

BYLAWS OF GREEN HILLS TELEPHONE CORPORATION

TABLE OF CONTENTS

ARTICLE I. <u>MEMBERSHIP</u>	1
SECTION 1.1 Eligibility	1
SECTION 1.2 Definition	1
SECTION 1.3 Membership Fees.....	3
SECTION 1.4 Purchase of Services.	3
SECTION 1.5 Termination of Membership.....	3
ARTICLE II. <u>RIGHTS AND LIABILITIES OF THE CORPORATION AND THE MEMBERS</u>	4
SECTION 2.1 Service Obligations.	4
SECTION 2.2 Cooperation of the Members in the Extension of Services...	4
SECTION 2.3 Nonliability for Debts of the Corporation.....	4
SECTION 2.4 Property Interest of Members Upon Dissolution	4
ARTICLE III. <u>MEETINGS OF MEMBERS</u>	5
SECTION 3.1 Annual Meeting	5
SECTION 3.2 Special Meetings	5
SECTION 3.3 Notice of Members' Meetings	5
SECTION 3.4 Postponement/Cancellation of a Meeting of the Members...	6
SECTION 3.5 Participation in Meetings and Quorums.....	6
SECTION 3.6 Voting at Meetings.....	6
SECTION 3.7 Proxies.	7
SECTION 3.8 Order of Business.....	8
ARTICLE IV. <u>DIRECTORS</u>	9
SECTION 4.1 General Powers.....	9
SECTION 4.2 Election Process and Tenure of Office.	9
SECTION 4.3 Board Election Districts	9
SECTION 4.4 Qualifications to be Nominated, to Become, or Remain a Director.	10
SECTION 4.5 Nominations.	10
SECTION 4.6 Election of Directors.	11
SECTION 4.7 Removal of Director by Members and Resignations.	11
SECTION 4.8 Vacancies.....	12
SECTION 4.9 Compensation and Benefits of Directors.	12
SECTION 4.10 Rules, Regulations, Rate Schedules and Contracts.....	13
SECTION 4.11 Accounting Systems and Audits	13

ARTICLE V. <u>MEETINGS OF THE BOARD</u>	14
SECTION 5.1 Regular Meetings	14
SECTION 5.2 Special Meetings	14
SECTION 5.3 Notice of Board Meetings	14
SECTION 5.4 Quorum	14
SECTION 5.5 Unanimous Consent in Writing	15
ARTICLE VI. <u>OFFICERS</u>	16
SECTION 6.1 Number and Titles	16
SECTION 6.2 Election and Term of Office	16
SECTION 6.3 Removal of Officers and Agents by the Board.....	16
SECTION 6.4 President	16
SECTION 6.5 Vice President	17
SECTION 6.6 Secretary	17
SECTION 6.7 Treasurer.....	18
SECTION 6.8 Executive Vice-President; Chief Financial Officer	18
SECTION 6.9 General Manager	18
SECTION 6.10 Bonds	18
SECTION 6.11 Compensation	19
SECTION 6.12 Reports.....	19
ARTICLE VII. <u>INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS</u>	20
SECTION 7.1 Indemnification of Parties to Legal Preceding	20
SECTION 7.2 Indemnification of Parties to Actions By or in Right of Corporation	20
SECTION 7.3 Indemnification of Person Successfully Defending.....	21
SECTION 7.4 Indemnification Determinations	21
SECTION 7.5 Expenses Advanced.....	21
SECTION 7.6 Rights of Persons Indemnified.....	21
SECTION 7.7 Insurance Coverage	22
ARTICLE VIII. <u>NON-PROFIT OPERATION</u>	23
SECTION 8.1 Interest or Dividends on Capital Prohibited	23
SECTION 8.2 Patronage Capital in Connection with Furnishing Telecommunications and Information Services	23
SECTION 8.3 Unclaimed Capital Credits	25
ARTICLE IX. <u>DISPOSITION AND ENCUMBRANCE OF ASSETS</u>	26
ARTICLE X. <u>SEAL</u>	27
ARTICLE XI. <u>FINANCIAL TRANSACTIONS</u>	28

SECTION 11.1	Contracts	28
SECTION 11.2	Checks, Drafts, Etc.....	28
SECTION 11.3	Deposits	28
ARTICLE XII. <u>MISCELLANEOUS</u>		29
SECTION 12.1	Membership in Other Organizations.....	29
SECTION 12.2	Waiver of Notice	29
SECTION 12.3	Rules and Regulations	29
ARTICLE XIII. <u>AMENDMENTS</u>		30

BYLAWS
OF
GREEN HILLS TELEPHONE CORPORATION

ARTICLE I
MEMBERSHIP

SECTION 1.1. Eligibility

Any person, firm, association, corporation, limited liability company, partnership, or political subdivision is eligible to become a member upon receipt of retail telecommunications services from the Corporation at a premise within its established service area and the execution of a membership application in the form prescribed by the Board of Directors, and acceptance by the Board of Directors.

- (1) Such application shall include an agreement:
 - (a) to purchase telecommunications services (which must include either: (i) landline telephone service; or (ii) fixed broadband Internet service) from the corporation as an end user of such services, in accordance with the rates, terms and conditions specified by the corporation; and
 - (b) to comply with and be bound by the Articles of Incorporation and Bylaws of the Corporation and any rules and regulations adopted by the Board; and
 - (c) to pay any membership fee established by the Board.
- (2) Purchasers of the corporation's services at wholesale, or otherwise for resale shall not be eligible for membership with respect to such wholesale services.
- (3) Upon acceptance of the application by the Board, membership shall become effective upon the date of commencement of service. Membership eligibility terminates upon disconnection of service; however, the Board may provide for suspension of service during periods of temporary absence of a member.

SECTION 1.2. Definition

- (1) No member may hold more than one membership in the Corporation. No membership in the Corporation shall be transferable, except on the books of the Corporation and as provided for in these Bylaws.
- (2) Each time sharing or interval ownership premise is considered as a single member. The corporation, partnership or other entity holding or managing the property will be deemed to hold the membership.

