

**Utah Education Network
Bylaws of the State of Utah Registry for Internet Numbers
(SURIN)**

**ARTICLE I
Organization**

The name of this organization is State of Utah Registry for Internet Numbering, hereafter referred to as "SURIN".

**ARTICLE II
Purpose**

The purpose of SURIN is to:

- Devise a comprehensive plan to manage and allocate network addresses within the State of Utah.
- Ensure that addresses are distributed equitably.
- Give members a voice in developing and managing these processes.

SURIN shall be operated exclusively for Utah State Government, Utah public libraries, Utah public and higher education, and other entities as approved by the SURIN Board.

**ARTICLE III
Membership**

Section 1 – Membership Types

The membership of SURIN shall consist of Trustee Members and General Members.

- a. Trustee Members are individuals who may be, but are not required to be, General Members or representatives of General Members, as defined below. Trustee members shall consist of SURIN's appointed representatives to the Board of Trustees, hereafter known and referred to as Trustees.
- b. General Members shall consist of entities that use UEN-controlled Internet addresses.
- c. The Board of Trustees shall have the power to establish and designate other classifications of memberships.

Section 2 – SURIN Meetings

SURIN Public Policy and Members Meetings are held no more often than quarterly and at least once per year in person. Special meetings may be called and held in person or by virtual meeting using electronic communication that extends over a period not in excess of twenty-four hours. Formal notice of all such special meetings shall be delivered to each General Member via e-mail at least ten days in advance of the announced meeting date.

Section 3 – Membership Rights

- a. All Trustees shall have the right to submit nominations to any SURIN nominating committee, attend SURIN Public Policy and Members Meetings free of charge, and participate in members-only mailing lists and discussions. Any Trustee that also serves as the designated member representative for a General Member is also entitled to vote in SURIN elections.
- b. All General Members shall have the right to submit nominations to any SURIN nominating committee, vote in SURIN elections, attend SURIN Public Policy and Members Meetings free of charge, and participate in members-only mailing lists and discussions. They shall also be entitled to any future rights the Board of Trustees may, from time-to-time, grant to General Members. Each General Member shall name one designated member representative to vote on its behalf in any SURIN general election for the Advisory Council and other matters related to SURIN.

ARTICLE IV Offices

The principal office of SURIN shall be located at the Utah Education Network, hereafter known as UEN, in the Eccles Broadcast Center at the University of Utah. It may also have offices at such other places as the Board of Trustees may, from time-to-time, designate.

ARTICLE V Composition of SURIN

SURIN shall consist of its Board of Trustees, its Advisory Council, its General Members, and such other officers as are needed to effect its purposes and objects.

ARTICLE VI Board of Trustees

Section 1 – Authority and Responsibilities

The power, authority, property, and affairs of SURIN shall at all times be exclusively exercised, controlled, and conducted by or under the authority of the Board of Trustees, subject to any limitations set forth and in accordance with the UEN Steering Committee as it now exists or hereafter may be amended.

Section 2 – Board of Trustees Composition and Appointment

The Board of Trustees shall consist of eleven (11) voting members appointed by the Utah State Office of Education (hereafter known as USOE), the Utah System of Higher Education (hereafter known as USHE), the Utah State Library, the State Department of Technology

Services (hereafter known as DTS, UEN, and the Utah Technology Coordinator Council (hereafter known as TCC) as follows:

- a. USOE shall appoint two (2) members.
- b. USHE shall appoint three (3) members.
- c. Utah State Library shall appoint two (2) members.
- d. DTS shall appoint two (2) members.
- e. UEN shall appoint one (1) member.
- f. TCC shall appoint one (1) member.

Trustees serve at the discretion of the respective appointing entities and are subject to the SURIN Appointment Conflict of Interest List approved by the Board of Trustees and made publicly available on the SURIN website.

