

1 **Bylaws of the National Region Planning Council**

2 **Approved 08/15/2009**

3
4 **ARTICLE I – Members**

5
6 **1.1 Annual Meeting**

7
8 The annual meeting of the members of the National Regional Planning Council (NRPC) for
9 the election of officers and for the transaction of such other business as properly may be
10 submitted to such annual meeting, shall be held at the hour and on the date designated by the
11 Executive Committee, such date to be within 150 days of the end of the calendar year.
12

13 **1.2 Special Meetings**

14
15 Special meetings of the members of the NRPC, may be conducted via conference call bridge
16 or Web enabled facility for any purpose or purposes, at any time by the Executive
17 Committee.
18

19 **1.3 Place of Meetings**

20
21 Meetings of members shall be held at such place within the continental USA or its territories
22 as determined by the Executive Committee, or an authorized committee of the Executive
23 Committee, pursuant to proper notice and prior approval as necessary.
24

25 **1.4 Notice**

26
27 Written or electronic notice of each members meeting stating the date, time, and place and, in
28 case of a special meeting, the purpose(s) for which such meeting is called, shall be given by
29 the NRPC not less than sixty (60) days prior to the date of the meeting, to each member, to
30 the member's address as it appears on the current record of members of the NRPC.
31

32 **1.5 Quorum of Members**

1 At any meeting of the members, fifteen (15) of the regions shall constitute a quorum for any
2 vote which may come before the NRPC for action. If for any reason, the original meeting
3 must be cancelled or postponed a new meeting may be rescheduled and reconvened.

4

5 At such reconvened meeting, any business may be transacted that might have been transacted
6 at the meeting as originally notified providing a quorum exists. A favorable vote shall be
7 considered to be a simple majority of the quorum present.

8

9 **1.6 Adjournment**

10

11 A simple majority of the members represented at the meeting, even if less than a quorum,
12 may adjourn the meeting. If a meeting is adjourned to a different date, time, or place, notice
13 of the adjourned meeting must be given to all members as of the new record date.

14

15 **1.7 Voting Members**

16

17 For the purpose of determining members who are entitled to vote at any meeting of members
18 or any adjournment thereof, or in order to make a determination of members for any other
19 proper purpose, each of the fifty five (55) FCC 700 MHz Regional Planning Committees
20 shall have one (1) vote. Each of the fifty five (55) FCC 800 MHz Regional Planning
21 Committees shall have one (1) vote. If a Regional Planning Committee represents both 800
22 MHz and 700 MHz, then that region shall have two votes.

23

24 The voting member for each Region who is eligible to cast their vote at any meeting shall be
25 one of the following; Chairperson or Vice Chairperson or Secretary of the Region.

26 In the event where neither of these Regional officers can be in attendance at a meeting the
27 Chairperson may appoint one of their active members as a "Substitute" to cast the Region's
28 vote on any issues that may arise during any meeting. The Chairperson of the Region shall
29 advise the NRPC Secretary, at least seven (7) days prior to the meeting as to who will carry
30 its Region's Vote at the meeting.

31

32 **1.8 Voting Record**

33

34 The Secretary of the NRPC shall make available, at least five (5) business days before each
35 meeting of members, a complete record of the member of each Region entitled to vote at
36 such meeting, arranged by numeric Region order. Such record shall be produced and kept

1 open at the time and place of the meeting and shall be subject to the inspection of any
2 member or region during the whole time of the meeting for the purposes thereof.

3
4 **1.9 Proxies**

5
6 Members of record may vote at any meeting either in person or by proxy. A Region
7 Chairperson may appoint a proxy to vote for the Region by submission of (a) an appointment
8 form signed by the Region Chairperson, or (b) an electronic transmission sent in accordance
9 with the provisions for electronic notice under Section 3.3. An appointment of proxy is
10 effective when an appointment form or an electronic transmission (or documentary evidence
11 thereof, including verification information) is received by the person authorized to tabulate
12 votes for the NRPC. The proxy has the same power to vote as that possessed by the Region
13 Chairperson, unless the appointment form or electronic transmission contains an express
14 limitation on the power to vote or direction as to how to vote on a particular matter, in which
15 event the NRPC must tabulate the votes in a manner consistent with that limitation or
16 direction. An appointment of proxy is valid for a specific meeting event as noted in the
17 appointment form or electronic transmission.