- (3) Memberships in the Corporation are extended only to individual persons (natural or corporate) who meet the requirements of 1.1. Memberships formerly issued to husbands and wives, previously referred to as joint memberships, will be allowed to continue. However, from the date of adoption of these Bylaws, no new joint memberships will be established.
- (4) Individual memberships will be freely transferable on the books of the Corporation between any persons in the same household or corporation upon request in writing. Thus, the term "member" as used in these Bylaws shall refer to an individual but can, on a grandfathered basis, be deemed to include a husband and wife still holding a joint membership and any provisions relating to the rights and liabilities of membership shall apply equally with respect to the holders of a joint membership. Without limiting the generality of the foregoing, the effect of the hereinafter-specified actions by or in respect of the holders of a grandfathered joint membership shall be as follows:
- (a) The presence at a meeting of either or both shall be regarded as the presence of one member and shall constitute a joint waiver of notice of the meeting.
 - (b) The vote of either separately or both jointly shall constitute one joint vote.
 - (c) A waiver of notice signed by either or both shall constitute a joint waiver.
 - (d) Notice to either shall constitute notice to both.
 - (e) Expulsion of either shall terminate the joint membership.
 - (f) Withdrawal of either shall terminate the joint membership.
 - (g) Either, but not both, may be elected or appointed as an officer or director if individually qualified.
 - (h) Upon the death of either spouse who is a party to the joint membership, such membership shall be converted to an individual membership. However, the estate of the deceased shall not be released from any debts due the Corporation.
- (5) The dissolution, insolvency or bankruptcy of a corporation, partnership, limited partnership, limited liability company or similar entity, shall not constitute grounds for the early retirement of capital credits. In the event a partnership is a member or patron, upon the death of one partner, capital credits allocable to the deceased partner's interest in the partnership may be paid under policies of general application, to the estate of the deceased, to the surviving partner, or to the heirs of the decedent on proper proof of interest.

Consolidation or merger of a corporation shall not be the equivalent of dissolution, but the successor corporation shall be entitled to the capital credits when paid.

SECTION 1.3. Membership Fees

The Board, at its discretion may determine to require a membership fee that shall be uniform for each membership.

SECTION 1.4. Purchase of Services

Each person who applies for membership shall subscribe to one or more services of the corporation as soon as service becomes available. The member shall pay for such service monthly in accordance with rates established in tariffs or rate schedules as fixed by the Board. It is expressly understood that amounts in excess of cost received by the Corporation for all telecommunications, communications and information services are furnished by members as capital from the moment of receipt, and each member shall be credited with the capital so furnished as provided in Article VIII of these Bylaws. However, the Corporation is not obligated to furnish such credits for services that are not billed and collected by the Corporation, even when such services are partially rendered over the facilities of the Corporation. Each member shall pay the above amounts owed by him or her to the Corporation as and when the same shall become due and payable.

SECTION 1.5. Termination of Membership

- (1) Any member may withdraw from membership upon compliance with such uniform terms and conditions as the Board may prescribe. The Board may, by the affirmative vote of not less than 2/3 of all the directors of the Board, expel any member who fails to comply with any of the provisions of the Articles of Incorporation, Bylaws, or rules and regulations adopted by the Board, but only if such member shall have been given notice by the Corporation that such failure makes him/her liable to expulsion and such failure shall have continued for at least ten days after such notice was given.
- (2) Upon the withdrawal, death, cessation of service or expulsion of a member, the membership of such member shall thereupon terminate and will be so recorded on the books of the Corporation. Termination of membership in any manner shall not release a member or his/her estate from any debts due the Corporation nor do unpaid bills release members from their obligations under these Bylaws or rules and regulations approved by the Board.
- (3) In case of withdrawal or termination of membership in any manner, the Corporation shall repay to the member the amount of any membership fee credited to the member's account; provided, however, that the Corporation shall deduct from the amount of the membership fee, the amount of any debts or obligations owed by the member to the Corporation.

ARTICLE II
RIGHTS AND LIABILITIES OF THE CORPORATION
AND THE MEMBERS

SECTION 2.1. Service Obligations

The Corporation will use reasonable diligence to furnish adequate and dependable services, but it cannot and does not guarantee uninterrupted services, nor will it always be able to provide every service desired by each individual member.

SECTION 2.2. Cooperation of the Members in the Extension of Services

The cooperation of members of the Corporation is imperative to the successful, efficient, and economical operation of the Corporation.

SECTION 2.3. Nonliability for Debts of the Corporation

The private property of the members shall be exempt from execution or other liability for the debts of the Corporation and no member shall be liable or responsible for any debts or liabilities of the Corporation.

SECTION 2.4. Property Interest of

Upon dissolution, after:

- (1) all debts and liabilities of the Corporation shall have been paid;
- (2) all capital furnished through patronage shall be retired as provided in these Bylaws;
and
- (3) all membership fees shall have been repaid,

the remaining property and assets of the Corporation shall be distributed among the members and former members in the proportion which the aggregate patronage of each member and former member bears to the total patronage of all such members and such former members on the date of dissolution, unless otherwise provided by law.

ARTICLE III

MEETINGS OF MEMBERS

SECTION 3. Annual Meeting

- (1) The annual meeting of the members shall be held at a date and place as permitted by law and authorized by the Board within the State or States of operation as selected by the Board and shall be designated in the Notice of the Meeting for the purpose of electing Board members, passing upon reports for the previous fiscal year and transacting such other business as may come before the meeting. It shall be the responsibility of the Board to make adequate plans and preparations for the annual meeting. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the cooperative nor affect the validity of any corporate action.
- (2) To the extent authorized by the Board and permitted by law, however, and subject to guidelines and procedures adopted by the Board, an annual or special meeting may be held without a geographic location, or at multiple locations, or through the internet or other electronic communications technology in a manner: (1) permitting the corporation to verify that each person participating in the meeting is a member; and (2) permitting members the opportunity to vote on matters submitted to the members.