Section 3 – Terms

The term of office for a Trustee shall be four (4) years or until a successor has been appointed and assumes office. Trustees may be appointed to serve multiple terms. The term of office of Trustees shall commence on the first day of July following the completion of the appointment process.

Section 4 – Quorum

A majority of the Trustees shall constitute a quorum for the transaction of business. Unless otherwise stated in these Bylaws, decisions of the Board of Trustees shall be made by the concurrence of a majority of Trustees present and voting. If at any meeting there is no quorum present, the Board must not transact business.

Section 5 – Meetings

The Board of Trustees shall meet at least quarterly.

- a. Meetings of the Board may be held from time-to-time at such intervals and at such places as may be fixed by the Board. Meetings of the Board may be held only in person or via teleconference. Notice of all regular meetings of the Board shall be delivered to each Trustee in writing at least ten (10) calendar days before the meeting. Special meetings of the Board may be called for any purpose at any time by the Chairman of the Board or by any three (3) Trustees. Notice of any special meeting shall state the purpose of the meeting. A Trustee may waive notice of a meeting of the Board of Trustees by submitting a signed, written waiver of notice, either before or after the meeting.
- b. A Trustee's attendance at or participation in a meeting waives any required notice of the meeting unless at the start of such meeting or promptly upon arrival the Trustee objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting. Any action required or permitted to be taken at any meeting of the Board of Trustees may be taken without a meeting if all Trustees

consent in writing to such action. Such action shall be evidenced by written consents approving the lack of a meeting, signed by each Trustee.

Section 6 – Compensation and Reimbursement

No Trustee shall receive compensation from SURIN for his or her services as a Trustee.

Section 7 – Policies and Procedures

The Board of Trustees may adopt subsidiary policies and procedures consistent with these Bylaws, and may alter, amend, or repeal any such policy or procedure.

Section 8 – Resignation

Any Trustee may resign at any time by giving written notice to the Chairman of the Board of Trustees. Any such resignation shall take effect at a date specified in the notice or when the notice of resignation is delivered.

Section 9 – Removal

Any Trustee may be removed from office, with cause, by a vote of the General Members following a procedure approved by the Board and publicly available on the SURIN website. Such a vote shall be conducted in a specially called and held meeting that follows the procedures used for general elections as outlined on the SURIN website. Any such Trustee proposed to be removed shall be entitled to at least ten (10) calendar days notice prior to the voting period and shall be entitled to publish a public statement on the SURIN website. Removal may proceed without the Trustee's participation. An appointing entity may change its appointments to the SURIN Board at any time with or without cause.

Section 10 – Interim Appointments

When a vacancy occurs during the unexpired term of a Trustee, the Board of Trustees may, at its discretion, upon majority vote of the remaining Trustees, appoint an interim Trustee from the affected community to fill the vacancy until an official appointment can be made.

Section 11 – Trustee Conflict of Interest

- a. A Trustee who has a personal interest in a transaction, as defined below, may not participate in any discussion of that transaction by the Trustees and may not vote to determine whether to authorize, approve, or ratify that transaction except as specifically described below. For purposes of these Bylaws, a "personal interest" is defined as any act that will provide, directly or indirectly, a disparate benefit individually to the Trustee, or to an entity he or she is employed by, or represents in any fashion. However it is expected that most policy decisions will have a direct or indirect impact on the Trustee's work, but such a non-individualized interest does not constitute a "personal interest" as used in these Bylaws. A "transaction" with SURIN for purposes of these Bylaws is a

contract, consultancy or a policy under consideration that will have a disparate and unusual impact on an entity with which the Trustee is directly or indirectly associated.