18
19 **1.10 Organization of Meeting**

20
21 The officer designated by the NRPC Chairperson (or in the absence of a designation by the
22 NRPC Chairperson, any other officer designated by the Executive Committee) may call any
23 meeting of members to order and shall fill in for the Chairperson thereof. The Secretary of
24 the NRPC, if present at any meeting of its members, shall act as the Secretary of such
25 meeting. If the Secretary is absent from any such meeting, the Chairman of such meeting
26 may appoint a Secretary for the meeting.

27
28 **1.11 Order of Business**

29
30 The Chairman of a meeting of members, determined in accordance with Section 1.10, shall
31 have discretion to establish the order of business for such meeting subject to any specific
32 order established by the Executive Committee.

33
34 **1.12 Bylaw Amendments**

1 The members may amend or repeal these Bylaws, or adopt new bylaws, even though the
2 Bylaws may also be amended or repealed, or new bylaws may also be adopted, by the
3 Executive Committee, by action taken in a regular meeting by a 2/3 vote of the members
4 present.

5 **ARTICLE II - Executive Committee**

6

7 **2.1 Number and Qualifications**

8

9 The business affairs of the NRPC shall be managed by an Executive Committee of not less
10 than three officers or more than fourteen (14) officers. The number of officers may at any
11 time be increased or decreased by resolution of the Executive Committee or by the members
12 at the annual meeting.

13

14 A member of the NRPC Executive Committee must be an executive member of a Regional
15 Planning Committee.

16

17 **2.2 Election - Term of Office**

18

19 Elections will take place annually. At each even year annual meeting the members shall elect
20 the Chairman and two District Directors to hold office until the next even year annual
21 meeting of the members and until their respective successors are elected and qualified. At
22 each odd year annual meeting the members shall elect the Vice Chairman and the other two
23 Region Directors to hold office until the next odd year annual meeting of the members and
24 until their respective successors are elected and qualified. If, for any reason, the officers
25 shall not have been elected at a meeting, they may be elected at a special meeting of
26 members called for that purpose in the manner provided by these Bylaws.

27

28 Except as provided in Section 2.10 and in this paragraph, each U.S. District Director shall be
29 elected by the vote of the majority of the votes cast within their districts.

30

31 The following procedures apply in a non-contested election. A nominee who does not receive
32 any votes shall not be elected. Except as otherwise provided in this paragraph, an incumbent
33 director who is not elected because he or she does not receive any votes shall continue to
34 serve as a holdover director until the Nominating Committee promptly considers whether to
35 fill the office of a nominee failing to receive a majority vote and make a recommendation to

1 the Executive Committee about filling the office. The Executive Committee will act on the
2 Nominating Committee's recommendation and within fifteen (15) days after the certification
3 of the member vote will disclose publicly its decision. No director who failed to receive a
4 vote for election will participate in the Nominating Committee recommendation or Executive
5 Committee decision about filling his or her office.

6 7 **2.3 Regular Meetings**

8
9 Meetings of the Executive Committee shall be held at such places, and at such times as the
10 Executive Committee may determine, and, if so determined, no notice thereof need be given.
11 A regular meeting of the Executive Committee may be held without notice immediately after
12 the annual meeting of members at the same place at which such meeting was held.

13 14 **2.4 Special Meetings**

15
16 Special meetings of the Executive Committee may be held at any time or place upon the call
17 of a majority of officers, or the NRPC Chairperson.

18 19 **2.5 Notice**

20
21 No notice is required for regular meetings of the Executive Committee. Notice of special
22 meetings of the Executive Committee, stating the date, time, and place thereof, shall be given
23 in a manner described in Section 3.3 at least two (2) days prior to the date of the meeting.
24 The purpose of the meeting need not be given in the notice.

25 26 **2.6 Standing Committees**

27
28 Standing committees shall consist of:

- 29 1. CAPRAD Oversight Committee
- 30 2. Technical Committee
- 31 3. Training Committee

32 33 **2.7 Quorum of Officers**

34
35 A majority of the members of the Executive Committee shall constitute a quorum for the
36 transaction of business, but if at any meeting of the Executive Committee there shall be less

1 than a quorum present, a majority of those present may adjourn the meeting from time to
2 time until a quorum shall have been obtained. When a quorum is present at any meeting, a
3 majority of the members present shall decide any question brought before such meeting,
4 except as otherwise provided by these Bylaws.