SECTION 3.2. Special Meetings

Special meetings of the members may be called by resolution of the Board, or upon a written request signed by any three (3) directors, by the President, or by twenty percent (20%) of all the members, and it shall thereupon be the duty of the secretary to cause notice of such meeting to be given as hereinafter provided. Special meetings of the members may be held at any place within one of the counties served by the Corporation as designated by the Board and shall be specified in the Notice of the special meeting.

SECTION 3.3 Notice of Members' Meetings

- (1) Written or printed notice stating the manner (whether in person at a particular place or through electronic means), day, and hour of the meeting, and, in case of a special meeting or an annual meeting at which business requiring special notice is to be transacted, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days nor more than thirty (30) days before the date of the meeting, either in person, by mail or electronic transmission by or at the direction of the secretary, or upon a default in duty by the secretary, by the persons calling the meeting, to each member. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, addressed to the member at the address appearing on the records of the Corporation, with postage thereon prepaid. An electronically transmitted notice of a member meeting is deemed delivered when electronically sent to a member at the member=s electronic mail address shown in the Corporation=s record. The incidental or unintended failure of any member to receive notice of an annual or special meeting of the members shall not invalidate

any action which may be taken by the members at any such meeting.

- (2) If the Board authorizes remote or electronic meeting attendance, then the notice of member=s meeting must include a description of the means of remote or electronic communication to be used.

SECTION 3.4 Postponement or Cancellation of a Meeting of the Members.

In the event of inclement weather or the occurrence of a catastrophic event, the meeting of the Members may be postponed by the President, Vice President or the Board. Notice of the adjourned meeting shall be given by the President in any media of general circulation or broadcast serving the area.

SECTION 3.5 Participation in Meetings and Quorum.

- (1) Business may not be transacted at any meeting of the members unless there are present in person or represented by proxy, including via remote or electronic means as permitted by the Corporation, at least Five percent (5%) of the total members of the Corporation. If less than a quorum is present at any meeting, a majority of those present may adjourn the meeting to another time and date, not longer than ninety (90) days after such adjournment without further notice.
- (2) To the extent authorized by the Board, and subject to guidelines and procedures adopted by the Board, members may participate in any member meeting through remote or electronic communication. Members participating in a member meeting through remote or electronic communications are deemed present, and may vote, at the member meeting if the Corporation has implemented reasonable measures; (a) to verify that each person participating remotely or electronically is a member; and (b) to provide the members a reasonable opportunity to participate in the member meeting, and to vote on matters submitted to the members. If the Board authorizes participation through remote or electronic communication, then the notice of the member meetings must describe the means of remote or electronic communication to be used.

SECTION 3.6 Voting at Meetings.

- (1) Each member shall be entitled to only one (1) vote upon each matter submitted to a vote at a meeting of the members. Cumulative voting is not permitted. Voting by members other than members who are natural persons shall be allowed upon presentation to the Corporation, prior to each member meeting, and satisfactory evidence entitling the person presenting the same to vote.
- (2) All questions, except those involving multiple choice issues or determinations, shall be decided by a vote of a majority of the members voting thereon in person or by proxy except as otherwise provided by law, the Articles of Incorporation, or these Bylaws. Multiple choice issues or determinations shall be decided by a plurality vote. In the election of directors, a voice vote may be permitted if there is no competition for the seat or seats to be filled.

- (3) Except as otherwise provided in these bylaws or by the Board a member may vote by mail or by electronic transmission, but only in a manner prescribed by the Board.

SECTION 3.7 Proxies.

- (1) At any meeting of the members or any adjournment thereof, any member, including members who are not natural persons, may vote by proxy, but only if such proxy:
 - (a) Is registered with the secretary or his duly designated registrar before or at the time of the meeting or any adjournment thereof, or, if such proxy is to be voted on any matter the carrying of which requires the affirmative vote of not less than a majority of the then-total members of the Corporation is registered with the Corporation at its principal office during office hours on or before seven (7) days preceding the date of the meeting, or any adjournment thereof, as the case may be;
 - (b) Is executed and dated by the member in writing and designates the named holder thereof (and, if the member so desires an alternate name holder thereof and/or conferring upon the holder(s) full power of substitution), which holder(s) (or substitute(s), if any) shall be the member's spouse, an adult close relative (18 years or older) residing in the same household as the member, (As used here, "close relative" means a person who is related to the principal person by blood or marriage, to the second degree or less -- that is, a person who is either a spouse, child, grandparent, parent, brother, sister, aunt, uncle, nephew, or niece, by blood or in law, of the principal.) or another member who is a natural person (except that the natural person holding the proxy of a member who is not a natural person need not himself be a member); and
 - (c) Specifies the particular meeting and/or any adjournment thereof at which it is to be voted and is dated not more than sixty (60) days prior to the date of such meeting or any adjournment thereof: provided, that any mailed proxy not otherwise dated shall be deemed dated as postmarked if the postmark is satisfactorily evidenced; and provided further, that any proxy valid at any meeting shall be valid at any adjournment thereof unless the proxy itself specifies otherwise or is subsequently revoked by another proxy or by the presence in person of the member at such adjournment; provided, however, that proxies executed at the time of application for service shall continue to be valid from year-to-year, as set forth in such proxy, until revoked.
- (2) A proxy may be unlimited as to the matters on which it may be voted or it may be restricted; a proxy containing no restriction shall be deemed to be unlimited.
- (3) In the event a member executes two or more proxies for the same meeting or for any adjournment thereof, the most recently dated proxy shall revoke all others; if such proxies carry the same date and are held by different persons, none of them will be valid or recognized.

