term of that office shall begin at the time and date the election occurs (see Articles XI and XII). The officers shall perform the duties prescribed by these bylaws and by parliamentary authority adopted by CGI.

#### **Article VII.**

##### **Officer Structure & Duties**

###### Chairperson

The Chairperson is the official representative of CGI. He/she presides over all general meetings of CGI. He/she appoints committees for CGI activities, designates committee Chairpersons, and serves as the ex-officio member of all such committees. The Chair shall have the authority to supervise the affairs of CGI between meetings, to establish the time and agenda of said meetings, and to establish committees to take on specific tasks in the interest of all Members. The Chair shall appoint members to serve in place of any absent officers at the bi-annual meetings. The Chair will also be CGI representative and/or liaison to the National Regional Common Ground Alliance Committee and shall in good faith, attend and meetings and functions and report back to CGI of their activities.

###### Vice Chairperson

The Vice Chairperson assists the Chair in the management of CGI and will preside at all meetings of CGI. The Vice Chair performs such duties as may be prescribed for him/her by the Chair, as well as performing duties on behalf of the Chair in his/her absence, or due to the disability of the Chair. After serving the two (2) year term, the Vice Chair will assume the position of Chair after obtaining a majority vote from the General Members.

#### Secretary

The Secretary will maintain records of CGI meetings, such as minutes for the Executive Team meetings. The Secretary assists the Chair in preparing documentation for meetings as well as activity reports. He/she also performs any other such duties as may be prescribed by the Chair.

#### Treasurer

The Treasurer will Chair the Finance Committee and will account for any monetary or in-kind contributions or expenditures made by or on behalf of CGI. The Treasurer maintains records of transactions of the CGI checking account, if one so exists. He/she also performs any other such duties as may be prescribed for him/her by the Chair.

#### Membership Director

The Membership Director will chair the Membership Committee and will maintain, solicit and account for the pledges of membership in CGI.

#### Program/Meeting Director

The Program/Meeting Director will Chair the Program Committee with responsibility of developing publications, programs and activities for the organization and to arrange for meeting facilities.

#### Marketing Director

The Marketing Director will Chair the Marketing Committee and will develop and implement

marketing strategies that promote the organization. Such strategies may include but are not limited to promotional items, news articles, press releases, radio, TV, mailers, brochures, trade shows, and newsletters. He/she may also perform any other duties as may be prescribed by the Chair.

#### Website Coordinator

The Website Coordinator monitors the status of minutes and other postings on CGI website and ensures that information posted on the website is accurate and up-to-date. He/she also performs any other such duties as may be prescribed for

him/her by the Chair.

### At-Large Member

The At-Large Member represents the interests of the general membership and conducts projects and accepts duties as may be assigned by the Chairperson. There are two positions.

## **Article VIII.**

### **Committees**

The Executive Chairperson shall appoint Committee Members and their Chair. The Committee may consist of any number of interested Members. Committees may meet at any time, place or fashion of their choosing by majority, including teleconferencing, email, etc. The CGI Executive Team may appoint additional standing committees as needed. Chair persons of such Committees shall not be or become officers during their term. The requirements, duties and term of each added committee shall be outlined by the Executive Team. All standing Committees shall report on their activities at the scheduled CGI meetings. The CGI Executive Team will also disseminate any information from the Committees/Groups to the General Membership.

## **Article IX.**

### **Parliamentary Authority**

The rules contained in the latest edition of the "Robert's Rules of Order" shall govern CGI in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order CGI may adopt.

## **Article X.**

### **Meetings and Proceedings**

Meetings and meeting locations will be selected and sponsored as determined by the needs of its members. Special meetings of the Members may be called by the CGI Executive Team. The Chair will prepare and follow an agenda for each meeting. A notice stating the time and place of each meeting will be communicated not less than thirty (30) days and not more than ninety (90) days before the date of the meeting and should include the agenda.

