

BYLAWS
of the
MISSOURI TELECOMMUNICATIONS INDUSTRY ASSOCIATION

ARTICLE I

Name and Principal Office

The name of this Association shall be the "Missouri Telecommunications Industry Association." The principal office of the Association shall be in Jefferson City, Missouri.

ARTICLE II

Purpose

The Association is formed for the purpose of promoting the interests of the Members of the Association in all matters affecting the telecommunications industry in the State of Missouri.

ARTICLE III

Membership

Section A. Categories of Members

The membership of this Association shall be divided into three categories as defined herein.

Section B. Category I Members

Any individual, firm, partnership, corporation or cooperative owning and/or operating a local exchange telecommunications company authorized to provide basic local telecommunications service in a specific geographic area in the State of Missouri as of December 31, 1995, or a successor in interest to such a company, is eligible for "Category I Membership" in this Association.

Section C. Category II Members

Any individual, firm, partnership, corporation or cooperative is eligible to be a Category II Member if it is operating as a telecommunications company, is authorized to do business in Missouri, and is engaged in any of the following principal lines of business: local exchange and/or basic local telecommunications service (but not eligible as a Category I Member); interexchange telecommunications service; wireless telecommunications service; competitive access provider; cable TV company; or any other telecommunications company as may be approved by the Board of Directors ("Board").

Section D. Category III Members

Any individual, firm, partnership, corporation or cooperative, with interests in common with the organization, and providing services to current Category I or Category II Members, and not otherwise eligible for Category I or Category II membership, is eligible to become a Category III Member.

Section E. Voting Rights

Each Category I Member in good standing shall be entitled to one (1) vote as to each matter on which Category I Members may vote.

Each Category II Member in good standing shall be entitled to one (1) vote as to each matter on which Category II Members may vote.

Category III Members shall not be entitled to vote in any meeting of the membership, unless such vote is expressly required by Chapter 355, RSMo.

Except as otherwise required by Chapter 355, RSMo: (1) the only matter on which Members may vote shall be the election and removal of Directors; and, (2) only Category I and Category II Members may vote on such matters.

Each Member shall, immediately upon becoming a Member, advise the Association in writing of the name, address and telephone number of its Representative. The Representative shall remain the Member's Representative until the Member notifies the Association, in writing, of the name, address and telephone number of its new Representative. Only such Representative shall be entitled to vote on behalf of the Member.

Section F. Approval and Eligibility of Membership

Applications for membership shall become effective upon the President's determination that the applicant satisfies the eligibility requirements for membership and upon payment of the regular assessed dues as hereinafter provided. The local exchange telecommunications companies that were voting members of the Missouri Telephone Association as of December 1, 1996, are hereby accepted as Category I Members of the Association, effective December 1, 1996, without the necessity of further application or approval.

Section G. Termination of Membership

Membership in this Association may be terminated by the President or by the Board of Directors for any of the following reasons:

- a. change in principal business or ownership so as to be no longer eligible;
- b. failure to pay dues or assessments;
- c. for any other reason by majority vote of the Board.

Section H. Reinstatement of Membership

The President or the Board of Directors may reinstate the membership of a previously terminated member if the cause for the termination is cured.

ARTICLE IV

Dues

Section A. Annual Dues

The total amount of annual dues to be assessed by the corporation to its Members, and how that amount will be allocated to and among the categories of members, shall be determined each year by the Board.

Section B. Special Assessment

A special assessment also may be levied during the year to meet unusual expenses affecting members as determined necessary by the Board. The Board will determine the appropriate assessment methodology before the assessment is billed.

Section C. Due Date

All dues are due and payable on January 1 of each calendar year, or as directed by the Board.

ARTICLE V

Meetings of the Membership

Section A. Regular Meeting

The regular annual meeting of the Association shall be held at such time and place as may be designated by the Board. All Members are entitled to attend all of the regular annual meetings of the Membership.

Section B. Special Meeting

The Chairman or the President shall call Special meetings of the Association at any time at the direction of the Board; by a petition signed by a majority of the combined Class I and Class II Members; or by a petition signed by a majority of the Class III Members. All Members are entitled to attend all special meetings of the Membership.