- (4) The presence in person of a member at a meeting or any adjournment thereof may revoke any proxy theretofore executed by him for such meeting or for such adjournment thereof, as the case may be, and he shall be entitled to vote in the same manner and with the same effect as if he had not executed a proxy. However, to revoke a proxy by presence in person at a meeting, the member must register a revocation with the duly designated voting registrar prior to the beginning of the meeting voting process. Failure to notify the registrar prior to balloting prevents the member in attendance from voting. A person entitled under this section may vote as proxy for an unlimited number of members on any matter, the carrying of which, as provided by law, requires the affirmative votes of a majority of the then-total members of the Corporation and proxy voting is allowed.

SECTION 3.8. Order Of Business.

The order of business at the annual meeting of the members and, so far as possible at all other meetings of the members, shall be conducted under policies established by the Board and under an agenda essentially as follows, except as otherwise determined by the members at such meeting:

- (1) Report on the number of members present in person in order to determine the existence of a quorum.
- (2) Reading of the Notice of the Meeting and proof of the timely mailing or other notice thereof, or the waiver or waivers of Notice of Meeting, as the case may be.
- (3) Reading of unapproved minutes of previous meetings of the members and the taking of necessary action thereon unless minutes presented for approval shall have been furnished by a timely mailing or have been distributed at the meeting to all active members present. In such case, the President may entertain a motion to dispense with the reading of such minutes.
- (4) Presentation and consideration of reports of outside auditors, officers, trustees, and committees.
- (5) Election of Directors
- (6) Unfinished business.
- (7) New business.
- (8) Adjournment.

Notwithstanding the foregoing, the Board or the members themselves may, from time to time, establish a different order of business for the purpose of assuring the earlier consideration of an action upon any item of business, the transaction of which is necessary or desirable in advance of any other item of business; provided that no business other than adjournment of the meeting to another time and place may be transacted until and unless the existence of a quorum is first established.

ARTICLE IV

DIRECTORS

SECTION 4.1. General Powers

The business and affairs of the Corporation shall be managed by a Board of Directors which shall exercise all of the powers of the Corporation except such as are by law, the Articles of Incorporation, or these Bylaws conferred upon or reserved to the members.

SECTION 4.2. Election Process and Tenure of Office

- (1) Directors shall be elected by a secret ballot at each annual meeting. They shall be elected by and from the members to serve a three (3) year term, or, until their successors shall have been elected and shall have qualified. The terms of the directors shall be staggered to ensure continuity. If an election of directors shall not be held on the day designated herein for the annual meeting or at any adjournment thereof, a special meeting of the members shall be held for the purpose of electing directors at a reasonable time thereafter. Directors shall be nominated and elected as provided hereinafter.
- (2) At the annual meeting of the members, there shall be nine (9) directors elected in the following manner: in 2026, directors from Districts 1 and 4; in 2027, directors from Districts 2, 3, 6 and At-Large District 1; and in 2028, one director from District 5, one director from At-Large District 2 and one director from At-Large District 3, to follow in sequence thereafter.

SECTION 4.3 Board Election Districts

There shall be one (1) director from each of the following districts that shall consist of the following exchanges:

- District 1 - Lock Springs and Breckenridge
- District 2 - Mooresville, Ludlow and Wheeling
- District 3 - Avalon and Tina
- District 4 - Dawn and Bogard
- District 5 - Stet and Cowgill
- District 6 - Polo and Knoxville

There shall be one (1) director each from the following at-large districts that shall consist of the following exchanges:

- At-Large District 1 - Lock Springs, Breckenridge, Mooresville, Wheeling, Avalon and Tina
- At-Large District 2 – Polo, Cowgill and Knoxville
- At-Large District 3 – Stet, Bogard, Ludlow and Dawn

SECTION 4.4. Qualifications to be Nominated, to Become, or Remain a Director

- (1) Any member who is a natural person shall be eligible to be nominated, elected, and remain a director of the Corporation provided that he/she:
 - (a) Resides in the district from which he or she is elected, and has resided there for more than two hundred forty (240) days during the last twelve (12) month period.
 - (b) Is not an employee of the Corporation or in any material way financially interested in a competing enterprise or a business engaged in selling communication services or communication supplies or maintaining communication facilities. The Board may, by general rule or in particular circumstances determine which interests in competing enterprise are material.
 - (c) Is not closely related to an incumbent director or an employee of the Corporation. As used here, "closely related" means a person who is related to the principal person by blood or marriage, to the second degree or less -- that is, a person who is either a spouse, child, grandparent, parent, brother, sister, grandchild, aunt, uncle, nephew, or niece, by blood or in law, of the principal. However, no incumbent director shall lose eligibility to remain a director or to be reelected as a director if he or she becomes a close relative of another incumbent director or of a Corporation employee because of a marriage to which he was not a party; neither shall an employee lose eligibility to continue in the employment of the Corporation if he or she becomes a close relative of a director because of a marriage to which he or she was not a party.
 - (d) Notwithstanding the foregoing, the Board shall adopt a written policy that will govern the application in practice of this Bylaw section to assure no employee will suffer unjust or unreasonable discrimination because of marital status.
- (2) To remain a director, the incumbent must attend two-thirds (2/3) or more of the regular meetings during each twelve-month period, beginning with the month of his/her election. Upon establishment of the fact that a director or nominee is in violation of any of the provisions of this Section, that office or nomination shall be deemed vacant.
- (3) Nothing in this Section shall affect, in any manner whatsoever, the validity of any action taken at any meetings of the Board.

SECTION 4.5. Nominations

- (1) It shall be the duty of the Board to appoint, not less than forty (40) days nor more than one hundred twenty (120) days before the date of a meeting of the members at which directors are to be elected, a committee on nominations consisting of not less

than five (5) nor more than eleven (11) members. At least one (1) member of the committee shall be selected from each district where a director is to be elected. No director of the Board, close relative of a director, or employee may serve on such committee. The committee shall prepare and post at the principle office of the Corporation at least twenty (20) days before the meeting, a list of nominations for directors, which shall include as many nominees for each Board position as the committee deems desirable.