5

6 **2.8 Adjournment**

7

8 A majority of the officers present, even if less than a quorum, may adjourn a meeting and
9 continue it to a later time. Notice of the adjourned meeting or of the business to be transacted
10 thereat, other than by announcement, shall not be necessary. At any adjourned meeting at
11 which a quorum is present, any business may be transacted which could have been transacted
12 at the meeting as originally called.

13

14 **2.9 Resignation**

15

16 Any officer of the NRPC may resign at any time by giving written notice to the Chairperson,
17 or the Secretary of the NRPC. Any such resignation is effective when the notice is delivered,
18 unless the notice specifies a later effective date.

19

20 **2.10 Vacancies**

21

22 Unless otherwise provided by the Bylaws, in case of any vacancy in the Executive
23 Committee, including a vacancy resulting from an increase in the number of officers or non-
24 election of a director pursuant to Section 2.2, the remaining officers, whether constituting a
25 quorum or not, may fill the vacancy.

26

27 **2.11 Compensation**

28

29 The Executive Committee shall not receive any monetary compensation for their service as
30 officers of the NRPC, beyond what is allowed in connection with reimbursable expenses.

31

32 **2.12 Committees of the Executive Committee**

33

34 The Executive Committee, by resolution adopted by a majority of the full Executive
35 Committee, may designate from among its membership one or more committees, each of
36 which:

- 1 a. Shall have two (2) or more members, one of which shall act as chairperson;
- 2 b. Shall be governed by the same rules regarding meetings, action without meetings, notice,
- 3 and waiver of notice, and quorum and voting requirements as applied to the Executive
- 4 Committee; and
- 5 c. To the extent provided in such resolution, shall have and may exercise all the authority of
- 6 the Executive Committee, except no such committee shall have the authority to:
- 7 1. Fill vacancies on the Executive Committee or on any of its committees;
- 8 2. Adopt, amend, or repeal the Bylaws;
- 9 d. Shall be formed for the purpose of performing the work of the NRPC such as:
- 10 1. Nomination of Officers;
- 11 2. National Plan Oversight;
- 12 3. Regional Plan Development and Outreach;
- 13 4. Others as needed.
- 14

15 **ARTICLE III - Special Measures Applying to Meetings of Members, the Executive**

16 **Committee and Committees of the Executive Committee**

17

18 **3.1 Action by Unanimous Consent**

19 Any action required or permitted to be taken at a meeting of the Executive Committee or a

20 committee of the Executive Committee may be accomplished without a meeting if the action

21 is taken by all the members of the Executive Committee or all the members of the committee,

22 as the case may be. The action must be evidenced by one or more consents describing the

23 action to be taken, given by all officers or all members of the committee, as the case may be,

24 to the NRPC for inclusion in the minutes in a manner equivalent to written or electronic

25 notice under Section 3.3. Officers' consents may be given either before or after the action

26 taken.

27

28 Action taken by unanimous consent is effective when the last director consents to the action,

29 unless the consent specifies a later effective date.

30

31 **3.2 Use of Communications Equipment**

32

33 Meetings of the members, the Executive Committee and committees of the Executive

34 Committee may be effectuated by means of a conference telephone, Web enabled session or

35 similar communications equipment by means of which all persons participating in the

1 meeting can hear each other during the meeting. Participation by such means shall constitute
2 presence in person at such meeting.

3
4 **3.3 Oral, Written and Electronic Notice**

5
6 Oral notice may be communicated in person or by telephone, wire or wireless equipment that
7 does not transmit a facsimile of the notice. Oral notice is effective when communicated if
8 communicated in a comprehensible manner.

9
10 Written notice may be transmitted by mail, private carrier, or personal delivery; or telephone,
11 wire, or wireless equipment that transmits a facsimile of the notice and provides the
12 transmitter with an electronically generated receipt. Written notice is effective at the earliest
13 of the following: (a) when received; (b) five (5) days after its deposit in the U.S. mail if
14 mailed with first-class postage, to the address as it appears on the current records of the
15 NRPC; (c) on the date shown on the return receipt, if sent by registered or certified mail,
16 return receipt requested, and the receipt is signed by or on behalf of the addressee.