- b. The mere existence of a personal interest by a Trustee in a transaction with SURIN shall not invalidate SURIN's ability to enter that transaction so long as one or more of the following conditions are met:
 - i. The material facts of the personal nature of the transaction with SURIN and the Trustee's interest in the transaction with SURIN are fully disclosed to the Board of Trustees, either by the Trustee having a direct or indirect personal interest in the transaction with SURIN, or are brought to the attention of the Board by a third party.
 - ii. The Board of Trustees, by a vote of the disinterested Trustees, vote to authorize, approve, or ratify a transaction with SURIN.
 - iii. The transaction with SURIN in which the direct or indirect personal interest of a Trustee was disclosed to the Board of Trustees and was determined by the Trustees entitled to vote on the matter to be in SURIN's interests, notwithstanding the personal interest of the non-voting Trustee.
- c. In determining whether a conflict of interest exists, the Board of Trustees has the prerogative, upon review of all facts and circumstances, to make its own determination of whether a conflict of interest exists and how it is appropriate to proceed. A Trustee who perceives the possibility of a personal conflict of interest, or for another Trustee, may raise this issue at any point prior to a vote on any issue. Any Trustee who perceives a possible conflict of interest may present justification with respect to whether or not a conflict of interest exists, but the entire Board, with the exception of the Trustee having the potential conflict of interest, shall make the final determination to proceed in such a matter. If the Board of Trustees finds there is a conflict of interest, the Trustee with the conflict may be excluded by the Chair of the Board from that portion of any meeting where a substantive discussion or decision to engage or not in such a transaction is made, except that he or she may provide any information that will assist the Trustees in such a matter before leaving such a meeting.

Section 12 – Approval of Meeting Minutes

Minutes of the Board of Trustees must be approved via a procedure adopted by the Board and publicly available on the SURIN website.

ARTICLE VII Officers

Section 1 – Number

The officers of SURIN shall include a Chairman of the Board (hereafter referred to as the Chair), a Vice chair, a Treasurer, a Secretary, and such other inferior officers as the Board of Trustees may determine.

Section 2 – Election, Term of Office, and Qualifications

The Chair and vice chair shall be elected by the Board of Trustees from among its members. All other officers shall be elected by the Board of Trustees from among such persons as the Board of Trustees may consider for election. Officers shall be elected during the first meeting of the Board after July 1, and shall take office immediately upon election. Officers are to be SURIN members. No Trustee shall simultaneously serve the position of two officers unless elected to do so by the affirmative two-thirds vote of the Trustees then in office at a regular meeting or special meeting called for that purpose; this restriction does not apply to the ability of officers to serve as such other inferior officers that may have been determined by the Board of Trustees.

Section 3 – Vacancies

In case any officer position of SURIN becomes vacant, the majority of the Trustees in office, although less than a quorum, may elect an officer to fill such vacancy at the next meeting of the Board of Trustees, and the officer so elected shall hold office and serve for the remainder of the fiscal year.

Section 4 – Chair-(general duties)

The Chair shall preside at all meetings of SURIN. The Chair shall be the principal point of contact for the Board of Trustees between meetings. If the Chair is not available to preside over a meeting, the Vice Chair shall preside at that meeting only.

Section 5 – Chair-(specific duties)

The Chair shall be the Chief Executive and Administrative Officer and will be elected by members of the Board of Trustees. The Chair shall serve as a voting member of all committees created by the Board of Trustees. The Chair shall act in an advisory capacity to all other officers and Trustees. Within the limits established by the Board of Trustees, the Chair shall have full authority over the administration and management of SURIN, and further shall exercise such other powers as usually pertain to the chief operating official of an organization. In case of a vacancy or incapacitation in the Chair, the official duties shall be performed by the Vice Chair of the Board of Trustees or a Trustee of the Vice Chair's selection until a new chair is elected.

Section 6 – Secretary

The Secretary shall have charge of such books, records, documents, and papers as the Board of Trustees may determine, and shall have custody of the SURIN seal. The Secretary shall keep, or cause to be kept, the minutes of all meetings of the Board of Trustees. The Secretary

may sign, with the Chair, in the name and on behalf of SURIN, agreements and he or she may affix the seal of SURIN. He or she, in general, performs all the duties incident to the Office of Secretary, subject to the supervision and control of the Board of Trustees. A majority of the Board of Trustees may appoint a Secretary. Certain duties of the Secretary, as may be specified by the Board of Trustees, may be delegated by the Secretary to the Chair or a designated member of the SURIN staff.