- (2) The secretary shall be responsible for mailing with a Notice of the Meeting, or separately, but at least ten (10) days before the date of the meeting, a statement of the number of directors to be elected and the names and addresses of the candidates nominated by the committee on nominations.
- (3) Any fifteen (15) or more members acting together may make other nominations by petition not less than twenty (20) days prior to the meeting, and the secretary shall post such nominations at the same place where the list of nominations made by the committee is posted. Nominations made by petition shall be included on the official ballot. Such ballot shall arrange the names of the candidates by district and shall also designate the candidates nominated by the committee and those nominated by petition.
- (4) Incumbent directors must be re-nominated either by the committee, or by petition, to be re-elected.

SECTION 4.6. Election of Directors

- (1) Elections of directors shall be by printed ballot, or by electronic or other means, as authorized by the Board. The ballot shall list the names of the candidates nominated by the committee and by petition with such names arranged by districts.
- (2) Each member of the Corporation participating in the election of directors, either in person or through remote or electronic means, including through proxy as authorized by the Bylaws, shall be entitled to vote for one (1) candidate from each district from which a director is to be elected or on any issue before the meeting. The candidate from each district from which a director is to be elected receiving a plurality of votes cast for that office at such meeting shall be declared elected as a director. Failure of an election for a given year shall allow the incumbent directors whose directorships would have been voted on to hold over only until the next member meeting at which a quorum is present.

SECTION 4.7. Removal of Director by Members and Resignations

- (1) Any member may bring charges against a director, which shall specify malfeasance or nonfeasance of the duties and responsibilities of his/ her position. Such charges shall be in writing and filed with the secretary together with a petition signed by at least ten (10) percent of the members, or two hundred (200) members, whichever is the lesser, and may request the removal of such director by reason thereof.

- (2) Such director shall be informed in writing of the charges at least ten (10) days prior to the meeting of the members at which the charges are to be considered and shall have an opportunity at the meeting to be heard in person or by counsel to present evidence in respect to the charges; and the person or persons bringing the charges against him shall have the same opportunity. The question of the removal of such director shall be considered and voted upon at the meeting of the members. No director shall be removed from office unless by a vote of two-thirds (2/3) of the members present.
- (3) Any vacancy created by such removal may be filled by vote of the members at such meeting without compliance with provisions of Section 4.5 with respect to nominations.
- (4) A director may resign at any time by written notice delivered to the Board of Directors, the President or Secretary of the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a future date. The pending vacancy may be filled before the effective date but the successor shall not take office until the effective date.

SECTION 4.8. Vacancies

Subject to the provisions of these Bylaws with respect to the filling of vacancies caused by the removal of directors by the members, a vacancy occurring in the Board shall be filled by the affirmative vote of a majority of the remaining directors for the unexpired portion of the term, provided, however, that in the event the vacancy is not filled by the Board within sixty (60) days after the vacancy occurs, the members shall have the right to fill such vacancy at a meeting of the members without compliance with the foregoing provisions in respect to nominations. However, any successor, whether chosen by the Board or the members must reside in the same district as the vacant directorship and have the same qualifications for office as set forth in Section 4.3. If a director duly elected by the membership at large (not individual district) moves his or her residence to another district of the Corporation, he or she may continue to serve as director for the former district until the next regular election for that district.

SECTION 4.9. Compensation and Benefits of Directors.

- (1) Directors shall, as determined by resolution of the Board, receive a fixed sum for each day or portion thereof spent on Corporation business, such as attendance at meetings, conferences, and training programs, or performing committee assignments when authorized by the Board. If authorized by the Board, directors may also be reimbursed for expenses actually and necessarily incurred in carrying out such Corporation business, or granted a reasonable per diem allowance by the Board in lieu of detailed accounting for some of these expenses.
- (2) Directors who elect to participate may be extended various forms of liability and accident insurance as well as participation in benefits provided to employees, except

for benefits based on salary.

- (3) No director shall receive compensation for service to the Corporation in any other capacity, nor shall any close relative of a director receive compensation for serving the Corporation, unless the payment and amount of compensation shall be specifically authorized by a vote of the members or the service by the director or his close relative shall have been certified by the Board as an emergency measure. For purpose of this section, "close relative" includes grandparent, parent, husband, wife, child, grandchild, brother, sister, aunt, uncle, nephew, and niece, by blood, by marriage, or by adoption, and spouse of any of the foregoing. The written policy adopted by the Board on nepotism pursuant to Section 4.4(1)(c) shall also govern here.

SECTION 4.10. Rules, Regulations, Rate Schedules and Contracts

The Board of Directors shall have power to make, adopt, amend, abolish and promulgate such rules, regulations, rate classifications, rate schedules, contracts, security deposits or any other types of deposits, payments or charges including contributions in aid of construction, not inconsistent with state or federal law or regulations or the Articles of Incorporation or Bylaws, as it may deem advisable for the management, administration and regulation of the business and affairs of the Corporation, or cause such to be submitted for any appropriate governmental regulatory approval.

SECTION 4.11. Accounting Systems and Audits

The Board of Directors shall cause to be established and maintained a complete accounting system of the Corporation's financial operations and condition, and shall, after the close of each fiscal year, cause to be made a full, complete and independent audit of the Corporation's accounts, books and records reflecting financial operations during, and financial condition as of the end of, such year. A full and accurate summary of such audit reports shall be submitted to the members at, or prior to, the succeeding annual meeting of the members. The Board may authorize special audits, complete or partial, at any time and for any specified period of time.

ARTICLE V

MEETINGS OF THE BOARD

SECTION 5.1. Regular Meetings

- (1) A regular meeting of the Board shall be held without notice, immediately after, and at the same place as, the annual meeting of the members if this is deemed convenient by a majority of the Board as constituted after the annual meeting.
- (2) A minimum of at least ten (10) additional regular meetings shall be held each year at such time and place as designated by the Board. Such regular meeting may be held without notice other than a resolution of the Board fixing the time and place thereof.
- (3) Regular or special meetings may be conducted through the use of conference telephone or other communications equipment by means of which all persons participating in the meetings can communicate with each other. Such participation will constitute attendance and presence in person at the meeting of the persons so participating.