17
18 **ARTICLE IV – Officers**

19
20 **4.1 Positions**

21
22 The officers of the NRPC may consist of a Chairperson, a Vice Chairperson, a Secretary,
23 four (4) U.S. District Directors and four (4) Deputy Directors (who may be designated as
24 Northern, Southern, Eastern, and Western) and three (3) standing committee chairpersons.
25 The Chairperson and Vice Chairperson shall be elected by the general membership at an
26 Annual Meeting. The Secretary shall be appointed by the Chairperson and confirmed by a
27 majority vote of the Executive Committee members. The District Directors and their
28 deputies shall be elected by the regional members of their districts. The standing committee
29 chairpersons shall be elected by the Chairman, Vice Chairman, Secretary and the four
30 District Directors. The NRPC may have such additional or assistant officers (sometimes
31 referred to as "additional officers") as may be deemed necessary for its business and who
32 may be appointed from time to time.

33
34 **4.2 Term of Office**

1 The officers of the NRPC shall be elected bi-annually by the general membership at an
2 annual meeting of the members. If officers are not elected at such meeting, such election
3 shall occur as soon as possible thereafter, or may be left vacant. Each officer shall hold office
4 until a successor shall have been elected and qualified or until said officer's earlier death,
5 resignation, or removal.

6 7 **4.3 Authority and Duties of the Chairperson**

8
9 The Chairperson shall have general charge and supervision of the business of the NRPC,
10 shall see that all orders, actions and resolutions of the Executive Committee are carried out,
11 and shall have such other authority and shall perform such other duties as set forth in these
12 Bylaws or, to the extent consistent with the Bylaws, such other authorities and duties as
13 prescribed by the Executive Committee.

14 15 **4.4 Authority and Duties of Other Officers**

16
17 Each officer other than the Chairperson shall have the authority and shall perform the duties
18 set forth in these Bylaws or, to the extent consistent with the Bylaws, the duties prescribed by
19 the Executive Committee, by the Chairperson, or by an officer authorized by the Executive
20 Committee to prescribe the duties of such officer. Any designation of duties by the
21 Chairperson or other officer shall be subject to review by the Executive Committee but shall
22 be in full force and effect in the absence of such review.

23 24 **4.5 Resignation or Removal**

25
26 Any officer of the NRPC may resign at any time by giving notice to the Secretary of the
27 NRPC. Any such resignation is effective when the notice is given, unless the notice specifies
28 a later date, and shall be without prejudice of such officer.

29
30 The Executive Committee, by majority vote of the entire Executive Committee, may remove
31 any officer or agent, with or without cause. An officer or assistant officer, if appointed by
32 another officer, may also be removed by any officer authorized to appoint officers or
33 assistant officers.

34 35 **4.6 Vacancies**

1
2 If any office becomes vacant for any reason, the officers may appoint a successor or
3 successors who shall hold office for the unexpired term, hold a special election for the office
4 or leave such office vacant.

5
6 **ARTICLE V - Documentation and Records**

7
8 **5.1 Documents, Records and Minutes**

9
10 Except as otherwise provided by law the NRPC:

11 a. Shall keep as permanent records minutes of all meetings of its members and Executive
12 Committee, a record of all actions taken by the Executive Committee without a meeting, and
13 a record of all actions taken by a committee of the Executive Committee exercising the
14 authority of the Executive Committee on behalf of the NRPC;

15 b. Shall maintain appropriate accounting of all documents and records which may be
16 presented or created within committee;

17 c. Or its agent shall maintain a record of its members, in a form that permits preparation of a
18 list of the names and addresses of all members.

19 d. Shall keep a copy of the following records at its principal office:

20 1. The Bylaws or Restated Bylaws and all amendments to them currently in effect;

21 2. The minutes of all members' meetings, and records of all actions taken by members
22 without a meeting, for the past three (3) years;

23 3. Its financial statements for the past three (3) years, including balance sheets
24 showing in reasonable detail the financial condition of the NRPC as of the close of
25 each fiscal year, and an income statement showing the results of its operations during
26 each fiscal year prepared on the basis of generally accepted accounting principles or,
27 if not, prepared on a basis explained therein;

28 4. All communications to members generally within the past three (3) years;

29 5. A list of the names and business addresses of its current officers and officers.
30

31 **5.2 Copies of Resolutions**

32
33 Any person dealing with the NRPC may rely upon a copy of any of the records of the
34 proceedings, resolutions, or votes of the Executive Committee or members, when certified by
35 the Secretary, or other officer authorized by the Executive Committee.