The meeting agenda may include but is not limited to the following items:  
Introductions and sign-in

Agenda changes  
Committee reports  
Regional council reports (spin-off groups)  
Old and new business  
Presentation of Member damage information  
Near Miss information  
One-Call ticket trend reports  
Information that offers solutions to damage prevention problems  
Action items status review  
Approval of previous meeting minutes  
CGI accomplishments Goals and objectives  
Summary of new action items  
Future meeting information

#### **Article XI. Elections**

The election of the Executive Team shall be held at the last meeting of each year in which any officer's term has expired. Each member of CGI shall have one vote for each office to be filled and must be present at the meeting to vote. No candidate for any office shall be confirmed unless the candidate has received more than 50% of the votes. If run-off elections are required they shall be held immediately during the election meeting. In the event that an elected officer is unable to fill his/her duties, the Executive Team shall appoint a suitable person until the next election.

#### **Article XII.**

##### **Calendar Year**

For reference at all meetings and for the purpose of elections, the calendar year extends from January 1<sup>st</sup> through December 31<sup>st</sup>.

#### **Article XIII.**

##### **Finances**

The CGI is expected to operate on voluntarily contributed resources. However, an accounting of those resources (paper, postage, printing, food, etc.) should be maintained by the Treasurer. Members are encouraged to value all contributions at the time they are made or very soon thereafter.

#### **Article XIV.**

##### **Amendments to Constitution and Bylaws**

This Constitution and Bylaws may be modified or amended by majority of General Members present at a scheduled membership meeting, provided such changes are submitted in writing and included in the prepared agenda. New amendments may be proposed but not voted upon at an emergency meeting.

**Article XV.**

**Non-Profit Clause**

The assets and income of the CGI shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organization except as bona fide compensation for services rendered or expenses incurred on behalf of the organization.

**Article XVI.**

**Organization**

The CGI is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**Article XVII.**

**Dissolution Clause**

Upon the dissolution of the CGI, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of Dallas County, Iowa (the Principal County in which CGI is located), exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

On this first day of May, 2007 the Steering Committee met and adopted the preceding Constitution and Bylaws of CGI.

**Definitions:**

Quorum of an assembly is such a number as must be present in order that business can be legally transacted. The quorum refers to the number present, not to the number voting. The quorum of a mass meeting is the number present at the time, as they constitute the membership at that time. In a society where there are no annual dues, and where membership is for life (unless it is transferred or the names are struck from the roll by a vote of the society) the register of members is not reliable as a list of the bona fide members of the society, and in many such societies it would be impossible to have present at a business meeting a majority of those enrolled as members. Where such societies have no by-law establishing a quorum, the quorum consists of those who attend the meeting, provided it is either a stated meeting or one that has been properly called.

NOTE ON QUORUM. -- After all the members of an organization have had reasonable notice of a meeting, and ample opportunity for discussion, if a majority of the total membership of the organization comes to a certain decision that must be accepted as the action or opinion of that body. But, with the exception of a body of delegates, it is seldom that a vote as great as a majority of the total membership of a large voluntary organization can be obtained for anything, and consequently there has been established a common parliamentary law principle, that if a bare majority of the membership is present at a meeting properly called or provided for, a majority vote (which means a majority of those who vote) shall be sufficient to make the act the act of the body, unless it suspends a rule or a right of a member (as the right to introduce questions and the right of free discussion before being required to vote on finally disposing of a question) and that a two-thirds vote shall have the power to suspend these rules and rights. This gives the right to act for the society to about one-fourth of its members in ordinary cases, and to about one-third of its members in case of suspending the rules and certain rights. But it has been found impracticable to accomplish the work of most voluntary societies if no business can be transacted unless a majority of the members is present. In large organizations, meeting weekly or monthly for one or two hours, it is the exception when a majority of the members is present at a meeting, and therefore it has been found necessary to require the presence of only a small percentage of the members to enable the assembly to act for the organization, or, in other words, to establish a small quorum. Where the quorum is so small it has been found necessary to require notice of all bills, amendments, etc., to be given in advance; and even in Congress, with its large quorum, one day's notice has to be given of any motion to rescind or change any rule or

standing order. This principle is a sound one, particularly with societies meeting monthly or weekly for one or two hours, and with small quorums, where frequently the assembly is no adequate representation of the society.