SECTION 5.2. Special Meetings

Special meetings of the Board may be called by the president or by any three (3) directors, and it shall thereupon be the duty of the secretary to cause notice of such meeting to be given as hereinafter provided. The president or directors calling the meeting shall fix the time and place for the holding of the meeting.

SECTION 5.3. Notice of Board Meetings

Written notice of the time, place, (or telecommunications conference event) and purpose of any special meeting of the Board shall be delivered to each director personally or by mail, or at the direction of the secretary, or upon default in duty by the secretary, by the president or one of the directors calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, addressed to the director at his address as it appears on the records of the Corporation, with first-class postage thereon prepaid, at least five (5) business days before the date set for the meeting.

SECTION 5.4. Quorum

A majority of the Board shall constitute a quorum, provided, that if less than such majority of the Board is present at said meeting, a majority of the Board present may adjourn the meeting from time to time; and provided further, that the secretary shall notify any absent

directors of the time and place of such adjourned meeting. The act of a majority of the directors present and voting at a meeting at which a quorum is present shall be the act of the Board, except as otherwise provided in these Bylaws or special rules adopted by the Corporation. Directors may not vote by proxy at regular or special Board meetings.

SECTION 5.5. Unanimous Consent In Writing

Unless otherwise prohibited by law, Board actions may be taken without a meeting and without a vote if unanimous consent of the Board is obtained in writing setting forth the action taken in detail and the writing is signed by all directors entitled to vote.

ARTICLE VI

OFFICERS

SECTION 6.1. Number and Titles

The officers of the Corporation shall be a president, vice president, secretary, treasurer, and such other officers as may be determined by the Board from time to time. The Offices of Secretary and Treasurer may be held by the same person.

SECTION 6.2. Election and Term of Office

- (1) The officers shall be elected by ballot, if there is a contest, and if not, by voice vote or any other method designated by the person presiding. They shall be elected annually by and from the Board at the meeting of the Board held immediately after the annual meeting of the members; provided, however, that the Board may from time to time appoint executive officers pursuant to Section 6.8 of this Article, who need not be members of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be.
- (2) Each officer shall hold office until the first meeting of the Board following the next succeeding annual meeting of the members, or until a successor shall have been elected and shall have qualified. Except as otherwise provided in these Bylaws, a vacancy in any office shall be filled by the Board for the unexpired portion of the term.

SECTION 6.3. Removal of Officers and Agents by the Board

Upon charges made by any director of the Board, any officer or agent elected or appointed by the Board may be removed by the Board for cause related to the performance of the duties of his/her position whenever, in its judgment, the best interests of the Corporation will be served thereby. The officer against whom such charges have been brought shall be informed in writing of the charges at least ten (10) days prior to the Board meeting at which the charges are to be considered and shall have an opportunity at the meeting to be heard in person or by counsel and to present evidence in respect of the charges; and the person or persons bringing the charges against him shall have the same opportunity.

SECTION 6.4. President

The president shall:

- (1) Be the principal executive officer of the corporation, and unless otherwise determined by the Board, shall preside at all meetings of the members and the

Board;

- (2) Sign any deeds, mortgages, deeds of trust, notes, bonds, contracts, or other instruments authorized by the Board to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and
- (3) In general perform all duties incident to the Office of President and such other duties as may be prescribed by the Board from time to time.

SECTION 6.5. Vice President

In the absence of the President, or in the event of his inability or refusal to act, the vice president shall perform the duties of the president, and when so acting shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall also perform such other duties as from time to time may be assigned to him by the Board.

SECTION 6.6. Secretary

The secretary shall be responsible for:

- (1) Keeping the minutes of the meetings of the members and of the Board in books prepared for that purpose;
- (2) Seeing that all notices are duly given in accordance with these Bylaws or as required by law;
- (3) The safekeeping of the corporate books and records and the Seal of the Corporation and affixing the Seal of the Corporation to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws;
- (4) Keeping a register of the names and post office addresses of all members;
- (5) Keeping on file at all times a complete copy of the Articles of Incorporation and Bylaws of the Corporation containing all amendments thereto and at the expense of the Corporation, furnishing a copy of these Bylaws and of all amendments thereto to each member; and
- (6) In general performing all duties incident to the Office of Secretary and such other duties as from time to time may be assigned to him or her by the Board.

SECTION 6.7. Treasurer

The treasurer shall be responsible for:

- (1) Custody of all funds and securities of the Corporation;
- (2) The receipt of and the issuance of receipts for all monies due and payable to the Corporation and for the deposit of all such monies in the name of the Corporation in such financial institutions as shall be selected in accordance with the provisions of these Bylaws; provided, however, that the treasurer shall have authority, with the approval of the Board, to delegate to the general manager the authority to appoint employees of the Corporation to actually carry out the duties set forth in this Section; provided that the treasurer shall remain responsible for their proper execution; and
- (3) The general performance of all the duties incident to the Office of Treasurer and such other duties as from time to time may be assigned to him by the Board; provided, however, with respect to the duties and responsibilities of the treasurer, the Corporation shall indemnify and hold the treasurer harmless against any and all losses, claims and/or damages which may be asserted against the treasurer, in his official capacity, unless such claim is a result of an act personally committed or omitted by the treasurer resulting in loss to the Corporation.

SECTION 6.8. Executive Vice-President; Chief Financial Officer

The Board may appoint an Executive Vice-President, who may be the same person as the General Manager, and a Chief Financial Officer, who shall perform such duties as the Board may require, and who shall have such authority as the Board may vest in them.

SECTION 6.9. General Manager

The Board shall appoint a general manager, who may be, but who shall not be required to be, a member of the Corporation. The general manager shall perform such duties as the Board may from time to time require and shall have authority as the Board may from time to time vest in him.