Section 7 – Removal

Any officer may be removed from office by the affirmative two-thirds vote of the Trustees then in office at any time with or without cause at a regular meeting or special meeting called for that purpose. Any officer proposed to be removed shall be given at least ten calendar (10) days notice, in writing, of the meeting of the Board of Trustees at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Trustees at such meeting.

Section 8 – Election policy and publications

All appointment and election processes not contained in these Bylaws shall be approved by the Board of Trustees and made publicly available on the SURIN website.

ARTICLE VIII Technical Advisory Council

Section 1 – Function

The Technical Advisory Council shall act in an advisory capacity to the Board of Trustees on matters as the Board of Trustees may, from time-to-time, request involving Internet numbering resource policies and related matters. The Chair of Board of Trustees shall be the primary point of contact between the Advisory Council and the Board of Trustees.

Section 2 – Technical Advisory Council Composition

The Technical Advisory Council shall consist of seven (7) persons, each nominated by their respective organizations and confirmed by the SURIN Board of Trustees.

- One chairman appointed by the SURIN Board of Trustees.
- Two Utah Education Network engineers
- One member from USHE
- One member from Utah Public Education
- One member from Utah State Libraries
- One member from DTS

Each advisory member shall be selected in accordance with Section 4 of this Article VIII. In addition, the Chair of the Board of Trustees is a voting member of the Technical Advisory Council.

Section 3 – Terms

The term of office of Technical Advisory Council members shall be three (3) years or until their successors have been elected and assume office. Advisory Council members may serve multiple terms.

Section 4 – Nominations of Technical Advisory Council Members

Members of the SURIN Technical Advisory Council shall be nominated by a SURIN entity (see section 2 of article VIII) and approved by the Board of Trustees. All Nominees are subject to the Nomination and Appointment Conflict of Interest List approved by the Board of Trustees and made publicly available on the SURIN website.

- a. All nominations shall be made public via the SURIN website. Processes not contained in these Bylaws shall be approved by the Board of Trustees and made publicly available on the SURIN website.
- b. The term of office of Technical Advisory Council members shall commence immediately following the successful completion of the nomination and confirmation process.
- c. In the event of the failure of any Nominee to assume his or her position, the vacancy created shall be filled by an interim Candidate appointed by the SURIN Board of Trustees. The interim candidate shall fill the vacancy until such time as they or another candidate can be presented to the Board of Trustees for consideration by the respective organization.
- d. The Board of Trustees shall retain continuing oversight authority of the nomination, confirmation and removal processes of Technical Advisory Council members. Technical Advisory Council members may be removed, with cause, by a majority vote of the Board of Trustees as described in section 9 of Article VIII.

Section 5 – Quorum

A majority of the Technical Advisory Council members shall constitute a quorum for the transaction of business. Unless otherwise stated in these Bylaws, decisions of the Technical Advisory Council shall be made by the concurrence of a majority of members present and voting. If at any meeting there is no quorum present, the Technical Advisory Council must not transact business.

Section 6 – Meetings

The Technical Advisory Council shall meet at least once annually. Meetings of the Technical Advisory Council may be held from time-to-time at such intervals and at such places as may be fixed by the Technical Advisory Council. Meetings of the Technical Advisory Council may be held only in person or via teleconference. Notice of all regular meetings of the

Technical Advisory Council shall be delivered to each Technical Advisory Council member in writing at least ten (10) calendar days before the meeting. Special meetings of the Advisory Council may be called for any purpose at any time by the Chairman or by any five (5) members. Notice of any special meeting shall state the purpose of the meeting. A member may waive notice of a meeting of the Technical Advisory Council by submitting a signed, written waiver of notice either before or after the meeting. A member's attendance at or participation in a meeting waives any required notice of the meeting unless at the start of such meeting or promptly upon arrival the member objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

Section 7 – Compensation and Reimbursement

No Technical Advisory Council member shall receive any compensation from SURIN for his or her services as a Technical Advisory Council member.