Section C. Notice of Meeting

Written or printed notice of the time and place of holding each annual meeting of the Association and each special meeting at which a vote of the Members is to take place, shall be given by mailing the same to the last known address of each Member, not less than twenty (20) days before such meeting. The notice of any special meeting shall set forth the subjects to be considered and no business affecting the general interest or welfare of the Association shall be transacted except as specified in such notice.

Section D. Quorum

A quorum at any regular or special meeting of the membership shall consist of not less than fifty percent of the Category I Members.

ARTICLE VI

Board of Directors

Section A. Board of Directors

1. The initial Board of Directors shall be the fifteen (15) persons designated on Attachment A hereto.
2. At the first annual meeting of the Association, the Board of Directors shall consist of not more than twenty (20) Members, to be elected in the following manner: No more than fifteen (15) Members of the Board of Directors may be from Category I membership, and no more than five (5) Members may be from Category II membership. No Member shall have more than one (1) director in a single category at any time. The ten (10) Directors from the initial Board of Directors whose terms will not have expired shall continue to serve on the Board of Directors until their terms expire. These ten (10) Directors shall be Category I Directors. The other five (5) Category I Directors shall be elected by an affirmative vote of a simple majority of the Category I Members present, provided there is a quorum of Category I Members. Category II Directors shall be elected by a simple majority of Category II Members present. If any category of Member is unable to elect its members of the Board of Directors, the unfilled board of director positions shall be considered vacant and filled in accordance with this Article.

Section B. Terms of Directors

The terms of office for the initial Directors shall expire at the times designated on Attachment A. The terms of office for the Category I Directors elected at the first annual meeting of the Association shall be for three (3) years. The terms of office for the Category II Directors elected at the first annual meeting of the Association shall be staggered so that approximately one-third (1/3) of the Category II Directors are elected at each succeeding annual meeting of the Association.

Section C. Vacancy on Board

Vacancies occurring in the Board of Directors in the interim between annual meetings shall be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section D. Executive Committee

An Executive Committee, of not less than five (5) persons, all of whom shall be Members of the Board of Directors, shall be appointed by the Chairman, subject to approval of the Board of Directors, for terms of one year, or until their successors are appointed, to act for the Board of Directors between meetings of the Board of Directors.

Section E. Duties and Powers of the Board

Except as otherwise provided in Chapter 355, RSMo, or the Association's Articles of Incorporation or these Bylaws, all of the Association's powers shall be exercised by or under the authority of, and the affairs of the Association managed under the direction of, its Board of

Directors. The Board of Directors shall exercise such powers and perform such duties as may be necessary and appropriate for the proper operation and management of this Association. Without limiting the generality of the foregoing, the Board shall have the power to:

1. supervise and control the finances of the Corporation;
2. establish and approve the annual operating budget for the Corporation;
3. set the level of membership dues as provided in Article IV;
4. annually elect the officers of the Corporation as set forth in Article VII;
5. determine the time and place of the regular and special meetings of the membership as provided in Article V;
6. perform other such duties as may be visited in it by these By-Laws or by the Members of this Association; and,
7. exercise all of the powers that a board of directors may exercise pursuant to the authority of Chapter 355, RSMo, as though those powers were expressly set forth herein.

Section F. Meetings of the Board

1. An annual meeting of the Board shall be held in conjunction with the Annual Meeting of the membership. Regular meetings of the Board shall be held each quarter. Special meetings of the Board shall be held as called by the President, Chairman, or a majority of the Board.
2. A majority of the Board must be present at any meeting of the Board to constitute a quorum. Unless otherwise provided in the Bylaws, any action of the Board shall take an affirmative simple majority vote of the Directors present.

Section G. Qualifications for Board Members

Each Member of the Board of Directors must be a Representative of a Member.

Section H. Nominating Committee

The Chairman shall appoint a nominating committee to report to the annual meeting of the Members and the annual meeting of the Board of Directors. The nominating committee shall present a slate of candidates to the Members for election to the Board of Directors. The nominating committee shall present a slate of candidates to the Board of Directors for election of officers. Nominations to the Board may be made by any Representative of a Member; and, nominations for any office may be made by any Director.