SECTION 6.10. Bonds

The Board shall require the treasurer and any other officer, agent, or employee of the Corporation charged with responsibility for the custody of any of its funds or property to give bond in such sum and with such surety as the Board shall determine. The Board, in its discretion, may also require any other officer, agent, or employee of the Corporation to give bond in such amount and with such surety, as it shall determine. The costs of all such

bonds shall be borne by the Corporation.

SECTION 6.11. Compensation

The powers, duties and compensation of officers, agents and employees shall be fixed or approved by the Board, subject to the Section 4.9 of these Bylaws with respect to compensation of directors.

SECTION 6.12. Reports

The president and treasurer of the Corporation shall submit, at each annual meeting of the members, reports covering the business of the Corporation for the previous fiscal year. Such reports shall set forth the condition of the Corporation at the close of such fiscal year.

ARTICLE VII

INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

SECTION 7.1. Indemnification of Parties to Legal Proceeding

- (1) The Corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigation (other than an action by, or in the right of the Corporation) by reason of the fact that such person is or was a director, officer, employee, or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another Corporation, association, corporation, partnership, joint venture, trust, or other enterprise, against expenses, (including attorney's fees) adjustments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct of such person was unlawful.
- (2) The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon pleas of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct of such person was unlawful.

SECTION 7.2. Indemnification of Parties to Actions By or In Right of Corporation

- (1) The Corporation may indemnify any person who was or is a party, or is threatened to be made a party to, any threatened, pending, or completed action or suit by, or in the right of, the Corporation to procure a judgment in its favor by reason of the fact that such person is, or was, a director, officer, employee, or agent of the Corporation, or is, or was, serving at the request of the Corporation as a director, officer, employee, or agent of another Corporation, association, corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith, and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Corporation.
- (2) No indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of the duty of such person to the Corporation,

unless, and only to the extent that the Court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity of such expenses as the court shall deem proper.

SECTION 7.3. Indemnification of Person Successfully Defending

To the extent that a director, officer, employee, or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections 7.1 and 7.2, in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by such person in connection therewith.

SECTION 7.4. Indemnification Determinations

Any indemnification under Sections 7.1, 7.2 or 7.3 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in Sections 7.1, 7.2 or 7.3 and has not otherwise be compensated by insurance. Such determination shall be made:

- (1) By the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceedings; or
- (2) If such a quorum is not obtainable, or if obtainable, if a majority of directors who were not parties to such action, suit or proceedings so directs, by independent legal counsel in a written opinion; or
- (3) By the members.

SECTION 7.5. Expenses Advanced

Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board in the specific case, upon receipt of a firm commitment by or on behalf of the director, officer, employee, or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article.

SECTION 7.6. Rights of Persons Indemnified

The indemnification provided by this Article shall not be deemed exclusive of any other

rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of members or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

SECTION 7.7. Insurance Coverage

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another Corporation, association, corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of the status of such person as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE VIII

NON-PROFIT OPERATION

SECTION 8.1. Interest or Dividends on Capital Prohibited

The Corporation shall at all times be operated on a Corporation non-profit basis for the mutual benefit of its patrons. No interest or dividends shall be paid or payable by the Corporation on any capital furnished by its patrons.

SECTION 8.2. Patronage Capital in Connection with Furnishing Telecommunications and Information Services

- (1) In the furnishing of telecommunications, communications and information services, the Corporation's operations shall be so conducted that all patrons will, through their patronage, furnish capital for the Corporation. Purchasers of the Corporation's services at wholesale, or otherwise for resale shall not be eligible for patronage credits with respect to such services. In order to induce patronage and to insure that the Corporation will be operated on a non-profit basis, the Corporation is obligated to account on a patronage basis to all its patrons for all amounts received and receivable from the furnishing of telecommunications, communications and information services in excess of operating costs and expenses properly chargeable against the furnishing of such services. All such amounts in excess of operating costs and expenses for telecommunications, communications and information services at the moment of receipt by the Corporation are received with the understanding that they are furnished by the patrons as capital.
- (2) The Corporation is obligated to pay by credits to a capital account for each patron all such amounts in excess of operating costs and expenses derived from telecommunications, communications and information services. The books and records of the Corporation shall be established and kept in such manner that at the end of each fiscal year the amount of capital, if any, so furnished by the patron for telecommunications, communications and information services is clearly reflected and credited in an appropriate record to the capital account of each patron, and the Corporation shall within a reasonable time after the close of the fiscal year notify each patron of the amount of capital so credited to the patron's account. All such amounts credited to the capital account of any patron shall have the same status as though it had been paid to the patron in cash in pursuance of a legal obligation to do so and the patron had then furnished the Corporation corresponding amounts for capital.
- (3) If, at any time prior to dissolution or liquidation, the Board shall determine that the financial condition of the Corporation will not be impaired thereby, the capital then credited to patrons' accounts may be retired in full or in part. All allocations and retirements of capital shall be at the discretion and direction of the Board as to kind, timing, method, and type of assignment and distribution. In no event, however, may

any such capital be retired unless after the proposed retirement, the capital of the Corporation shall equal at least forty percent (40%) of the total assets of the Corporation.