Section 8 – Resignation

Any Technical Advisory Council member may resign at any time by giving written notice to the Chair of the Board of Trustees. Any such resignation shall take effect at a date specified in the notice or when the notice of resignation is delivered. After notification of a resignation has been received, an interim appointment shall be made by the SURIN Board of Trustees as described in section 10 of Article VIII.

Section 9 – Removal

Any member of the Technical Advisory Council may be removed from office with cause by the affirmative vote of two-thirds of all the Trustees present and voting at any time at a meeting of the Board of Trustees. Any member proposed to be removed shall be entitled to at least ten (10) calendar days notice prior to the voting period and shall be entitled to appear before and be heard at such meeting. Removal may proceed without the member's participation.

Section 10 – Interim Appointments

When a vacancy occurs during the unexpired term of a Technical Advisory Council member, the SURIN Board of Trustees may, at its discretion, upon majority vote, appoint an interim Technical Advisory Council member to fill the vacancy. Such an appointment shall be made based on a procedure adopted by the Board of Trustees and made publicly available on the SURIN website.

Section 11 – Approval of Meeting Minutes

Minutes of the Technical Advisory Council must be approved via a procedure adopted by the Council and made publicly available on the SURIN website.

Section 12- Ad Hoc Committees

The Technical Advisory Council shall have the authority to create ad hoc committees, as they deem necessary to assist with technical needs. The Technical Advisory Council shall make determinations as to the membership and size of any ad hoc committee. Membership of an ad hoc committee is subject to the review of the SURIN Board of Trustees. Ad hoc committees may be disbanded through the majority vote of the Technical Advisory Council or the Board of Trustees.

ARTICLE IX Miscellaneous

Section 1 – Fiscal Year

The fiscal year of SURIN shall be from July 1 to June 30.

Section 2 – Gifts

The Board of Trustees may accept or reject on behalf of SURIN any contribution, gift, bequest, or devise for the general purposes or for any special purpose of SURIN.

Section 3 – Records

SURIN shall keep correct and complete books and records of account, Bylaws, written communications to members generally, annual reports, and shall also keep minutes of the proceedings of the Board of Trustees and shall keep at its registered office or principal office a record giving the names and addresses of all Trustees and officers. All books and records of SURIN may be inspected at the SURIN principal office by any Trustee for any proper purpose at any reasonable time.

Section 4 – Nomination and Appointment Conflicts

The Board of Trustees, from time-to-time, shall determine conflicts of interest related to candidacy for elected SURIN bodies and SURIN representation to outside organizations, either elected or appointed. Such determinations shall be published by the Board of Trustees.

Section 5 – Seal

The Board of Trustees may provide a seal which shall be in the form of a circle and shall have inscribed thereon the name SURIN State of Utah Registry for Internet Numbering. The seal shall be affixed to all organizational instruments, but failure to affix it shall not affect the validity of the instrument.

Section 6 – Dissolution

In the event of dissolution or termination of SURIN, UEN will assume full responsibility for any assets and liabilities of SURIN.

Section 7 – Order of Business

All business meetings of the Board of Trustees and the Advisory Council of SURIN and all business meetings of any Committee established by the Board of Trustees and Advisory Council of SURIN shall be conducted under Robert’s Rules of Order.

Section 8 – Amendment

These Bylaws may be amended by the members of the Board of Trustees at any regular or special meeting of the Board based upon any proposed amendment receiving the vote of four-fifths of the Trustees in office. No amendment to these Bylaws shall be made which is not in conformity with policy set forth by the UEN Steering Committee. Meeting notice and proposed amended text must be given at least fifteen (15) days in advance of a meeting called for this purpose.