Section I. Compensation of Directors

Members of the Board of Directors shall serve without salary.

ARTICLE VII

Officers of the Association

Section A. General

The officers of the Corporation shall be a Chairman, First Vice Chairman, Second Vice Chairman, Secretary-Treasurer and President. The offices of Second Vice Chairman and Secretary-Treasurer may be held by the same person, and the Board of Directors may appoint an Assistant Secretary-Treasurer. The Chairman, First Vice Chairman, Second Vice Chairman and

Secretary-Treasurer shall be elected annually at the annual meeting of the Board from its membership, by an affirmative majority vote of the members of the Board. Each officer shall hold office from when first elected until the next annual meeting of the Board or until a successor shall have been elected, except as otherwise provided in these Bylaws. The President shall be selected by the Board and shall not be a member of the Board.

Section B. Vacancies

A vacancy in any office may be filled for the unexpired term by an affirmative majority vote of the members of the Board present.

Section C. Duties of the Chairman

The Chairman shall preside at the Annual Meeting of the membership, all meetings of the Board, and all meetings of the Executive Committee. The Chairman shall perform such other duties as may be assigned to him by the Board or as prescribed by the Corporation or as contained in the Bylaws. The Chairman shall call meetings of the Executive Committee or upon request of two (2) Members of the Executive Committee.

Section D. Duties of the First and Second Vice Chairmen

The duties of the First and Second Vice Chairmen shall be to act (in that order) in the absence of the Chairman, and to perform such other duties as may be assigned by the Chairman or by the Board.

Section E. Duties of the Secretary-Treasurer

The duties of the Secretary-Treasurer shall be to keep the records of the Corporation; to take and preserve the minutes of the Annual Meeting of the Membership and of all meetings of the Board; to notify Members of the Annual Meeting of the Membership; to supervise the taking, preserving, compilation and submission of financial and other similar Corporation reports to the Board; to supervise the collection of all monies due the Corporation and the payment of all monies due the Corporation and the payment of all bills of the Corporation upon order of the Chairman or the Board.

Section F. Duties of the President

The President shall be the Chief Executive Officer of the Association and shall have the general charge of the affairs of the Association. As such, it will be the President's duty to assist the officers, the Executive Committee and the Board in carrying out the objectives of the Association. The President shall execute all documents on behalf of the Association. The President shall serve at the pleasure of the Board.

ARTICLE VIII

Amendment to the Articles and Bylaws

The Articles of Incorporation and Bylaws of the Association may be amended or repealed by a majority vote of the members of the Board of Directors then in office.

ARTICLE IX

Rules of Order

The Association and its Committees shall conduct business in accordance with the latest revision of Roberts' Rules of Order.

ARTICLE X

Indemnification and Insurance

The Association shall indemnify each person whom it may indemnify to the fullest extent permitted by Sections 355.471 and 355.476, RSMo; and, the Association may purchase and maintain such insurance to the fullest extent permitted by Sections 355.476 and 355.496, RSMo. In addition, the Board of Directors may authorize the Association to pay or reimburse expenses incurred by a director in connection with appearing as a witness in a proceeding at a time when the director has not been made a named defendant or respondent to the proceeding. For the purpose of this Article and Subsection 10 of Section 355.476, RSMo, references to "the corporation" include the Association and the Missouri Telephone Association, an unincorporated association which, for all practical purposes, is the predecessor of the Association, so that any person who is or was a director, officer, employee or agent of the Missouri Telephone Association or is or was serving at the request of the Missouri Telephone Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this Article with respect to the Association as he would if he had served the Association in the same capacity.

ARTICLE XI

Termination

The Association may be dissolved and its assets liquidated as provided in the Association's Articles of Incorporation and the Nonprofit Corporation Law of Missouri.

MISSOURI TELECOMMUNICATIONS
INDUSTRY ASSOCIATION

By: 
Richard Telthorst, CAE, President

Revised June 1, 2009