- (4) In the event of dissolution or liquidation of the Corporation, after all outstanding indebtedness of the Corporation shall have been paid, outstanding capital credits shall be retired without priority on a *pro rata* basis before any payments are made on account of property rights of members.
- (5) Capital credited to the account of each patron shall be assignable only on the books of the Corporation, pursuant to written instruction from the assignor and only to successors in interest, or successors in occupancy, in all or in a part of such patrons' premises served by the Corporation, unless the Board, acting under policies of general application, shall authorize other types of assignments. Patrons at any time may assign their capital credits back to the Corporation and the Corporation is authorized to negotiate capital credit settlement arrangements with bankrupt patrons.
- (6) Notwithstanding any other provision of these Bylaws, there shall be offset against such sums otherwise allocated to the capital credit account of a member any delinquent amounts due to the Corporation. Such offset shall be at the discretion and direction of the Board and shall be applied first to the year in which capital was furnished.
- (7) Notwithstanding any other provision of these Bylaws, the Board, at its discretion, shall have the power at any time upon the death of any natural patron, if the legal representative of his estate shall request in writing, that the capital credited to any such patron be retired prior to the time such capital would be retired in a general retirement under provisions of these Bylaws, to retire capital credited to any such patron immediately upon such terms and conditions as the Board, acting under policies of general application, and the legal representative of such patron's estate shall agree upon; provided, however, that the financial condition of the Corporation will not be impaired thereby.
- (8) The patrons of the Corporation, by dealing with the Corporation, acknowledge that the terms and provisions of the Articles of Incorporation and Bylaws shall constitute and be a contract both between the Corporation and each patron. Both the Corporation and the patrons are bound by such contract, as fully as though each patron had individually signed a separate instrument containing such term and provisions with the Corporation and each of its patrons. The provisions of this Article of the Bylaws shall be called to the attention of each patron of the Corporation by posting in a conspicuous place in the Corporation's office and by publication distributed by the Corporation to its patrons.

SECTION 8.3. Unclaimed Capital Credits

Notwithstanding any provision herein contained to the contrary, any member who fails to claim any deposit, membership fee, payment for retirement of capital credits, or other money or account balance within two (2) years after payment thereof has been made available to such member, such member shall be deemed to have made an irrevocable assignment and gift to the Corporation of such unclaimed monies. Upon expiration of two or more years after availability of such monies, the Corporation shall give sixty (60) days notice in a newspaper of general circulation, published in the County of the last known address of the member within the Corporation's service area, such notice to contain information whereby interested parties may obtain details regarding the member entitled to the unclaimed monies, and the approximate amount and type of unclaimed monies, and that if not duly claimed within sixty (60) days after the publication of such notice, the Corporation shall, after offsetting any outstanding amounts due and owing the Corporation from such member, thereafter treat the net unclaimed amount as donated capital of the Corporation to be included in the fiscal year in which the sixtieth day after such published notice falls.

In addition to the published notice, the Corporation may provide notice by mail, text message, email, social media post or other manner designed to inform interested parties of the existence of unclaimed monies, and how interested parties may obtain additional information.

ARTICLE IX

DISPOSITION AND ENCUMBRANCE OF ASSETS

A lease, sale, exchange, transfer, or other disposition of all, or substantially all, of the assets, with or without good will, of the Corporation may be made upon such terms and for such consideration, which may consist, in whole or in part, of money or other property of any description, including shares or other securities or promissory obligations of any other corporation, domestic or foreign, as may be authorized:

- (1) by the Corporation's directors, either before or after authorization by the shareholders as required in this paragraph; and
- (2) at a meeting of the shareholders held for such purpose, by the affirmative vote of the holders of shares entitling them to exercise eighty percent (80%) of the voting power of the Corporation on such proposal. Notice of the meeting of the shareholders with respect to the proposal shall be governed by the bylaws, and if the bylaws do not separately treat the issue, then as required by Chapter 351, RSMO. Any such notice shall be accompanied by a copy or summary of the terms of such transaction. The corporation, by the directors, may abandon such transaction, subject to the contract rights of other persons, if such power of abandonment is conferred upon the directors, either by the terms of the transaction or by the same vote of shareholders, and, at the same meeting of shareholders as that referred to previously in this paragraph, or at any subsequent meeting.

Notwithstanding anything herein contained, the Board, without authorization by the members thereof, shall have full power and authority to authorize the execution and delivery of a mortgage or mortgages or a deed or deeds of trust upon, or the pledging or encumbering of any or all of the property, assets, rights, privileges, licenses, franchises and permits of the Corporation; whether acquired or to be acquired, and wherever situated, as well as the revenues and income therefrom, all upon such terms and conditions as the Board shall determine, to secure any indebtedness of the Corporation.

ARTICLE X

SEAL

The Corporate Seal of the Corporation shall be in the form of a circle, and shall have inscribed thereon the name of the Corporation and the words, "Corporate Seal", and "Missouri".

ARTICLE XI

FINANCIAL TRANSACTIONS

SECTION 11.1. Contracts

Except as otherwise provided in these Bylaws, the Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 11.2. Checks, Drafts, Etc.

All checks, drafts, or other orders for the payment of money, and all notes, bonds, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer(s), agent(s), or employee(s) of the Corporation and in such manner, as shall from time to time be determined by resolution of the Board.

SECTION 11.3. Deposits

All the funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such institutions as the Board may select.

ARTICLE XII

MISCELLANEOUS

SECTION 12.1. Membership in Other Organizations

The Corporation may become a member or purchase stock in other profit or nonprofit organizations, associations, partnerships, or joint ventures when the Board finds that the general or long-term interests of its membership will be served by such investments or participation.

SECTION 12.2. Waiver of Notice

Any member or director may waive in writing any notice of a meeting required to be given by these Bylaws. The attendance of a member or director at any meeting shall constitute a waiver of notice of such meeting by such member or director, except in case a member or director shall attend a meeting for the express purpose of objecting to the transaction of any business, on the grounds that the meeting has not been lawfully called or convened.

SECTION 12.3. Rules and Regulations

The Board shall have power to make and adopt such rules and regulations, not inconsistent with law, the Articles of Incorporation, or these Bylaws, as it may deem advisable for the management of the business and the affairs of the Corporation.

ARTICLE XIII

AMENDMENTS

These Bylaws may be altered, amended, repealed or rewritten by the affirmative vote of not less than a majority of the directors in office, at any regular or special Board meeting, but only if the notice of such meeting shall have contained a copy of the proposed alteration, amendment, or repeal, or an accurate summary explanation thereof; provided, however, that the provisions of Article IX relating to a major disposition of the Corporation's property may be altered, amended or repealed only by the affirmative vote of not less than two-thirds (2/3) of all current members of the Corporation voting in person and without proxies.